INVESTMENT CAPITAL PARTNERS

ICP LTD.

2015 | ANNUAL REPORT





INVESTMENT CAPITAL PARTNERS

ICP LTD.

ANNUAL REPORT FY2015

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This document has been prepared by the Company and the contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. ("Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

The Company's Sponsor has not independently verified the contents of this document including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this document. This document has not been examined or approved by the SGX-ST

The Company's Sponsor and the SGX-ST assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is:
Name: Mr. Lin Song, Registered Professional, RHT Capital Pte. Ltd.
Address: Six Battery Road, #10-01, Singapore 049909.
Tel: 6381 6757

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Aw Cheok Huat
Non-Independent and Non-Executive Chairman
Mr. Tan Kok Hiang
Lead Independent Director
Mr. Winston Seow Han Chiang
Independent Director
Mr. Ong Kok Wah
Independent Director

AUDIT COMMITTEE

Mr. Tan Kok Hiang
Chairman
Mr. Winston Seow Han Chiang
Mr. Aw Cheok Huat

NOMINATING COMMITTEE

Mr. Winston Seow Han Chiang
Chairman
Mr. Tan Kok Hiang
Mr. Ong Kok Wah

REMUNERATION COMMITTEE

Mr. Ong Kok Wah
Chairman
Mr. Tan Kok Hiang
Mr. Winston Seow Han Chiang

COMPANY SECRETARY

Ms Shirley Lim Guat Hua

REGISTERED OFFICE

10 Anson Road
#29-02 International Plaza
Singapore 079903
Tel: 6747 1616
Fax: 6741 3525

INDEPENDENT AUDITOR

Baker Tilly TFW LLP
600 North Bridge Road #05-01
Parkview Square
Singapore 188778
Partner in charge: **Ms Tiang Yii**

PRINCIPAL BANKERS

CIMB Singapore
DBS Singapore

REGISTRAR

B.A.C.S. Private Limited
8 Robinson Road
#03-00 ASO Building
Singapore 068544

CONTINUING SPONSOR

RHT Capital Pte. Ltd.
Six Battery Road # 10-01
Singapore 049909

CHAIRMAN'S STATEMENT

DEAR SHAREHOLDERS

On behalf of the Board, I am presenting to you the annual report of ICP Ltd. and its subsidiaries ("Group") for the financial year ended 30 June 2015.

FINANCIAL HIGHLIGHTS

The Group's revenue attributable to the tanker owning subsidiaries reduced by 8.5% to S$3.9 million for the financial year ended 30 June 2015 ("FY2015") compared to S$4.3 million for the financial year ended 30 June 2014 ("FY2014") due to a period of dry docking for the two vessels. With a higher amortisation charge for the dry docking expenditure, the Group's gross profit reduced from S$1.5 million in FY2014 to S$1.1 million in FY2015 with the gross profit margin decreasing from 35.2% in FY2014 to 29.0% in FY2015.

The Group incurred an operating loss of S$4.5 million in FY2015 mainly due to the Group's conservative approach in the assessment of its investment in the quoted shares of Tiaro Coal Limited ("Tiaro"). As announced on 1 April 2015, Tiaro has been embroiled in several disputes with its former controlling shareholder and its related companies. As a consequence, shareholders' support was suspended and Tiaro was placed into voluntary administration on 31 March 2015. The board has provided full impairment on its investment in Tiaro. Other contributing factors to the increase in operating loss is the 77.8% increase in administrative expenses from S$0.9 million in FY2014 to S$1.6 million in FY2015 due mainly to an increase in personnel cost, professional fees and other operating expenses for the Group's hospitality business which is a new business segment.

Overall, the Group incurred a net loss of S$4.6 million in FY2015, largely attributable to the impairment loss on its investment in Tiaro as explained above, compared to net profit of S$2.0 million in FY2014.

MAJOR DEVELOPMENTS

During the year under review, the Group made a few major announcements that are likely to have an impact on the Group's future business direction.

On 4 July 2014, the Group incorporated a wholly-owned subsidiary in Singapore known as Travelodge Hotels (Asia) Pte. Ltd. ("TLA").

On 13 October 2014, the Board issued a circular to all shareholders informing them, among others, the proposed diversification of the Group's business scope to include (i) the ownership, leasing, operation and management of hotels and franchising of hotel brands and (ii) investment in in quoted and/or unquoted securities including debentures, stocks, shares and units in any fund or collective investment scheme ("Proposed Diversification"). An Extraordinary General Meeting ("EGM") was held on 28 October 2014 and, the Proposed Diversification was duly approved by the shareholders.

In this respect, the Group has commenced the launch of its Travelodge brand in the region and in Q3 2015 TLA has entered into joint ventures with PT Prasanthi International Indonesia and Absolute Hotel Services Co., Ltd. in Thailand to roll out the Travelodge brand and sub-brands in Indonesia and Thailand respectively. The Group expects to enter into other joint ventures with other respected partners in the hospitality space in the Asian region in the coming year.

CHAIRMAN'S STATEMENT

BUSINESS OUTLOOK

In recent years, the Group has consolidated its position and diversified its businesