



**2018**

**ANNUAL REPORT**

碧玉投资私人有限公司2018年度报告

## OUR STORY

Jasper Investments Limited (the “Company”) is a company listed on the SGX since 1993. The company is engaged in the provision of transportation services in the North Asian region, specifically catering to the infrastructure industry.

Jasper believes the long term nature of infrastructure projects will bring about stability for the growth of the company. Jasper has also been contracted to act as project manager for infrastructural works in the North Asian region, with particular emphasis on marine transportation.

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# LETTER TO SHAREHOLDERS

## Dear Shareholders,

Jasper Investments Limited (the “Company”) has had a fresh start in FY2018, having exited both the Financial and Minimum Trading Price Watch-Lists in early FY2018, the Company continues to pursue its new business model of providing infrastructural transportation project management services in North Asia.

## In Retrospect

The Management continued to exercise financial prudence throughout the year and spared no effort in reducing waste and expenses. Save for the non-recurrent adjustments due to the write-backs in FY2017, our administrative and financial costs have come to a stable and predictable level. Operational costs however, will increase in tandem with operational activities.

On the revenue side, ship management services with existing clients slowed down and were eventually completed after our clients underwent a change of ownership which resulted in a new partnership with global presence. The space for providing bespoke offshore services has become increasingly competitive with global players muscling in for a piece of the pie.

We continue to be on the lookout for providing the same services while pursuing our project management contracts with our main contract principal, Guangdong Zhuhai Luyuan Construction Engineering Co. This new business also faces delay due to various reasons in addition to the multitude of regulatory compliances the Company has to comply with. As you may have read from public sources of information, our projects in the Pearl River Delta and the Hainan/Sanya regions are experiencing delays and challenges from different fronts. The extreme hurricane weather in the 2nd to 3rd quarters of 2018 impeded marine based logistical work while the conclusion of several important political events in China from October 2017 to March 2018 slowed down bureaucracy. All these events unfortunately extended the cascading impact on our start work date as well.

We remain optimistic that these projects will eventually be rostered to start work as they are components of the Greater Guangdong Bay Megalopolis and in the case of the new Hainan International Airport, a key plank of OBOR (One Belt One Road also known as the Belt Road Initiative).

## Achievements

Jasper’s asset light approach has stabilized all administrative and financial costs in FY2018 and we looked forward to growing the top line in terms of revenue recognition.

Our continuous effort in coordinating with the IRAS have also resulted in retrieving a tax refund for FY2008 and FY2009.

## In Summary

FY2018 has been a watershed year for the Company as it emerged out of the Watch Lists and prepare for a change in business model. Although the implementation of the business is all uphill in the near future, the Company sees it as patient preparation for the long road ahead. Taken together, it is a year of consolidation of resources and capabilities for Jasper.

# LETTER TO SHAREHOLDERS

## **Appreciation all round**

On behalf of the Board, I would like to express my sincere thanks to both past and present Directors whom have contributed in many ways. Going forward, it will be an Asian based team of Directors that will serve the Shareholders.

We are also particularly thankful to our Shareholders who have given their support to the Management and the Company.

Lastly, I would also like to thank our partners, suppliers, customers and business associates for their support and we look forward to building stronger relationships with all of you in FY2019.

## **Going forward**

We are still on course to plan a share conversion for the Shareholder Loan in FY2019 in a bid to return the balance sheet to a stronger footing.

The Company stand ready to engage the contract principals when the roll-out schedule for the projects is confirmed. We are optimistic that the projects will start soon and will benefit the Company in the long term. We look forward to report a steady accumulation of projects in conjunction with our contract principal and creating value for all Shareholders.

**Ow Eang Hong**  
*Executive Chairman*

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Ow Earng Hong *(Executive Chairman)*  
 Chan Wai Kwong Michael *(Lead Independent Director)*  
 Phillip Jeffrey Saile *(Independent Director)*  
 Heng Aik Yong *(Independent Director)*

## AUDIT COMMITTEE

Chan Wai Kwong Michael *(Chairman)*  
 Phillip Jeffrey Saile  
 Heng Aik Yong

## NOMINATING COMMITTEE

Phillip Jeffrey Saile *(Chairman)*  
 Chan Wai Kwong Michael  
 Heng Aik Yong

## REMUNERATION COMMITTEE

Heng Aik Yong *(Chairman)*  
 Chan Wai Kwong Michael  
 Phillip Jeffrey Saile

## COMPANY SECRETARY

Ng Joo Khin

## REGISTRAR

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

## AUDITORS

Foo Kon Tan LLP  
 Chartered Accountants  
 24 Raffles Place #07-03  
 Clifford Centre  
 Singapore 048621  
 Partner in charge: Mr. Kon Yin Tong (w.e.f. 31 March 2014)

## REGISTERED OFFICE

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 Singapore 589472  
 Tel: +65 6909 0180  
 Email: [contact\\_us@jasperinvests.com](mailto:contact_us@jasperinvests.com)  
 Website: [www.jasperinvests.com](http://www.jasperinvests.com)  
 Company Registration No: 198700983H

## BOARD OF DIRECTORS

### **OW EARNG HONG**

*Executive Chairman*

Mr. Ow Earng Hong was appointed to the Board of Jasper in July 2016 and subsequently appointed as its Executive Chairman. At that point in time, Mr. Ow was already holding the post of the Chief Operations Officer.

Mr. Ow started his stock broking career with Ong & Company in the nineties and over the next 2 decades, established himself as a professional in his field and held senior executive positions in the area of institutional sales and dealing at various local stock broking houses; including OCBC Securities where he and his team carved out the firm's reputation in the highly competitive business of institutional stock broking.

Stock broking being a key part of the wholesale banking business also allowed him to be involved in other peripheral yet integrated businesses of corporate finance, deal origination, mezzanine investments and proprietary trading within Singapore and other Asian countries.

Mr. Ow has ventured into direct investments in his personal capacity with a particular focus on the agricultural sector in emerging countries. Mr. Ow double majored in Accountancy and Finance and graduated with a Bachelor of Science degree in Business Administration from Chapman University, California, in 1985.

### **CHAN WAI KWONG MICHAEL**

*Lead Independent Director*

Mr. Michael Chan joined the board as an Independent Director in November 2015. Mr. Chan is the Lead Independent Director and Audit Committee Chairman.

Mr. Chan established his early career as an investment professional with established financial institutions such as Standard Chartered International Trustee in Hong Kong and Scottish Widows Investment Management in the UK. The fund that he co-managed was one of the best performers in its asset class during his tenure at Scottish Widows.

Mr. Chan has ventured into direct investments and deal originations for private equities in the past years focusing on small to medium size transactions. Sector of interests including oil & gas, coal mining, consumer and plantation.

Mr. Chan earned his Bachelor in Technical Science from the University of Sheffield UK and a MBA degree from the Manchester Business School UK.

## BOARD OF DIRECTORS

### **PHILLIP JEFFREY SAILE**

*Independent Director*

Mr. Phillip Jeffrey Saile was appointed as an Independent Director in May 2010. Mr. Saile is the Nominating Committee Chairman.

Mr. Saile brings with him over three decades of experience in the offshore oil and gas industry. He started his career in the offshore drilling company SEDCO in 1974. Over 13 years at the firm, he held many international postings and assignments in the Middle East, Europe, West Africa and Singapore.

He later joined ENSCO in 1987 to become one of its founding members. He was Senior Vice President of Operations and had oversight responsibility for the North and South America and Deepwater business units before he retired in 2009. During his 22-year career at the Company, Mr. Saile held many other senior executive positions and was involved in multiple acquisitions that were responsible for the firm's dramatic growth. These roles included Senior Vice President of Business Development, Engineering and SHE, member of the office of the President, Chief Operating Officer and President of ENSCO-Offshore Company.

Mr. Saile holds a Bachelor of Business Administration from the University of Mississippi, USA.

### **HENG AIK YONG**

*Independent Director*

Mr. Edmund Heng was appointed to the Board of Jasper in January 2018 and subsequently took over the role of the Remuneration Committee Chairman.

Mr. Heng started with the Insolvency unit of the Coopers & Lybrand in Singapore (now known as PwC) where he immersed himself with Judicial Management and Liquidation assignments. These custodian and trust related work further led him to a wider scope of investment and compliance responsibilities in an insurance joint venture between Astra International, a large Indonesian conglomerate and the Colonial Mutual Group.

Mr. Heng also took on the CFO role at the IT units of the Gunung Sewu Kencana Group – a private medium size family owned conglomerate. The varied employments and nature of his work entailed managing different stakeholders with different agendas. With his soft skills and business experiences in Indonesia, Mr. Heng later became an advisor to Taiwan's Evergreen and EVA Air groups when the latter entered the Indonesian market.

His current passion is setting up sustainable and renewable biomass plants in Indonesia through his own company and his network of agricultural and biomass groups.

Mr. Heng is a Singaporean and he graduated from the Royal Road University of Canada with a degree in International Master of Business Administration.

# CORPORATE GOVERNANCE

## INTRODUCTION

The Directors and Management of the Group are committed to achieving and maintaining high standards of corporate governance, in compliance with the principles set out in the Code of Corporate Governance 2012 (the “Code”) and the relevant sections of the Listing Manual (the “Listing Manual”) issued by the Singapore Exchange Securities Trading Limited (the “SGX-ST”).

The Board of Directors (the “Board”) is pleased to confirm that for the financial year ended 31 March 2018, the Company had generally adhered to the guidelines as outlined in the Code. Where there are deviations from the Code, the reasons for the deviations are explained accordingly.

## BOARD MATTERS

### Principle I: The Board’s Conduct of Affairs

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

The Board is elected by the shareholders to supervise the management of the business and affairs of the Company. Its main responsibility is to ensure the viability of the Company and to ensure that it is managed in the best interest of the shareholders as a whole while taking into account the interests of other stakeholders.

The Board is responsible for setting the overall strategy, direction and long-term goals of the Group. It reviews major investment and divestment proposals, risk management policies and practices, financial objectives and key business initiatives. Through committees, it also reviews the financial performance of the Group and recommends the framework of remuneration for the Board and key executives, approves nomination of Directors and appointments to the various Board committees. In addition, the Board also assumes the responsibility for the Company’s compliance with the guidelines on corporate governance. The Board will also consider sustainability issues such as environmental and social factors as part of its strategic formulation in line with the recommendations of the Code.

Matters which are specifically reserved for the Board’s approval are significant acquisitions and disposals of assets, corporate or financial restructuring, share issuance, dividend payments or other returns to shareholders, approval of accounts and results announcements, matters involving conflicts of interest for a substantial shareholder or a director and any major decision which may have an impact on the Group. Other matters are delegated to Board committees and the Executive Chairman and Chief Operations Officer for review and decision making. The Board committees and Management are accountable to the Board.

To assist in the execution of its responsibilities, the Board has established three (3) Board committees, namely the Audit Committee (“AC”), Nominating Committee (“NC”) and Remuneration Committee (“RC”). The Board delegates specific responsibilities to these Committees which operate within specified terms of reference setting out the scope of its duties and responsibilities and procedures governing the manner in which it is to operate and how decisions are to be taken. The Committees have the authority to examine particular issues and report to the Board with their recommendations. The Board accepts that while these Committees have the authority to examine particular issues and will report to the Board their decisions and recommendations, the ultimate responsibility for the final decision on all matters lies with the entire Board.

Formal Board meetings are held quarterly to review the Group’s business and financial performance, policies and procedures, acquisitions and disposals and to approve the release of results to the Singapore Exchange Securities Trading Limited (“SGX-ST”). In addition to the scheduled meetings, ad-hoc meetings are convened as and when required for particular purposes. Board members may participate in meetings by telephone or video conference which is permitted under the Company’s Constitution. All Board meetings are attended by the Company Secretary who is responsible for ensuring that Board procedures are followed.



## CORPORATE GOVERNANCE

During the year, the number of meetings held and the attendance of each current Director at the Board and Board committee meetings is as follows:

	Board		Audit		Nominating		Remuneration	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
1. Ow Earng Hong	4	4	4	4*	1	1*	1	1*
2. Chan Wai Kwong Michael	4	4	4	4	1	1	1	1
3. Phillip Jeffrey Saile	4	4	4	4	1	1	1	1
4. Shee See Kuen <sup>(1)</sup>	4	3	4	3	1	1	1	1
5. Heng Aik Yong <sup>(2)</sup>	4	1	4	1*	1	–	1	–

Notes:

\* By invitation

1. Mr. Shee See Kuen ceased to be a Director of the Company on 31 March 2018.
2. Mr. Heng Aik Yong was appointed as a Director of the Company on 1 January 2018.

In addition to formal meetings, the Directors are provided with updates on pertinent developments in the business and Company matters by Management via emails and telephone calls and conferences. As some of the Board members are based overseas, frequent updates are provided by the CEO and discussions with other Board members are regularly held through emails and telephone calls and conferences.

Non-executive Directors (including Independent Directors) are expected to challenge and help and had constructively challenged and helped develop proposals on strategy as well as review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

The Company does not have a formal training programme for new Directors. However to assist Directors in discharging their duties, they are updated on the relevant laws, continuing listing obligations and standards requiring compliance and their implications for the Group. Newly appointed Directors will be briefed by Management on the operations of the Group so as to enable them to have a better understanding of the Group's business. Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of their duties.

### Principle 2: Board Composition and Guidance

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

The Board currently comprises four members. Three of the Directors are Independent Non-executive Directors and one Director is an Executive Director.

Each Director is appointed based on the strength of his calibre, experience and potential to contribute to the Company and its business. The Board is of the view that, given the Group's current scope of business operations, the current Board size and composition, which comprise one member with specialized industry knowledge as well as others with diverse skills, experience and attributes, provides for effective direction for the Group. The NC will review the composition of the Board periodically to ensure that the Board has the appropriate mix of expertise and experience and collectively possess the necessary core competencies for effective functioning and informed decision-making.

# CORPORATE GOVERNANCE

The NC also reviews and determines the independence of each Director on an annual basis based on the guidelines provided by the Code. The criterion for independence goes beyond the definition given in the Code. The Board considers an “independent” director as one who has no relationship with the Company, its related companies, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director’s independent judgment of the conduct of the Group’s affairs. In addition, an “independent” Director should also not represent the interests on any particular shareholder or group of shareholders.

None of the Independent Directors has served on the Board of the Company beyond nine years from the date of his appointment.

The profiles of each of the Directors are set out in the “Board of Directors” section of this Annual Report.

Particulars of interests of Directors who held office at the end of the financial year in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are set out in the Directors’ Statement on page 20 of this annual report.

### **Principle 3: Chairman and Chief Executive Officer**

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

The Company notes the recommendation that the roles of the Chairman and the CEO should be separate and distinct, each having their own areas of responsibilities. The operations of the Company are currently taken care of primarily by Mr. Ow Earng Hong, the Executive Chairman and Chief Operating Officer (“COO”). Given the size of the operations of the Company presently, the Company will not have in place any CEO. However, the Company is of the view that, in the longer term and as the operations of the Company grows, a CEO (separate from the Executive Chairman) should be appointed. The Company believes that a distinctive separation of responsibilities between the Executive Chairman and the CEO in the longer term will ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

Mr. Chan Wai Kwong Michael is currently the Lead Independent Director (“LID”) and AC Chairman of the Company. Mr. Chan has made himself available for shareholders to reach out to him in situations where there are concerns and where communications with the Executive Chairman, the COO or any of the other key position holders has failed to resolve such concerns or may be inappropriate.

As LID, Mr. Chan can also facilitate periodic meetings with the other Independent Directors in board matters, when necessary and provides feedback to the Executive Chairman after such meeting. His other specific roles as LID includes:

- a) acting as liaison between the Independent Directors and the Executive Chairman and lead the Independent Directors to provide non-executive perspectives in circumstances where it would be inappropriate for the Executive Chairman to serve in such capacity and to contribute a balanced viewpoint to the Board;
- b) advising the Executive Chairman of the Board as to the quality, quantity and timeliness of the information submitted by Management that is necessary or appropriate for the Independent Directors to effectively and responsibly perform their duties; and
- c) assisting the Board and officers of the Company in better ensuring compliance with and implementation of corporate governance.

# CORPORATE GOVERNANCE

As Executive Chairman, Mr. Ow Earning Hong chairs the Board of Directors and is primarily responsible for the effective working of the Board with oversight from the LID. Further, in his capacity as the COO, Mr. Ow has overall responsibility of the Group's operations, organisational effectiveness and the implementation of Board policies and decisions.

The Executive Chairman and the LID of the Company are not related to each other.

The non-executive Directors will meet up without the presence of Management, where necessary, to facilitate a more effective check on the Management.

## **Principle 4: Board Membership**

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

The NC currently comprises three Directors, namely Mr. Phillip Jeffrey Saile (Independent Director), Mr. Chan Wai Kwong Michael (Lead Independent Director) and Mr. Heng Aik Yong (Independent Director). The Chairman of the NC is Mr. Phillip Jeffrey Saile.

The NC serves to ensure a transparent process for the nomination of Directors to the Board and has the responsibility of determining an appropriate process to review and evaluate the Board's performance as a whole as well as each individual Director on the Board.

The functions of the NC include:

- administering nominations and re-nominations to the Board;
- reviewing the structure, size and composition of the Board;
- making recommendations to the Board on the review of board succession plans;
- making recommendations to the Board on the development of a process for evaluation of the performance of the Board, its Board committees and Directors, and proposing objective performance criteria that address how the Board has enhanced long-term shareholder value; and
- making recommendations to the Board on the review of training and professional development programmes for the Board.

It is also responsible for determining the independence of Board members in accordance to guidelines set out in the Code. In determining whether each Director is able to devote sufficient time to discharge his duty, the NC has taken cognizance of the Code requirement, but is of the view that its assessment should not be restricted to the number of board representations of each Director and his respective principal commitments per se. The contributions by Directors to and during meetings of the Board and Board Committees as well as their attendance at such meetings in addition to each of their principle commitments, should also be taken into account. The NC and the Board will review the number of listed company board representations of the Directors on an annual basis or from time to time when the need arises.

The NC is responsible for ensuring that the Board comprises individuals who are able to discharge their responsibilities as Directors and identifying suitable candidates for appointment to the Board. It also reviews the capabilities of the nominated candidates, taking into account his/her qualifications and experience, before recommending the appointment of the candidates to the Board.

## CORPORATE GOVERNANCE

Upon appointment of each Director, the Company will provide a formal letter to the director, setting out his duties and obligations or arrange for a briefing by the Company Secretary or the Company's legal counsel on such Director's duties and obligations.

As time requirements are subjective, the NC recognises that its assessment of each Director's ability to discharge his duties adequately should not be confined to the sole criterion of the number of his board representations. Thus, it will also take into account contributions by Directors during Board and Board Committee meetings and their attendance at such meetings, in addition to each of their principal commitments.

The Constitution of the Company requires one-third of the Board to retire from office at each annual general meeting ("AGM"). Accordingly, the Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. In recommending to the Board any re-nomination and re-election of existing Directors, the NC takes into consideration factors such as participation at Board and Board committee meetings, the value of the individual to the Board and the Company and his continued contribution to the needs of the Company and its business.

Please refer to the Notice of AGM set out on page 66 of the Annual Report for Directors proposed for re-election. Mr. Phillip Jeffrey Saile will not be seeking re-election at the forthcoming AGM of the Company. His retirement will not affect the Board's composition in accordance with the Listing Manual and the Code. Mr. Heng Aik Yong has expressed his consent to seek re-election as Director of the Company at the forthcoming AGM. The NC has recommended their nomination for re-election. The Board has accepted the NC's recommendation. Mr. Heng Aik Yong, being a member of NC, abstained from deliberation and voting in respect of his own nomination and assessment.

Where the need for a new Director arises, the NC will review the spectrum of expertise, skills and attributes of the Board based on its existing composition. Subsequently, the NC will identify the Company's needs and prepare a shortlist of candidates with the appropriate profile for nomination or re-nomination. Where necessary, the NC may seek advice from external search consultants. A newly appointed Director will have to submit himself or herself for retirement and election at an Annual General Meeting ("AGM") immediately following his or her appointment and thereafter, be subjected to retirement by rotation.

Each member of the NC shall abstain from voting on any resolution with respect to the assessment of his performance for re-nomination as a Director.

Alternate directorships in the Company are not encouraged by the NC.

### **Principle 5: Board Performance**

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

The NC is responsible for evaluating the effectiveness and performance of the Board as a whole taking into account the complementary nature and collective nature of the Directors' contribution and of each individual Director. A formal review of the Board's performance is undertaken collectively by the Board annually. Principle 5.3 of the Code had been duly complied with for FY2018.

During the year, the NC has reviewed and affirmed the independence of the Company's Independent Directors. It has also reviewed the composition of the Board and profiles of Board members in relation to the needs of the Company with the objective of achieving a balanced Board in terms of the mix of experience and expertise.

# CORPORATE GOVERNANCE

The NC also reviewed whether a Director who has multiple board representations is able to and has adequately carried out effectively the duties as a Director. All Directors are required to declare their board representations. The NC has reviewed the commitments of Directors with multiple board representations and is satisfied that the Directors have and are able to more than adequately carry out their duties as Directors of the Company.

## Principle 6: Access to Information

*In order to fulfil their responsibilities, board members should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis.*

The Board receives information on the Group on an on-going basis. Directors are provided with monthly management accounts. In addition, relevant information on material events and transactions are circulated to Directors as and when they arise. Directors are regularly updated on business and operations by Management via emails and telephone conferences. The agenda for Board meetings are prepared in consultation with the Executive Chairman and relevant papers are provided to Directors in advance of Board and Board committee meetings. Non-executive Directors have separate, independent and unrestricted access to Management and may also consult with other employees and seek additional information if and when required.

The Board also has separate and independent access to the Company Secretary. All Board meetings are attended by the Company Secretary who ensures that Board procedures are followed and applicable laws and regulations are complied with. The Company Secretary also ensures information flow within the Board and its committees and between Management and the Board. The appointment of the Company Secretary is a matter reserved for the Board.

Changes to regulations are closely monitored by Management. Where these changes have an important bearing on the Company or the Directors' disclosure obligations, Directors are briefed either during Board meetings or through the Company Secretary.

Where necessary, the Directors may, in order to fulfil their roles and responsibilities, seek independent professional advice, at the expense of the Company.

## REMUNERATION MATTERS

### Principle 7: Procedures for Developing Remuneration Policies

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

The RC comprises three members namely Mr. Phillip Jeffrey Saile (Independent Director), Mr. Chan Wai Kwong Michael (Lead Independent Director) and Mr. Heng Aik Yong (Independent Director). The Chairman of the RC is Mr. Heng Aik Yong.

The RC is responsible for ensuring a formal and transparent procedure for developing policy on executive remuneration and for determining the remuneration packages of individual Directors and key management executives.

The RC is also tasked to review the Company's obligations arising in the event of termination of the executive Director's and key executive officers' contracts of service, to ensure that such contracts contain fair and reasonable termination clauses.

## CORPORATE GOVERNANCE

The RC recommends to the Board a framework of remuneration for the Directors serving on the Board and Board committees and also senior executives. The recommendations of the RC are submitted for endorsement by the entire Board. Each member of the RC is to abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the RC in respect of his/her remuneration package. As such, no Director is involved in deciding his own remuneration. The RC also reviews and administers any share or share-based incentive plan that the Company may from time to time have in place. In general, the RC aims to be fair and avoid rewarding poor performance. It also ensures that termination clauses in contracts of service are not overly generous.

Although none of the RC members specialize in the area of executive compensation, the RC has access to independent professional expert advice on remuneration matters as and when necessary.

### **Principle 8: Level and Mix of Remuneration**

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

In setting remuneration packages, the RC will take into consideration the pay and employment conditions within the industry and in comparable companies with the view to reward successful performance and attract, retain and motivate Directors and employees.

The Executive Chairman's and COO's remuneration comprised essentially base salary, with allowance and benefits added, where appropriate. Discretionary bonus may be paid based upon delivering performance in accordance with a set of key performance indicators determined by the Board on the recommendation of the RC. No salary has been paid and no bonus has been accrued in respect of the financial year ended 31 March 2018.

The Company has noted that the Code has recommended the incorporation of appropriate "claw-back mechanisms" to allow the Company to reclaim the variable incentive-based component of remuneration from directors and key management personnel. The RC will look into this in due course.

### **Principle 9: Disclosure on Remuneration**

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

The Group's remuneration policy aims to provide competitive compensation packages to reward performance and attract, retain and motivate Directors and employees.

In reviewing the remuneration of Directors, the Board considers the Company's performance, the responsibilities and performance of Directors as well as pay conditions within the industry and comparable companies. The fees payable to non-executive Directors reflect the scope and extent of the Director's responsibilities and obligations, based on a remuneration framework comprising a base fee and additional fees based for their appointment and roles in the respective Board committees. Such fees are recommended as a lump sum payment for approval by shareholders at the AGM of the Company. No Director is involved in deciding his own remuneration.

Remuneration for the Executive Chairman and COO is formulated and reviewed by the RC. The remuneration package is intended to be competitive and to motivate the Executive Chairman and COO to achieve the Company's goals which should be aligned with shareholders' interests. The COO has a fixed term service contract. The RC will, when renewing the service contract, take into consideration Principle 9.6 of the Code.

## CORPORATE GOVERNANCE

Details of the remuneration of the Directors of the Company paid or payable for financial year ended 31 March 2018 are set out below:

Directors	Salary		Directors' Fees		Bonus		Allowances and Other Benefits		Shares Options		Share Based Incentives		Other Long-Term Incentive		Total	
	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%
<b>US\$250,000 and below</b>																
Executive Director																
Ow Eang Hong	-	-	27,591	100	-	-	-	-	-	-	-	-	-	-	27,591	100
Non-Executive Directors																
Chan Wai Kwong																
Michael	-	-	27,959	100	-	-	-	-	-	-	-	-	-	-	27,959	100
Phillip Jeffrey Saile	-	-	25,016	100	-	-	-	-	-	-	-	-	-	-	25,016	100
Shee See Kuen	-	-	25,016	100	-	-	-	-	-	-	-	-	-	-	25,016	100
Heng Aik Yong	-	-	5,194	100	-	-	-	-	-	-	-	-	-	-	5,194	100

Details of the remuneration of the key executives of the Company paid or payable for financial year ended 31 March 2018 are set out below:

Key Executive	Salary		Key Executives' Fees		Bonus		Allowances and Other Benefits		Shares Options		Share Based Incentives		Other Long-Term Incentive		Total	
	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%	Amount (US\$)	%
Brandon Soon	57,390	87	-	-	-	-	8,544	13	-	-	-	-	-	-	65,934	100

In determining the remuneration package of senior executives, the RC takes into consideration their performance and value-add to the Group, giving due regard to the financial health and business needs of the Group.

The Company has one Executive Director and one key executive officer: its Executive Chairman and COO, Mr. Ow Eang Hong, and its Financial Controller, Mr. Brandon Soon.

The aggregate amount of termination, retirement and post-employment benefits that may be granted to the Directors, the COO and the top five key executives (who are not Directors) is US\$176,710.

There is no employee of the Company and its subsidiary who is an immediate family member of any Director, the Executive Chairman, the COO or a substantial shareholder and whose remuneration exceeds US\$50,000 during the financial year ended 31 March 2018.

As matters have been made in this Report, the Board is of the opinion that a separate remuneration report will not be necessary.



# CORPORATE GOVERNANCE

## ACCOUNTABILITY AND AUDIT

### Principle 10: Accountability

*The Board should present a balanced and understandable assessment of the Company's performance, position and prospects.*

The Board is accountable to the shareholders and is mindful of its obligations to furnish timely information and to ensure full disclosure of material information to shareholders in compliance with statutory requirements and the Listing Manual of the SGX-ST.

The Board aims to provide shareholders with a balanced and understandable assessment of the Company's and Group's performance, position and prospects when presenting the annual financial statements, announcements of financial results, material transactions and other matters relating to the Group. This responsibility extends to interim and price sensitive public reports and reports to regulators, where required. Financial results and annual reports are announced or issued within the legally prescribed periods.

Management is accountable to the Board. Management currently provides periodic financial reports to the Board and updates the Board regularly on the business operations of the Group.

### Principle 11: Risk Management and Internal Controls

*The Board is responsible for the governance of risk. The Board should ensure that 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 ensuring that Management maintains a sound system of internal controls to safeguard shareholders' interests and the Company's assets.

The Company further notes that the Group's operations and business practices should be audited or reviewed periodically to provide reasonable assurance that internal controls established and maintained by Management are operating effectively. Material non-compliance and internal control weakness noted during such audit or review should be reported to the AC together with recommendations (including recommendations by the Company's external auditors) to address such non-compliance or weakness. Whilst the Company has in the past engaged third-party internal auditors to carry out the aforesaid audit or review, after the reconstitution and separation process that the Company undertook, the scale and complexity of the current operations of the Group as well as the corporate structure of the Group have been greatly simplified. It was determined that for the current financial year the process of internal audit would be best satisfied by the appointment of one of the Company's directors (namely, Mr. Chan Wai Kwong Michael, the LID and AC Chairman) to carry out the internal audit function.

The Company does not have a Risk Management Committee. However, Management is expected to regularly review the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. The Management is further expected to review all significant control policies and procedures and highlights all significant matters to the Board and the AC.

While no system can provide absolute assurance against material loss or financial misstatement, the Group's internal controls and systems are designed to provide reasonable assurance as to the integrity and reliability of the financial information and to safeguard and maintain accountability of its assets. The Board's internal controls include approval limits for expenditure, investments and divestments and cheque signatory arrangements.



# CORPORATE GOVERNANCE

Audit findings and recommendations by the Company's external auditors arising from the audit conducted by them were promptly addressed and whenever possible resolved by Management.

Based on the foregoing, and with the concurrence of the AC, it is the opinion of the Board that there are adequate and effective controls to address financial, operational, information technology and compliance risks of the Group within its current business and operating environments. For the purposes of compliance with the Code, the Board has obtained assurance from the Executive Chairman<sup>1</sup> and Lead Independent Director as well as the Financial Controller that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances, and an effective risk management and internal controls system has been put in place. The current risk management and internal controls systems are working effectively given the scale of operations. Both systems are subjected to constant review by the Management, the AC Chairman and the external Auditor with oversight by the Board.

## Principle 12: Audit Committee

*The Board should establish an AC with written terms of reference which clearly set out its authority and duties.*

The AC currently comprises three members namely, Mr. Chan Wai Kwong Michael (Lead Independent Director), Mr. Phillip Jeffrey Saile (Independent Director) and Mr. Heng Aik Yong (Independent Director). Mr. Chan Wai Kwong Michael is Chairman of the AC.

When appointing members to the AC, the Company observes closely Principle 12.9 of the Code.

The AC's scope of authority is formalized in its terms of reference, which include the statutory functions of an AC as prescribed under the Companies Act of Singapore and applicable listing rules of the SGX-ST. The Board is of the view that the AC members have the appropriate experience and qualifications to discharge their responsibilities effectively.

The responsibilities of the AC include:

- reviewing the significant financial reporting issues and judgements to ensure the integrity of the Company's financial statements/announcements relating to the Company's financial performance;
- reviewing and reporting to the Board annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls;
- reviewing with the external auditors their annual audit plan, findings and their recommendation to Management as well as Management's responses; their evaluation of the system of internal accounting controls and their audit report;
- reviewing the scope and results of the internal audit procedures; the assistance given by Management to the external and internal auditors; and any formal announcements relating to the financial performance of the Company and the Group prior to their submission to the Board; and
- recommending the appointment or re-appointment of the external and internal auditors, taking into account the scope and results of the audit and its cost effectiveness and the independence of the external and internal auditors.

<sup>1</sup> Whilst Principle 11.3 of the Code provides that the Board should obtain these assurances from the Chief Executive Officer ("CEO"), the Board is unable to do so as the Company does not currently have a CEO.

## CORPORATE GOVERNANCE

In performing its functions, the AC has full authority to investigate matters within its terms of reference.

Since 2006 and on the recommendation of the AC which was approved by the Board, the Company has put in place a whistle-blowing framework whereby concerns of possible improprieties in matters of financial reporting or other matters may be raised in confidence to the AC. These arrangements were effected to ensure independent investigation of such matters and appropriate follow-up.

The AC met 4 times during the year. Except for one meeting where a Director was absent with apologies, 100% attendance record by its members. Invitations are also extended to other Board members and Management to attend AC meetings. The AC has full access to both the internal and external auditors and vice versa. During the year, the AC has met with the external auditors without the presence of Management and has reviewed the overall scopes of both the internal and external audits.

The AC also has unrestricted access to the Management and has the full discretion to invite other Directors (including the Executive Chairman and COO) or any executives to its meetings. It also has access to adequate resources to enable it to discharge its responsibilities properly.

The AC reviews the independence of the external auditors annually. During the year under review, the aggregate amount of fees paid to the external auditors, Foo Kon Tan LLP (“FKT”), amounted to S\$93,663 with the fees paid for its provision of audit and non-audit services amounting to S\$59,300 and S\$34,363 respectively. The AC, having reviewed the range and value of non-audit services performed by the external auditors, FKT, is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. The AC has recommended that FKT be nominated for re-appointment as auditors at the forthcoming AGM.

FKT is an audit firm registered with the Singapore Accounting and Corporate Regulatory Authority. The AC and the Board are satisfied that the standard and effectiveness of the audit of the Company would not be compromised in compliance with Rule 712 and 715 of the Listing Manual of the SGX-ST. FKT is also the auditor of the Company’s subsidiary, Garnet 9 Carrier Pte. Ltd.

The AC also reviewed the adequacy of the whistle blower arrangements instituted by the Group through which staff and external parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

The Company encourages the members of the AC to attend relevant seminars and training to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements. Where necessary, the Company’s Auditors are asked to provide the relevant updates.

### **Principle 13: Internal Audit**

*The Company should establish an internal audit function that is independent of the activities it audits.*

The function of the Internal Audit (IA) is to provide objective opinions and assurances to the AC and Management as to the adequacy of the internal control processes, identify business, financial and operational risks and to recommend the formulation of policies and plans for effective compliance control.

# CORPORATE GOVERNANCE

After the reconstitution and separation process that the Company undertook, the scale and complexity of the current operations of the Group have been greatly simplified. Due to the minimal transactions and simplified corporate structure, it was determined that for the current financial year the process of internal audit would be best satisfied by the appointment of one of the Company's directors to carry out the internal audit function. In this regard, the Company appointed the AC Chairman to specifically perform this role. He has been given full access to all company financial and operational information and documents and has also been provided full access to previous third-party internal audit reports and processes. He has drawn up internal audit plans and will assess the adequacy of the Company's control processes with the aim of assessing risk and compliance levels associated with each process. As the Company now moves toward its re-growth in business and associated complexity, the Board will consider the appointment of a third party internal auditor. Principle 13.3 of the Code will be observed in doing so.

## SHAREHOLDER RIGHTS AND RESPONSIBILITIES

### Principles 14 and 15: Shareholder Rights and Communication with Shareholders

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

In accordance with the Company's continuing disclosure obligations pursuant to the SGX-ST Listing Manual and the Companies Act, the Company strives to ensure that shareholders are informed of all major developments that may have a material impact on the Group on an adequate and timely basis. In disclosing information, the Company seeks to ensure such disclosure is as descriptive, detailed and forthcoming as possible, avoiding boilerplate disclosures.

The Company communicates information to shareholders through announcements released to the SGX-ST via SGXNET. Such announcements include its yearly and quarterly financial results, material transactions and other developments relating to the Group requiring disclosure under the corporate disclosure policy of the SGX-ST. The Company maintains a website ([www.jasperinvests.com](http://www.jasperinvests.com)) where the public can access information on the Group.

All shareholders are sent the Annual Report together with the notice of the AGM. The notice of AGM, which sets out the items of business to be transacted at the AGM, is also advertised in a mass circulated newspaper.

Minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings and responses from the Board and the Management are prepared. Shareholders may request for copies to be provided to them.

The Company has no official policy on the payment of dividends, and the amount of dividends paid each year will depend on factors that include the Group's profit level, cash position and future cash needs.

### Principle 16: Conduct of Shareholder Meetings

*Companies should encourage greater shareholder participation at AGMs, and allow shareholders the opportunity to communicate their views on various matters affecting the Company.*

The Company's main forum for dialogue with shareholders takes place at its AGM, where the members of the Board, senior Management and the external auditors are in attendance. Shareholders are encouraged to attend the AGM and other general meetings and the Company welcomes questions from shareholders.

## CORPORATE GOVERNANCE

The Company's Constitution allow a shareholder entitled to attend and vote to appoint two proxies who need not be a shareholder to attend and vote on his/her behalf at general meetings. Resolutions requiring shareholders' approval are tabled separately for adoption at general meetings unless the matters for consideration are closely related and would more appropriately be considered together. Items of special business to be transacted at general meetings are accompanied, where required, by an explanation for the proposed resolution.

To have greater transparency in the voting process, the Company has adopted the voting of all its resolutions by poll at its general meetings. The detailed voting results of each of the resolutions tabled will be announced immediately at the meeting. The total numbers of votes cast for or against the resolutions will be also announced after the meeting via SGXNET.

### ADDITIONAL INFORMATION

#### Dealing in Securities

The Company has adopted a policy on dealings in the securities of the Company applicable to its Directors and employees. The policy is modeled on the Best Practices Guide in the SGX-ST Listing Manual. Under this policy, Directors and employees are prohibited from dealing in the Company's Shares during the period beginning one month before and ending on the date of the release of the full year results as well as two weeks before and ending on the date of the release of the quarterly results.

Directors and employees are expected to comply with and observe the insider trading laws at all times even when dealing in the Company's securities outside the prohibited periods. They are discouraged from dealing in the Company's securities on short-term considerations.

#### Interested Person Transactions

For the financial year under review, there were neither any interested person transactions (IPT) conducted under the IPT general mandate nor any interested person transactions of S\$100,000 or above.

#### Material Contracts

There were no material contracts entered into by the Company or any of its subsidiaries involving the interests of the Executive Chairman, any Director or controlling shareholder (other than the contracts relating to the shareholder loan).

## **FINANCIAL STATEMENTS**

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# DIRECTORS' STATEMENT

For the financial year ended 31 March 2018

The directors of the Company (“Directors”) submit this annual report to the members together with the audited consolidated financial statements of the Group and statement of financial position of the Company for the financial year ended 31 March 2018.

## 1. OPINION OF THE DIRECTORS

In the opinion of the Directors,

- (a) the accompanying financial statements are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 March 2018 and the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date in accordance with the provisions of the Companies Act, Chapter 50 and Singapore Financial Reporting Standards; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## 2. DIRECTORS

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

Ow Earng Hong – Executive Chairman  
 Chan Wai Kwong Michael  
 Phillip Jeffrey Saile  
 Heng Aik Yong (appointed on 1 January 2018)

## 3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

During and at the end of the financial year, neither the Company nor its subsidiary was a party to any arrangement of which the object was to enable the Directors to acquire benefits through the acquisition of shares in or debentures of the Company or of any other corporate body, other than as disclosed in this statement.

## 4. DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

- (i) According to the Register of Directors' shareholdings kept by the Company under Section 164 of the Companies Act, Cap. 50, none of the Directors who held office at the end of the financial year had any interest in the shares, debentures or options of the Company or its related corporations, except as follows:

	<b>Holdings in the name of the director</b>	
<u>Jasper Investments Limited</u> <i>Ordinary Shares</i>	As at 1.4.2017	<b>As at 31.3.2018</b>
Ow Earng Hong	606,788,584	<b>606,788,584</b>
Phillip Jeffrey Saile	4,624,000	<b>4,624,000</b>
Chan Wai Kwong Michael	–	<b>1,000,000</b>

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2018

## 5. SHARE PLANS

### (a) Jasper Share Option Plan and Jasper Share Incentive Plan

The Company's share option plan ("Share Option Plan") and share incentive plan ("Share Incentive Plan") (collectively referred to as the "Share Plans") were approved and adopted by shareholders at an Extraordinary General Meeting held on 30 July 2009.

The Remuneration Committee (the "RC") of the Company is responsible for administering the Share Plans. As at the date of this report, the RC comprises the following members:

Heng Aik Yong	–	Chairman (Independent Director) (Appointed on 1 June 2018)
Phillip Jeffrey Saile	–	Member (Independent Director)
Chan Wai Kwong Michael	–	Member (Independent Director)

The Share Option Plan provides an opportunity to employees of the Group to participate in the equity of the Company so as to motivate them, and to give recognition to non-executive directors, employees of the Company and its subsidiary who have contributed to the success of the Company and/or the Group.

The Share Incentive Plan is a performance-cum-incentive scheme for employees of the Company and its subsidiary (including non-executive Directors of the Company). The Share Incentive Plan is based on a principle of pay-for-performance and is designed to reward, retain and motivate Group employees.

Subject to the prevailing legislation and the rules of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Company will have the flexibility to deliver ordinary shares in the capital of the Company ("Shares") to participants upon exercise of their options or, as the case may be, the vesting of their awards by way of:

- (a) an issue of new Shares; and/or
- (b) the delivery of existing Shares.

The aggregate number of new Shares which may be issued pursuant to options granted under the Share Option Plan on any date, when added to the number of new Shares issued and issuable in respect of all awards granted under the Share Incentive Plan, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) on the day preceding that date.

The Share Plans shall continue in effect, at the discretion of the RC, up to (and including) 29 July 2019, provided always that the Share Plans may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required. Notwithstanding the expiry or termination of the Share Plans, any options granted and/or awards made to participants prior to such expiry or termination will continue to remain valid.

However, the Board has no intention to allot or issue any options or shares under the Share Plans and will let the Share Plans lapse upon expiry.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2018

## 5. SHARE PLANS (Cont'd)

### (b) Other information regarding the Share Option Plan is as follows:

An option granted pursuant to the Share Option Plan represents a right to acquire the Shares which are the subject of such option at the acquisition price per Share ("Exercise Price") applicable thereto. The selection of a participant and the number of Shares comprised in options to be offered to such participant in accordance with the Share Option Plan shall be determined at the absolute discretion of the RC, who shall take into account criteria such as his rank, job performance, years of service, potential for future development and his contribution to the success and development of the Group.

The Exercise Price payable for each of the Shares which is the subject of an option may be fixed (i) at the market price of a Share; (ii) at a premium to the market price of a Share; (iii) at the market price of a Share, but which may be adjusted (after the expiry of an incentive period) by a discount of up to 20% of the market price of a Share; and/or (iv) at a discount (up-front) of up to 20% of the market price of a Share.

In general, an option may be exercised by a participant, in whole or in part, during the exercise period applicable to such option subject to any conditions (including any vesting schedule) that may be imposed by the RC in relation to the vesting of any Shares comprised in that option.

### (c) Unissued Shares under Options

There were no options granted under the Share Option Plan during the financial year ended 31 March 2018. The options granted by the Company do not entitle the holders of the options, by virtue of such holdings, to any right to participate in any share issue of any other company. No options were granted during the financial year to take up unissued shares of the Company.

The aggregate number of options granted since the commencement of the Share Option Plan to the end of the financial year is 33,000,000. The options were previously granted to former directors of the Company and former employees of the Group. These options had been cancelled.

### (d) Other information regarding the Share Incentive Plan is as follows:

Under the Share Incentive Plan, awards are granted to eligible participants. Awards represent the right of a participant to receive fully paid Shares, their equivalent cash value or combinations thereof, free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed vesting periods (where applicable). Participants are not required to pay for the grant of awards.

The selection of a participant and the number of Shares which are the subject of each award to be granted to a participant in accordance with the Share Incentive Plan shall be determined at the absolute discretion of the RC, which shall take into account criteria such as his rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and, if applicable, the difficulty with which the performance target(s) may be achieved within the performance period.



# DIRECTORS' STATEMENT

For the financial year ended 31 March 2018

## 5. SHARE PLANS (Cont'd)

### (e) Awards under the Share Incentive Plan

During the financial year, no ordinary shares in the Company were allotted and issued to participants of the Share Incentive Plan.

No participants (including Directors of the Company) have been granted options pursuant to the Share Option Plan and/or have received new Shares awarded under the Share Incentive Plan, which, in aggregate, represent 5% or more of the aggregate of (1) the total number of new Shares available under the Share Option Plan and the Share Incentive Plan collectively; and (2) the total number of existing Shares delivered pursuant to the options exercised under the Share Option Plan and awards released under the Share Incentive Plan collectively.

No participant of the Share Option Plan or Share Incentive Plan is a controlling shareholder of the Company or its associate (as those terms are defined in the Listing Manual of the SGX-ST).

## 6. AUDIT COMMITTEE

At the date of this report, the Audit Committee comprises the following members:

Chan Wai Kwong Michael	–	Chairman (Independent Director)
Phillip Jeffrey Saile	–	Member (Independent Director)
Heng Aik Yong	–	Member (Independent Director) (Appointed on 1 June 2018)

The Audit Committee performs, amongst others, the functions set out in Section 201B of the Singapore Companies Act, Cap. 50.

In performing those functions, the Committee reviews:

- overall scope of audits and the assistance given by the Company's offices to the auditors. It meets with the Company's external auditors to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the quarterly financial information (where applicable) and the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2018 as well as the auditor's report thereon; and
- interested person transactions (as defined in Chapter 9 of the Listing Manual of the Singapore Exchange).

The Audit Committee has recommended to the Board of Directors that the independent auditor Foo Kon Tan LLP be nominated for re-appointment as external auditors of the Company at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company and its subsidiary, we have complied with Rules 712 and 715 of the SGX Listing Manual.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2018

## 7. INDEPENDENT AUDITOR

The independent auditor, Foo Kon Tan LLP, Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

OW EARNG HONG  
Director

CHAN WAI KWONG MICHAEL  
Director

26 June 2018

# INDEPENDENT AUDITOR'S REPORT

to the members of Jasper Investments Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Jasper Investments Limited (the “Company”) and its subsidiary (the “Group”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2018, and the consolidated statement of comprehensive income, consolidated statement of changes in equity 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 and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Financial Reporting Standards in Singapore (FRSs) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2018 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (“SSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company 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.

# INDEPENDENT AUDITOR'S REPORT

to the members of Jasper Investments Limited

## Key Audit Matters (Cont'd)

Key Audit Matter	Risk	Our responses and work performed
Revenue recognition	<p>The Group's revenue is derived from the provision of management services. We have identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and drives the profitability of the Group. Revenue is US\$257,000 for the year ended 31 March 2018. Revenue from the provision of management services and project management are recognised when the services are rendered. The accounting policies for revenue recognition are set out in Note 2(d) to the financial statements and disclosed in Note 3 to the financial statements.</p>	<p>We have examined the sales agreements to understand the revenue and receipts process. In addition, we performed substantive testing and analytical procedures to ensure revenue is recognised in the appropriate accounting period and in accordance with the sales agreements. We developed an expectation of the current year revenue based on contracts signed and compared it to actual sales in current year. We assessed sales transactions taking place at either side of the balance sheet date as well as credit notes issued after year end date to assess whether the revenue was recognised in the correct period. We performed journal entry testing, paying particular focus on journal entries which impact revenue, and applying professional scepticism to revenue transactions. We also assessed whether the revenue recognition policies adopted complied with FRS.</p>
Going Concern	<p>Under the going concern assumption, the Group and the Company are viewed as continuing in business for the foreseeable future. General purpose financial statements are prepared on a going concern basis, unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so. We have identified going concern as a key audit matter because the appropriateness of the going concern assumption would affect the presentation of the financial statements due to the history of continuing losses in the past and loss for the year.</p>	<p>We have obtained the cash flow forecasts approved by management. We have assessed the competency and capabilities of management in preparing the forecasts. We have obtained and have independently challenged management's underlying assumptions used in the cash flow forecasts based on our understanding of the market. We have performed sample checks on the underlying assumptions. We have performed procedures regarding subsequent events to identify those that either mitigate or otherwise affect the Group's and the Company's ability to continue as a going concern.</p> <p>The Group's key assumptions used to project the cash flows and the judgement exercised by management on the use of the going concern basis and related disclosures in the preparation of the financial statements are provided in Note 2(a).</p>

# INDEPENDENT AUDITOR'S REPORT

to the members of Jasper Investments Limited

## Other Information

Management is responsible for the other information. The other information refers to the Directors' statement section, but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the remaining sections of the annual report which are expected to be made available to us after that date.

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

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

## Responsibilities of Management and Directors for the Financial Statements

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

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

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

## 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 Jasper Investments Limited

## Auditor's Responsibilities for the Audit of the Financial Statements (Cont'd)

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 Company'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 Company'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 Company 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.

# INDEPENDENT AUDITOR'S REPORT

to the members of Jasper Investments Limited

## Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Kon Yin Tong.

Foo Kon Tan LLP  
Public Accountants and  
Chartered Accountants

Singapore, 26 June 2018



# STATEMENTS OF FINANCIAL POSITION

As at 31 March 2018

	Note	The Group		The Company	
		31 March 2018 US\$'000	31 March 2017 US\$'000	31 March 2018 US\$'000	31 March 2017 US\$'000
<b>ASSETS</b>					
<b>Non-Current</b>					
Subsidiary	4	–	–	*	*
Deferred tax assets	5	47	–	47	–
		<b>47</b>	–	<b>47</b>	–
<b>Current</b>					
Trade and other receivables	6	284	453	84	252
Amounts due from subsidiary	7	–	–	202	204
Bank balances	8	646	581	637	573
		<b>930</b>	1,034	<b>923</b>	1,029
<b>Total assets</b>		<b>977</b>	1,034	<b>970</b>	1,029
<b>EQUITY</b>					
<b>Capital and Reserves</b>					
Share capital	9	590,928	590,928	590,928	590,928
Accumulated losses		(590,885)	(590,860)	(590,885)	(590,860)
Other reserves	10	–	–	–	–
		43	68	43	68
Non-controlling interests		–	–	–	–
<b>Total equity</b>		<b>43</b>	68	<b>43</b>	68
<b>LIABILITIES</b>					
<b>Current</b>					
Trade and other payables	11	234	245	227	240
Amounts due to shareholder	12	700	700	700	700
Current tax payable		–	21	–	21
		<b>934</b>	966	<b>927</b>	961
<b>Total liabilities</b>		<b>934</b>	966	<b>927</b>	961
<b>Total equity and liabilities</b>		<b>977</b>	1,034	<b>970</b>	1,029

\* Amount less than US\$1,000

The annexed notes form an integral part of and should be read in conjunction with these financial statements.



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2018

	Note	2018 US\$'000	2017 US\$'000
Revenue	3	257	878
Cost of sales		(26)	(6)
Gross profit		231	872
Other income		2	*
Administrative expenses		(449)	(429)
Finance costs		(63)	(72)
Other expenses		-	(4)
(Loss)/profit before taxation	13	(279)	367
Taxation	14	254	(36)
(Loss)/profit after taxation for the year		(25)	331
Other comprehensive (expense)/income after tax		-	-
Total comprehensive (expense)/income for the year		(25)	331
(Loss)/profit after taxation for the year attributable to:			
- Equity holders of the Company		(25)	331
- Non-controlling interests		-	-
		(25)	331
Total comprehensive (expense)/income for the year attributable to:			
- Equity holders of the Company		(25)	331
- Non-controlling interests		-	-
		(25)	331
		<b>Cents</b>	<b>Cents</b>
(Loss)/profit per share	15		
<u>Attributable to equity holders of the Company</u>			
Basic and diluted (loss)/profit per share		(0.0006)	0.0078

\* Amount less than US\$1,000

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2018

	Share capital US\$'000	Other reserve US\$'000	Accumulated losses US\$'000	Total attributable to equity holders of the Company US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
Balance as at 1 April 2016	590,928	3,073	(594,264)	(263)	–	(263)
Reclassification of other reserve	–	(3,073)	3,073	–	–	–
Profit for the year	–	–	331	331	–	331
Other comprehensive (expense)/ income for the year	–	–	–	–	–	–
Total comprehensive income for the year	–	–	331	331	–	331
Balance at 31 March 2017	<b>590,928</b>	–	<b>(590,860)</b>	<b>68</b>	–	<b>68</b>
Loss for the year	–	–	(25)	(25)	–	(25)
Other comprehensive (expense)/ income for the year	–	–	–	–	–	–
Total comprehensive expense for the year	–	–	(25)	(25)	–	(25)
<b>Balance at 31 March 2018</b>	<b>590,928</b>	–	<b>(590,885)</b>	<b>43</b>	–	<b>43</b>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2018

	2018 US\$'000	2017 US\$'000
<u>Cash Flows from Operating Activities</u>		
(Loss)/profit before taxation	(279)	367
Adjustments for:		
Interest income	*	*
Interest expense	63	72
Operating (loss)/profit before working capital changes	(216)	439
Decrease/(increase) in operating receivables	169	(29)
Decrease in operating payables	(70)	(192)
Cash (used in)/generated from operations	(117)	218
Income taxes recovered/(paid)	186	(15)
Net cash generated from operating activities	69	203
<u>Cash Flows from Investing Activities</u>		
Interest received	*	*
Net cash generated from investing activities	*	*
<u>Cash Flows from Financing Activities</u>		
Interest paid	-	(72)
Repayment to shareholder	-	(170)
Net cash used in financing activities	-	(242)
Net increase/(decrease) in cash and cash equivalents	69	(39)
Cash and cash equivalents at beginning	581	620
Effect of foreign exchange rate changes	(4)	-
Cash and cash equivalents at end (Note 8)	646	581

\* Amount less than US\$1,000.

With effect from 1 January 2017, the Amendments to FRS 7 Statements of Cash Flow comes with the objective that entities shall provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. No reconciliation is required as the Group has no cash flows from financing activities.

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## I General information

The financial statements of the Group and the Company for the year ended 31 March 2018 were authorised for issue in accordance with a resolution of the Directors on the date of the Directors' statement.

The Company is incorporated as a limited liability company domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

The registered office and principal place of business of the Company is located at 896 Dunearn Road #04-08C, Singapore 589472.

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiary are disclosed in Note 4 to the financial statements.

## 2(a) Basis of preparation

The financial statements are prepared in accordance with Singapore Financial Reporting Standards ("FRS") including related interpretations promulgated by the Accounting Standards Council ("ASC"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in United States dollars which is the Company's functional currency. All financial information is presented in United States dollars, unless otherwise stated.

### Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Group will be able to meet their obligations as and when they fall due in the next 12 months. The Group's and Company's current assets exceeded its current liabilities by US\$4,000 and US\$4,000 respectively and total assets exceeded its total liabilities by US\$43,000 and US\$43,000 respectively. The Group generated loss after tax of US\$25,000, total comprehensive expense of US\$25,000 and had net cash generated from operating activities of US\$69,000. The validity of the going concern assumption on which these financial statements are prepared depends on the ability of the Group to generate sufficient cash flows from operations to pay debts as and when they fall due. The Company has ongoing contracts for the provision of project management services during the financial year, which are expected to commence and generate cash flow to meet the Group's operating cash flow requirements. If the Group is unable to generate the cash flow, fund raisings from appropriate means would be conducted during the remaining course of the financial year to continue as a going concern. And if the Group is unable to continue on a going concern, adjustments would have to be made to reflect the situation that the assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts stated in the statement of financial position. In addition, the Group may have to provide for further liabilities which may arise.

As at the date of this report, the Directors believe that the Group will be able to meet its obligations as and when they fall due in the next 12 months based on the Group's cash flow forecast. Accordingly, in the opinion of the directors of the Company, the financial statements for the financial year ended 31 March 2018 prepared on a going concern basis is appropriate.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(a) Basis of preparation (Cont'd)

### Significant accounting estimates and judgement

The preparation of the financial statements in conformity with FRS requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

### **Critical accounting estimates and assumptions used in applying accounting policies**

#### Impairment of loans and receivables (Note 6)

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables at the end of the reporting period is disclosed at Note 6 to the financial statements. If the present value of estimated future cash flows decrease by 5% from management's estimates, the impact to the Group's impairment of loans and receivables is not significant.

### **Significant judgements in applying accounting policies**

#### Recoverability of prepayment (Note 6)

Prepayment relates to advance payment made to a counterparty to secure the charter-hire vessels.

On 30 August 2016, the Group received notice of termination from the counterparty for the time charter party contracts entered on 18 November 2015 for vessels due to the Group's failure in obtaining work orders from the government. Another counterparty has provided a formal letter of undertaking on 24 April 2017 to take over the contracts.

The Group assessed at the end of the reporting period whether there is any evidence that the prepayment provided to their new counterparty to secure charter-hire vessels is impaired. The Group monitors and takes into consideration the ongoing dealings with the new counterparty and their ongoing discussions on future collaborations in their assessment on the recoverability of the prepayment.

The Group has assessed that there is no recoverability issue concerning the prepayment and has not made any provisions.

#### Income tax (Note 14)

Significant judgement is included 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 accounting policies used by the Group have been applied consistently to all periods presented in these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(b) Amendments to published standards effective in 2017

On 1 April 2017, the Group adopted the new or amended FRSs that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS. This includes the following FRSs which are relevant to the Group.

Reference	Description
Amendments to FRS 7	Statement of Cash Flows

## 2(c) Standards issued but not yet effective

### Convergence with International Financial Reporting Standards

The Accounting Standards Council announced on 29 May 2014 that Singapore-incorporated companies listed on the Singapore Exchange will apply a new financial reporting framework identical to the International Financial Reporting Standards. The Group will adopt the new financial reporting framework on 1 April 2018 and thereafter Singapore Financial Reporting Standards (International) [SFRS(I)], including SFRS(I) Interpretation issued by ASC on 29 December 2017. The Group has performed a preliminary assessment of the impact of SFRS(I) 1 for the transition to the new reporting framework. Based on the Group's preliminary assessment, the Group does not expect to change its existing accounting policies on adoption of the new framework on 1 April 2018.

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

Reference	Description	Effective date (Annual periods beginning on or after)
SFRS(I) 9	Financial Instruments	1 January 2018
SFRS(I) 15	Revenue from Contracts with Customers	1 January 2018
SFRS(I) 16	Leases	1 January 2019
SFRS(I) INT 22	Foreign Currency Transactions and Advance Consideration	1 January 2018
SFRS(I) INT 23	Uncertainty over Income Tax Treatments	1 January 2019

The Group has performed a preliminary impact assessment and except for SFRS(I) 16, the directors expect that the adoption of other standards above will have no material impact on the financial statements in the period of initial application.

### SFRS(I) 9 Financial Instruments

SFRS(I) 9 Financial Instruments replaces the FRS 39 and it is a package of improvements introduced by SFRS(I) 9 which includes a logical model for:

- Classification and measurement;
- A single, forward – looking “expected loss” impairment model; and
- A substantially reformed approach to hedge accounting.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(c) Standards issued but not yet effective (Cont'd)

### SFRS(I) 9 Financial Instruments (Cont'd)

SFRS(I) 9 is effective for annual periods beginning on or after 1 January 2018.

The Group has assessed this standard and no financial impact was noted in the consolidated financial statements.

### SFRS(I) 15 Revenue Contracts from Customers

SFRS(I) 15 establishes a five-step model to account for revenue arising from contracts with customers. Under SFRS(I) 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The standard clarifies how to:

- Identify a performance obligation (the promise to transfer a good or a service to a customer) in a contract
- Determine whether a company is a principal (the provider of a good or service) or an agent (responsible for arranging for the good or service to be provided)
- Determine whether the revenue from granting a licence should be recognised at a point in time or over time.

The new revenue standard is effective for annual periods beginning on or after 1 January 2018. During the year, the Group had completed its initial assessment of the impact on the Group's financial statements. Based on its initial assessment, the Group does not expect significant changes to the basis of revenue recognition for its revenue from project management.

### SFRS(I) 16 Leases

SFRS(I) 16 Leases replaces accounting requirements introduced more than 30 years ago in accordance with FRS 17 Leases that are no longer considered fit for purpose, and is a major revision of the way in which companies where it is required lessees to recognise most leases on their balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. Lessor accounting is substantially unchanged from current accounting in accordance with FRS 17. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases. The new leases standard is effective for annual periods beginning on or after 1 January 2019.

The Group has assessed this standard and no financial impact was noted in the consolidated financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(c) Standards issued but not yet effective (Cont'd)

### SFRS (I) INT 22 Foreign Currency Transactions and Advance Consideration

This interpretation provides requirements about which exchange rate to use in reporting foreign currency transactions (such as revenue transactions) when payment is made or received in advance.

The interpretations are effective from 1 January 2018. On initial application, entities would have the option of applying the interpretations either retrospectively or prospectively in accordance with SFRS(I) 1-8 Accounting Policies, Changes in Accounting Estimates and Errors.

The Group has assessed this interpretation and no financial impact was noted in the consolidated financial statements.

### SFRS(I) INT 23 Uncertainty over Income Tax Treatments

The interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances.

The interpretation is effective for annual reporting periods beginning on or after 1 January 2019, but certain transition reliefs are available.

## 2(d) Summary of significant accounting policies

### **Consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at the end of the reporting period. The financial statements of the subsidiary 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 intragroup balances, income and expenses and unrealised gains and losses resulting from intragroup transactions and dividends are eliminated in full.

A subsidiary is consolidated from the date of acquisition, being the date on which the Group obtains control and continues to be consolidated until the date that such control ceases.

Losses and other comprehensive income are attributable to the non-controlling interest even if that results in a deficit balance.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Consolidation (Cont'd)

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

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts as at that date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

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.

Thus, the Group controls an investee if and only if the Group has all of the following:

- power over the investee;
- exposure, or rights or variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Consolidation (Cont'd)

- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Changes in the Group's ownership interests in subsidiary that do not result in the Group losing control over the subsidiary are accounted for as equity transactions. The carrying amounts of the Group's interests and the 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 interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable FRSs). The fair value of any investment retained in the former subsidiary at the date when the control is lost is regarded as the fair value on the initial recognition for subsequent accounting under FRS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### Investment in subsidiary

Investments in subsidiary are stated at cost less accumulated impairment losses, if any, on an individual subsidiary basis.

### Financial assets

Financial assets, other than hedging instruments, can be divided into the following categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables and available-for-sale financial assets. Financial assets are assigned to the different categories by management on the initial recognition, depending on the purpose for which the assets were acquired. The designation of financial assets is re-evaluated and classification may be changed at the reporting date with the exception that the designation of financial assets at fair value through profit or loss is not revocable.

All financial assets are recognised on their trade date - the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value, plus directly attributable transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value.

Derecognition of financial instruments occurs when the rights to receive cash flows from the financial assets expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at the end of each reporting period whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Financial assets (Cont'd)

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

Non-compounding interest and other cash flows resulting from holding financial assets are recognised in profit or loss when received, regardless of how the related carrying amount of financial assets is measured.

The Group and the Company carry on the statements of financial position the following categories of financial assets at the end of the reporting period.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a receivable with no intention of trading the receivables. They are included in current assets, except for maturities greater than 12 months after the end of reporting period. These are classified as non-current assets.

Loans and receivables include trade and other receivables (excluding prepayments), amounts due from subsidiary and cash and bank balances. They are subsequently measured at amortised cost using the effective interest method, less impairment. If there is objective evidence that the asset has been impaired, the financial asset is measured at the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. The impairment or write back is recognised in profit or loss.

### Cash and cash equivalents

Cash and cash equivalents comprise bank deposits which are readily convertible to cash and which are subject to an insignificant risk of changes in value.

### Share capital

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

### Financial liabilities

The Group's financial liabilities include trade and other payables and amounts due to shareholder.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest-related charges are recognised as expense under finance costs in profit or loss. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Financial liabilities (Cont'd)

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

Borrowings are recognised initially at fair value of proceeds received less attributable transaction costs, if any. Borrowings are subsequently stated at amortised cost which is the initial fair value less any principal repayments. Any difference between the proceeds (net of transaction costs) and the redemption value is taken to profit or loss over the period of the borrowings using the effective interest method. All interest-related charge are recognised as an expense in "finance cost" in profit or loss.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Borrowings which are due to be settled within 12 months after the end of reporting period are included in current liabilities in the statements of financial position even though the original terms were for a period longer than 12 months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of reporting period. Borrowings to be settled within the Group's normal operating cycle are classified as current. Other borrowings due to be settled more than 12 months after the end of reporting period are included in non-current liabilities in the statements of financial position.

Trade and other payables are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

### Borrowing costs

Borrowing costs are recognised in profit or loss as incurred except to the extent that they are capitalised. Borrowing costs are capitalised if they are directly attributable to the construction of a qualifying 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 ready for their intended use or sale.

### Operating leases

Rentals on operating leases are charged to profit or loss on a straight-line basis over the lease term. Lease incentives, if any, are recognised as an integral part of the net consideration agreed for the use of the leased asset. Penalty payments on early termination, if any, are recognised in profit or loss when incurred.

### Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Income taxes (Cont'd)

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiary, except where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss.

### Employee benefits

#### Defined contribution plan

The Group participates in the defined contribution national pension schemes as provided by the laws of the countries in which it has operations. In particular, the Singapore incorporated companies in the Group contribute to the Central Provident Fund, a defined contribution plan regulated and managed by the Government of Singapore, which applies to the majority of the employees. The contributions to pension schemes are charged to profit or loss in the period to which the contributions relate.

#### Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors of the Company and its subsidiary and certain managers are considered key management personnel.

#### Employee leave entitlements

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Employee benefits (Cont'd)

#### Employee Share Option Scheme and Share Incentive Plan

The Company operates share based compensation plans.

The Group issues equity-settled share-based payments to certain employees. The fair value of the employee services received in exchange for the grant of options and incentive shares are recognised as an expense in profit or loss with a corresponding increase in the share option and share plan reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options and incentive shares granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under options and share incentive plan that are expected to become exercisable on the vesting date.

At the end of each reporting period, the Group revises its estimates of the number of shares under options and share incentive plan that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option and share incentive plan reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to share capital account, when new ordinary shares are issued, or to the "treasury shares" account when treasury shares are re-issued to the employees.

In the Company's separate financial statements, the fair value of options and incentive shares granted to employees of its subsidiary is recognised as an increase in the cost of the Company's investment in subsidiary, with a corresponding increase in equity over the vesting period.

### Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and Company if that person:
  - (i) has control or joint control over the Company;
  - (ii) has significant influence over the Company; or
  - (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.
- (b) An entity is related to the Group and the Company if any of the following conditions applies:
  - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Related parties (Cont'd)

- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

### Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets subject to impairment are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the asset belongs will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value-in-use, based on an internal discounted cash flow evaluation.

All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

Any impairment loss is charged to profit or loss, unless it reverses a previous revaluation in which case it is charged to equity.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Impairment of non-financial assets (Cont'd)

A reversal of an impairment loss on a revalued asset is credited directly to equity under the heading revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in profit or loss, a reversal of that impairment loss is recognised as income in profit or loss.

### Revenue recognition

Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer. Revenue excludes goods and services taxes and is arrived at after deduction of trade discounts. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

Revenue from the provision of management services and project management are recognised when the services are rendered.

Interest income is recognised on a time-apportionment basis using the effective interest method.

### Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements of the Group and the Company are presented in United States dollars, which is also the functional currency of the Company.

### Conversion of foreign currencies

#### Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss.

When a foreign operation is disposed of or any borrowings forming part of the net investment of the foreign operation are repaid, a proportionate share of the accumulated translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign currency gains and losses are reported on a net basis as either other income or other operating expense depending on whether foreign currency movements are in the net gain or net loss position.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 2(d) Summary of significant accounting policies (Cont'd)

### Conversion of foreign currencies (Cont'd)

#### Group entities

The results and financial position of all the entities within the Group that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities are translated at the closing exchange rates at the end of reporting period;
- (ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e. including comparatives) shall be translated at exchange rates at the dates of transactions; and
- (iii) All resulting currency translation differences are recognised in other comprehensive income and accumulated in the exchange reserve.

### Operating segments

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

## 3 Revenue

Revenue represents the provision of management services in connection with the management of oil and gas vessels and project management fee:

<b>Group</b>	<b>2018</b> <b>US\$'000</b>	2017 US\$'000
Management service fees	<b>250</b>	825
Project management fee	<b>7</b>	53
	<b>257</b>	878

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 4 Subsidiary

Company	2018 US\$'000	2017 US\$'000
Unquoted equity investment, at cost	*	*
Less: Impairment		
Opening balance	-	-
Impairment utilised	-	-
Ending balance	-	-
	*	*

\* Amount less than US\$1,000.

The subsidiary is as follows:

Name	Country of incorporation	Effective percentage of equity held		Principal activities
		2018 %	2017 %	
<u>Held by the Company</u>				
** Garnet 9 Carriers Pte. Ltd.	Singapore	<b>100</b>	100	Managing the provision of barge transportation services

\*\* Audited by Foo Kon Tan LLP.

## 5 Deferred tax assets

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Balance at beginning of year	-	-	-	-
Recognised in profit or loss (Note 14)	<b>(47)</b>	-	<b>(47)</b>	-
Balance at end of year	<b>(47)</b>	-	<b>(47)</b>	-
The balance comprises temporary differences arising from:				
Unabsorbed tax losses	<b>(47)</b>	-	<b>(47)</b>	-

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 6 Trade and other receivables

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Trade receivables	–	135	–	135
Deposits	4	–	4	–
Prepayments	280	318	80	117
	<b>284</b>	<b>453</b>	<b>84</b>	<b>252</b>

Trade receivables balances are normally on 30 days (2017 - 30 days) credit terms.

Further details of credit risks on trade and other receivables are disclosed in Note 18.

Trade and other receivables are denominated in the following currencies:

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
United States dollars	200	320	–	120
Chinese renminbi	–	15	–	15
Singapore dollars	84	118	84	117
	<b>284</b>	<b>453</b>	<b>84</b>	<b>252</b>

## 7 Amount due from subsidiary

Amount due from subsidiary represents advances, is non-trade, interest-free, unsecured and repayable on demand.

Amount due from subsidiary is denominated in United States dollars.

	2018 US\$'000	2017 US\$'000
<b>Company</b>		
Amount due from subsidiary	225	218
Allowance for impairment of amount due from subsidiary		
Balance at beginning	(14)	–
Allowance for the year	(9)	(14)
Balance at end	<b>(23)</b>	<b>(14)</b>
Net amount due from subsidiary	<b>202</b>	<b>204</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 8 Bank balances

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Bank balances representing cash and cash equivalents	<b>646</b>	581	<b>637</b>	573

Bank balances are denominated in the following currencies:

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
United States dollars	433	347	432	346
Singapore dollars	213	234	205	227
	<b>646</b>	581	<b>637</b>	573

## 9 Share capital

Group and Company	2018	2017	2018	2017
	Number of ordinary shares		US\$'000	US\$'000
<b>Issued and fully paid, with no par value</b>				
Balance at beginning and at end	<b>4,228,196,724</b>	4,228,196,724	<b>590,928</b>	590,928

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

## 10 Other reserves

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Other reserves				
Balance at beginning	-	3,073	-	-
Movement during the year	-	(3,073)	-	-
Balance at end	<b>-</b>	-	<b>-</b>	-

Other reserves represent reserves of subsidiaries which were capitalised as bonus issues, gain on acquisition of additional shares in subsidiary and dilution of non-controlling interests in the previous years.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 11 Trade and other payables

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Trade payables	*	107	*	107
Accrued expenses	202	113	195	108
Amounts due to directors	32	25	32	25
	<b>234</b>	<b>245</b>	<b>227</b>	<b>240</b>

\* Amount less than US\$1,000

Trade payables balances are normally on 30 days credit terms.

Amounts due to directors represent accrual for directors' fees for the last quarter of the financial year.

Trade and other payables are denominated in the following currencies:

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
United States dollars	139	61	139	61
Singapore dollars	95	184	88	179
	<b>234</b>	<b>245</b>	<b>227</b>	<b>240</b>

## 12 Amounts due to shareholder

Amounts due to shareholder represents a working capital loan, is non-trade, subject to an interest of 9% per annum.

Amounts due to shareholder is denominated in United States dollars.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 13 (Loss)/profit from continuing operation before taxation

<b>Group</b>	<b>2018</b> <b>US\$'000</b>	2017 US\$'000
(Loss)/profit before taxation is stated after charging/(crediting):		
<u>Audit fee</u>		
Audit fee for the financial year	47	45
<u>Staff costs</u>		
Directors' remuneration (key management personnel)		
- fees	111	105
Other key management personnel		
- salaries and related costs	-	18
- CPF contributions	-	3
	-	21
Other than key management personnel		
- salaries and related costs	57	57
- CPF contributions	8	8
	65	65
	176	191
Foreign exchange gain	2	-
Interest income	*	*

\* Amount less than US\$1,000

## 14 Taxation

<b>Group</b>	<b>2018</b> <b>US\$'000</b>	2017 US\$'000
Current taxation	-	36
Deferred taxation	(47)	-
	(47)	36
(Over)/under provision of taxation in respect of prior years		
- Current taxation	(207)	-
	(254)	36

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 14 Taxation (Cont'd)

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on Group's (loss)/profit as a result of the following:

Group	2018 US\$'000	2017 US\$'000
(Loss)/profit before taxation	(279)	367
<i>Continuing operation</i>		
Tax at statutory rate of 17% (2017 - 17%)	(47)	62
Singapore statutory stepped income exemption	-	(19)
Corporate income tax rebate	-	(7)
Rebates and allowances	-	*
Tax effect on non- taxable income	(1)	*
Tax effect on non-deductible expenses	2	*
Tax benefits under productivity and innovation credit scheme	(1)	-
Overprovision of current taxation in respect of prior years	(207)	-
	(254)	36

\* Amount less than US\$1,000

## 15 (Loss)/profit per share

### Group

Basic (loss)/profit per share is calculated by dividing the net (loss)/profit after taxation attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted (loss)/profit per share is calculated by dividing the net (loss)/profit after taxation attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding and weighted average number of dilutive options during the year.

The following reflects the (loss)/profit and data on issued shares used in the basic and diluted (loss)/profit per share computations for the respective financial years ended 31 March:

	2018 US\$'000	2017 US\$'000
(Loss)/profit for the year attributable to ordinary shareholders of the Company	(25)	331
	No. '000	No. '000
Weighted average number of ordinary shares for the purpose of basic earnings per share	4,228,197	4,228,197
Basic and diluted (loss)/profit per share (cents)	(0.0006)	0.0078

As at 31 March 2018, there are no outstanding shares to be issued under the Company's Share Incentive Plan or Share Option Scheme.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 16 Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following are significant transactions with related parties at mutually agreed amounts:

Group	2018 US\$'000	2017 US\$'000
Services rendered by substantial shareholder of the Company	–	28
Substantial shareholder's loan	–	700
Interest charge by substantial shareholders of the Company	<b>63</b>	72

## 17 Operating segments

Segment information is provided as follows:

<u>By business</u>	<u>Principal activities</u>
Offshore	Provision of management services in connection with the management of vessels and barge transportation services.
Corporate	Investment holding, management and other corporate assets.

Segment accounting policies are the same as the policies described in Note 2. The Group generally accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices.

Revenues are attributed to geographic areas based on the location of the assets producing the revenues.

The following tables present revenue and profit information regarding industry segments for the years ended 31 March 2018 and 2017, and certain assets and liabilities information regarding industry segments as at 31 March 2018 and 2017.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 17 Operating segments (Cont'd)

### Business Segments

	Offshore		Total Operations	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Segment revenue				
Sales to external customers	257	878	257	878
Total revenue	257	878	257	878
Segment result	(216)	439	(216)	439
Finance income	*	*	-	-
Finance costs	(63)	(72)	(63)	(72)
Profit/(loss) before taxation	(279)	367	(279)	367
Taxation	254	(36)	254	(36)
Profit/(loss) after taxation	(25)	331	(25)	331
Segment assets	930	1,034	930	1,034
Deferred tax assets	47	-	47	-
Total assets	977	1,034	977	1,034
Segment liabilities	934	966	934	966
Total liabilities	934	966	934	966

\* Amount less than US\$1,000

### Geographical segments

The following table for the years ended 31 March 2018 and 2017 presents segment revenue and segment assets based on the geographical location of the operations.

Group	Revenue	
	2018 US\$'000	2017 US\$'000
Asia	257	878

Revenue of US\$257,000 (2017 - US\$878,000) was derived from two (2017 - three) customers. This revenue was attributable to the offshore segment.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 18 Financial risk management objectives and policies

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks included foreign currency risk, interest rate risk, market price risk, credit risk and liquidity risk.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below.

### 18.1 Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Group has transactional currency exposures arising from expenses that are denominated in a currency other than the respective functional currencies of group entities, primarily Singapore dollars (SGD). The foreign currencies in which these transactions are denominated are mainly Singapore dollars (SGD).

The following table demonstrates the sensitivity to a 5% (2017 - 5%) strengthening of USD against the following currencies at the end of reporting period would increase/(decrease) loss/profit net of tax and equity:

	2018		2017	
	Loss net of tax US\$'000	Equity US\$'000	Profit net of tax US\$'000	Equity US\$'000
SGD	8	8	(7)	(7)
RMB	-	-	(1)	(1)

#### Sensitivity analysis

A 5% (2017 - 5%) weakening of the USD against the above currencies as at 31 March would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

### 18.2 Interest rate risk

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

The Group's exposure to the change in interest rates relates primarily to interest-bearing financial liabilities. Interest rate risk is managed by the Group on an on-going basis with the primary objective of limiting the impact of short-term fluctuation in the Group's earnings.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 18 Financial risk management objectives and policies (Cont'd)

### 18.2 Interest rate risk (Cont'd)

As at the end of reporting period, the interest rate profile of the Group's interest-bearing financial instruments are as follows:

	2018 US\$'000	2017 US\$'000
<b>Fixed rate instruments</b>		
Substantial shareholder's loan	<b>700</b>	700

#### Sensitivity analysis

A 1% point increase in interest rate would increase the Group's loss net of tax by approximately US\$5,810 (2017 - US\$5,810).

On the other hand, a 1% point decrease in interest rate, with all other variables including tax rate being held constant, would have had the equal opposite effect on the amount shown above, on the basis that all other variables remain constant.

### 18.3 Market price risk

Price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices whether those changes are caused by factors specific to the individual security or its issuer or factors affecting all securities traded in the market.

As at the end of the reporting period, the Group does not hold any quoted or marketable financial instrument and hence, is not exposed to any movements in market price.

### 18.4 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets, cash and bank balances, the Group minimises credit risk by dealing with reputable financial institutions.

For trade and other receivables, the Group performs periodic credit evaluations of its customers' financial condition but generally does not require collateral. Careful consideration is given to the reputation and trustworthiness of potential clients before the Group tenders for a project and enters into a contract.

The Group believes that its credit risk in trade and other receivables is mitigated substantially by its credit evaluation process, credit policies, and credit control and collection procedures.

The Group establishes an allowance for doubtful debts that represents its estimates of incurred losses in respect of trade and other receivables. The collective loss is determined based on historical data of payment statistic for similar financial assets. Further details of credit risks on trade and other receivable are disclosed in Note 6.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 18 Financial risk management objectives and policies (Cont'd)

### 18.4 Credit risk (Cont'd)

#### Credit risk concentration profile

The Group determines concentration of credit risk by monitoring its trade receivables on an on-going basis. There is no trade receivables in 2018 and the Group's trade receivables comprised of 3 debtors in 2017 that represented 100% of trade receivables.

### 18.5 Liquidity risk

Liquidity or funding risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group ensures that there are adequate funds to meet all its obligations in a timely and cost-effective manner by providing management services in connection with the management of oil and gas vessels and project management fee.

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

Group	Carrying amount US\$'000	Contractual cash flows US\$'000	Less than 1 year US\$'000	Between 2–5 years US\$'000
<b>31 March 2018</b>				
<b>Non-derivative financial liabilities</b>				
Trade and other payables	234	234	234	–
Amounts due to shareholder	700	763	763	–
	934	997	997	–
<b>31 March 2017</b>				
<b>Non-derivative financial liabilities</b>				
Trade and other payables	245	245	245	–
Amounts due to shareholder	700	763	763	–
	945	1,008	1,008	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 18 Financial risk management objectives and policies (Cont'd)

### 18.5 Liquidity risk (Cont'd)

Company	Carrying amount US\$'000	Contractual cash flows US\$'000	Less than 1 year US\$'000	Between 2–5 years US\$'000
<b>31 March 2018</b>				
<b>Non-derivative financial liabilities</b>				
Trade and other payables	227	227	227	–
Amounts due to shareholder	700	763	763	–
	927	990	990	–
<b>31 March 2017</b>				
<b>Non-derivative financial liabilities</b>				
Trade and other payables	240	240	240	–
Amounts due to shareholder	700	763	763	–
	940	1,003	1,003	–

## 19 Other information required by the Singapore Exchange Securities Trading Limited

No material contracts to which the Company or any related company is a party and which involve Directors' or controlling shareholders' interest subsisted at, or have been entered into since the end of the financial year.

## 20 Capital management

The Group's and the Company's objectives when managing capital are:

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 20 Capital management (Cont'd)

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

Management monitors capital based on a net gearing ratio. The gearing ratio is calculated as net debt divided by shareholders returns. Net debt is calculated as borrowings less cash and bank balances.

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

The Group and the Company are not subject to externally imposed capital requirements.

	Group		Company	
	2018 US\$'000	2017 US\$'000	2018 US\$'000	2017 US\$'000
Trade and other payables	234	245	227	240
Amount due to shareholder	700	700	700	700
Bank balances	(646)	(581)	(637)	(573)
Net debts	288	364	290	367
Equity attributable to the owners of the Company				
Total capital	43	68	43	68
Capital net debts	331	432	333	435
Capital net debt ratio	87%	84%	87%	84%

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 21 Financial Instruments

The carrying amounts of financial assets and financial liabilities in each category are as follows:

Group	Loans and receivables (Carried at amortised cost) US\$'000	Total US\$'000
<b>31 March 2018</b>		
<b>Financial assets</b>		
Trade and other receivables <sup>(a)</sup> (Note 6)	4	4
Bank balances (Note 8)	646	646
	650	650
<b>Other liabilities (Carried at amortised cost)</b>		
	US\$'000	Total US\$'000
<b>Financial liabilities</b>		
Trade and other payables (Note 11)	234	234
Amounts due to shareholder (Note 12)	700	700
	934	934
<b>31 March 2017</b>		
<b>Financial assets</b>		
Trade and other receivables <sup>(a)</sup> (Note 6)	135	135
Bank balances (Note 8)	581	581
	716	716
<b>Other liabilities (Carried at amortised cost)</b>		
	US\$'000	Total US\$'000
<b>Financial liabilities</b>		
Trade and other payables (Note 11)	245	245
Amounts due to shareholder (Note 12)	700	700
	945	945

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 21 Financial Instruments (Cont'd)

Company	Loans and receivables (Carried at amortised cost) US\$'000	Total US\$'000
<b>31 March 2018</b>		
<b>Financial assets</b>		
Trade and other receivables <sup>(a)</sup> (Note 6)	4	4
Amounts due from subsidiary (Note 7)	202	202
Bank balances (Note 8)	637	637
	843	843
<b>Other liabilities</b>		
	(Carried at amortised cost) US\$'000	Total US\$'000
<b>Financial liabilities</b>		
Trade and other payables (Note 11)	227	227
Amounts due to shareholder (Note 12)	700	700
	927	927
<b>31 March 2017</b>		
<b>Financial assets</b>		
Trade and other receivables <sup>(a)</sup> (Note 6)	135	135
Amounts due from subsidiary (Note 7)	204	204
Bank balances (Note 8)	573	573
	912	912
<b>Other liabilities</b>		
	(Carried at amortised cost) US\$'000	Total US\$'000
<b>Financial liabilities</b>		
Trade and other payables (Note 11)	240	240
Amounts due to shareholder (Note 12)	700	700
	940	940

<sup>(a)</sup> These amounts exclude prepayments, if any.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2018

## 22 Events after end of reporting period

The shareholder's loan (Note 12) and the accrued interest thereon have been assigned to another existing shareholder in June 2018. The Company, having obtained the shareholder's agreement to capitalise the total amount owing to him, worked out the subsequent capitalization details which were disclosed by way of an announcement made on 24 June 2018.

# STATISTICS OF SHAREHOLDINGS

As at 19 June 2018

## SHARE CAPITAL

NO. OF SHARES	:	4,228,196,724
CLASS OF SHARES	:	ORDINARY
VOTING RIGHTS	:	1 VOTE PER ORDINARY SHARE

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS		NO. OF SHARES	
		%		%
1 - 99	1,344	9.39	102,459	0.00
100 - 1,000	6,235	43.56	2,730,004	0.06
1,001 - 10,000	4,519	31.57	17,696,374	0.42
10,001 - 1,000,000	2,108	14.73	213,717,547	5.06
1,000,001 & ABOVE	107	0.75	3,993,950,340	94.46
TOTAL	14,313	100.00	4,228,196,724	100.00

## TWENTY LARGEST SHAREHOLDERS AS AT 19 JUNE 2018

		NO. OF SHARES	%
1	POLARIS NINE PRIVATE LIMITED	1,590,620,518	37.62
2	SIRIUS NINE PRIVATE LIMITED	606,788,584	14.35
3	TRITON INVESTMENTS NO 9 PTE LTD	346,635,700	8.20
4	OCBC SECURITIES PRIVATE LTD	340,990,555	8.06
5	RHB SECURITIES SINGAPORE PTE LTD	151,665,700	3.59
6	UOB KAY HIAN PTE LTD	124,678,206	2.95
7	MAYBANK KIM ENG SECURITIES PTE LTD	124,658,912	2.95
8	CHING KIM FOO	114,919,800	2.72
9	PHILLIP SECURITIES PTE LTD	51,144,254	1.21
10	CGS-CIMB SECURITIES (S) PTE LTD	50,274,948	1.19
11	CYBER EXPRESS ENTERPRISES LIMITED	40,000,000	0.95
12	CITIBANK NOMINEES SINGAPORE PTE LTD	33,545,437	0.79
13	PHANG CHUNG WAH	33,290,077	0.79
14	DBS NOMINEES PTE LTD	31,307,511	0.74
15	MOK YAN QUAN	20,042,400	0.47
16	LEONG LAY BEE	19,865,900	0.47
17	DBS VICKERS SECURITIES (S) PTE LTD	17,465,040	0.41
18	RAFFLES NOMINEES (PTE) LTD	16,103,400	0.38
19	UNITED OVERSEAS BANK NOMINEES PTE LTD	14,134,079	0.33
20	LOW HONG KAI	11,460,000	0.27
		3,739,591,021	88.44

# STATISTICS OF SHAREHOLDINGS

As at 19 June 2018

## SUBSTANTIAL SHAREHOLDERS

	<b>Name of Substantial Shareholders</b>	<b>Direct Interest</b>	<b>%</b>	<b>Deemed Interest</b>	<b>%</b>
1	POLARIS NINE PRIVATE LIMITED	1,590,620,518	37.62	–	–
2	SIRIUS NINE PRIVATE LIMITED	606,788,584	14.35	–	–
3	TRITON INVESTMENTS NO 9 PTE LTD	346,635,700	8.20	–	–
4	CHYE KOK HOE <sup>(1)</sup>	–	–	1,590,620,518	37.62
5	OW EARNG HONG <sup>(2)</sup>	–	–	606,788,584	14.35
6	SIMPSON STEVEN BARRY JOHN <sup>(3)</sup>	–	–	346,635,700	8.20

Notes:

- (1) Chye Kok Hoe is deemed to be interested in the 37.62% interest in shares registered in the name of Polaris Nine Private Limited by virtue of his controlling interest in Polaris Nine Private Limited.
- (2) Ow Earng Hong is deemed to be interested in the 14.35% interest in shares registered in the name of Sirius Nine Private Limited by virtue of his controlling interest in Sirius Nine Private Limited held through Sirius Nine Holdings, Co., Ltd., a company whose sole shareholder is Ow Earng Hong.
- (3) Simpson Steven Barry John is deemed to be interested in the 8.20% interest in shares registered in the name of Triton Investments No 9 Pte Ltd by virtue of his controlling interest in Triton Investments No. 9 Pte Ltd.

## PUBLIC FLOAT

Based on the information available to the Company as at 19 June 2018, approximately 39.65% of the issued ordinary shares of the Company are held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 137 Cecil Street #03-01 Hengda Building, Singapore 069537 on Thursday, 26 July 2018 at 10.00 a.m. to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 March 2018 and the report of the Auditors thereon. **(Resolution 1)**
2. To record the retirement of Mr. Phillip Jeffrey Saile, a director retiring pursuant to Article 91 of the Constitution, who has decided not to seek re-election and will retire at the conclusion of the forthcoming Annual General Meeting (See Explanatory Note (i)).
3. To re-elect Mr. Heng Aik Yong, a Director who retires by rotation pursuant to Article 97 of the Company's Constitution (See Explanatory Note (ii)). **(Resolution 2)**
4. To elect Mr. Koh How Thim as a Director pursuant to Article 93 of the Company's Constitution (See Explanatory Note (iii)). **(Resolution 3)**
5. To approve Directors' fees of S\$150,000 for the financial year ending 31 March 2019 ("FY2019") to be paid on a current year basis, quarterly in arrears (2018:S\$143,500) (See Explanatory Note (iv)). **(Resolution 4)**
6. To re-appoint Foo Kon Tan LLP as Auditor and to authorise the Directors to fix their remuneration. **(Resolution 5)**
7. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and, if thought fit, passing the following resolutions:

### Ordinary Resolution

#### 8. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("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) 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

## NOTICE OF ANNUAL GENERAL MEETING

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (i) new shares arising from the conversion or exercise of any Instruments;
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
  - (iii) 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 Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier (See Explanatory Note (v)). **(Resolution 6)**

### Special Resolution

#### 9. AMENDMENT TO THE CONSTITUTION

To consider and, if thought fit, approve the amendments proposed to be made to the Constitution as set out in Schedule I to the Appendix of this Notice of Annual General Meeting (See Explanatory Note (vi)).

**(Resolution 7)**

By order of the Board

Ng Joo Khin  
Company Secretary  
4 July 2018

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

- 1) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- 2) A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- 3) If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 4) An instrument appointing a proxy must be lodged at the office of the Company at 896 Dunearn Road #04-08C, Singapore 589472 not less than 48 hours before the time fixed for the Annual General Meeting.

## Explanatory Notes:

- (i) Mr. Phillip Jeffrey Saile will retire as an Independent Director of the Company at the conclusion of the forthcoming AGM. Upon Mr. Phillip Jeffrey Saile retirement, he will cease to be a Chairman of the Nominating Committee and members of the Audit and Remuneration Committees.
- (ii) Mr. Heng Aik Yong is an Independent and Non-Executive Director of the Company who is due to retire by rotation pursuant to Article 97 of the Constitution (in view of the fact that he was initially appointed by the Board of Directors after the last annual general meeting). He is also the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Upon his re-election, Mr. Heng will remain as an Independent and Non-Executive Director of the Company. Mr. Heng Aik Yong is considered independent for the purpose of Rule 704(8) of the listing manual of the SGX-ST.
- (iii) In light of the retirement of Mr. Phillip Jeffrey Saile as a Director of the Company with effect from the conclusion of the forthcoming Annual General Meeting, the Board of Directors has, on the recommendation of the Nominating Committee, proposed the appointment of Mr. Koh How Thim as a replacement for Mr. Saile pursuant to Article 93 of the Constitution. Mr. Koh, if elected, will serve as an Independent and Non-Executive Director of the Company.

Details on Mr. Koh How Thim are as follows:

Mr. Koh How Thim, 59

*To be appointed as an Independent and Non-Executive Director*

Present directorships (as of the date of this Notice of Annual General Meeting):

Listed companies

*None*

Others

*None*

Past directorships held over the preceding five years:

*JEP Holdings Ltd*

*JEP Precision Engineering Pte Ltd*

*Dolphin Engineering Pte Ltd*

# NOTICE OF ANNUAL GENERAL MEETING

Relationships, including immediate family relationships, between Mr. Koh How Thim and the Directors of the Company, the Company or its 10% shareholders:

*None*

Shareholding in the Company and its related corporations:

*None*

- (iv) This is to facilitate the payment of Directors' fees during the financial year in which the fees are incurred. The Directors' fees will be paid quarterly in arrears. The aggregate amount of Directors' fees provided in the resolution is calculated on the assumption that all the Directors will hold office for the whole of FY2019. Should any Director hold office for only part of FY2019 and not the whole of FY2019, the Director's fee payable to him will be appropriately pro-rated.
- (v) Ordinary Resolution 6, if passed, will authorise the Directors, from the date of this Annual General Meeting up to the date of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, to issue shares, make or grant instruments (such as warrants or debentures) convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding 50% of the total number of issued shares in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares, excluding treasury shares, in the capital of the Company at the time that this Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed; and (c) any subsequent bonus issue, consolidation or subdivision of shares.
- (vi) The Board is proposing certain amendments to be made to the Constitution of the Company in light of the recent changes to the Companies Act, Chapter 50, of Singapore. The proposed amendments, if approved by the Shareholders, will allow electronic transmission of notices and documents to Shareholders and statutory records to be kept in electronic form, resulting in cost savings in view of the number of Shareholders that the Company has. The proposed amendments also seek to address the requirements of the Personal Data Protection Act 2012 of Singapore in respect of the handling of personal data of Shareholders who are individuals. Resolution 8 is required to be passed as a Special Resolution under the Companies Act, Chapter 50, of Singapore. A Special Resolution requires the affirmative vote of not less than 75% of the Shareholders, present and voting (whether in person or by proxy).

## PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

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# JASPER INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)  
(Co. Reg. No. I98700983H)

## PROXY FORM - ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this Form).

### IMPORTANT:

1. Relevant Intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two proxies to attend, speak and vote at the Meeting.
2. For CPF/SRS investors who have used their CPF monies to buy Jasper Investments Limited's shares, this Report is forwarded to them at the request of the CPF Approved Nominees.
3. This Proxy Form is not valid for use by CPF /SRS investors and shall be ineffective for all intends and purposes if used or purported to be used by them. CPF/ SRS investors should contact their respective Agent Banks if they have queries regarding their appointment as proxies.
4. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Company's Notice of Annual General Meeting dated 4 July 2018.

I/We \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a member/members of JASPER INVESTMENTS LIMITED (the "Company") hereby appoint:

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

and/or (delete as appropriate)

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

or failing \*him/her, the Chairman of the Meeting as \*my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 26 July 2018, and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Meeting.

**Voting will be conducted by poll. Please indicate our vote "For" or "Against" with a tick (✓) within the relevant boxes provided. Alternatively, if you may wish to exercise your votes both "For" and "Against" the relevant resolution, please indicate the number of shares in the boxes provided.**

No.	Resolution relating to:	For	Against
	<b>As Ordinary Business</b>		
1.	Directors' Report and Audited Financial Statements for the financial year ended 31 March 2018		
2.	Re-election of Mr. Heng Aik Yong as an Independent Non-Executive Director		
3.	Election of Mr. Koh How Thim as an Independent Non-Executive Director		
4.	Approval of Directors' Fees for the financial year ending 31 March 2019		
5.	Re-appointment Messrs Foo Kon Tan LLP as Auditor		
	<b>As Special Business</b>		
6.	Share Issue Mandate		
7.	Amendments to the Constitution		

\* Delete where inapplicable

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Total number of shares in:	No. of Shares
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)/  
and, Common Seal of Corporate Shareholder



## 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 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in Register of Members, you should insert the aggregate number of shares entered against your name in 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. If any proxy other than the Chairman of the Meeting is to be appointed, please delete the words "the Chairman of the Meeting", and insert the name and address of the proxy desired in the box provided. If the box is left blank or incomplete, the Chairman of the Meeting shall be deemed to be appointed as your proxy.
3.
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
4. A proxy need not be a member of the Company.
5. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 896 Dunearn Road #04-08C Singapore 589472 not less than forty-eight (48) hours before the time appointed for the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

## General:

The Company shall be entitled to reject an instrument of proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a of proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 4 July 2018.





Investments Limited

Tel: 65 6909 0180

[www.jasperinvests.com](http://www.jasperinvests.com)

Company Registration No.: 198700983H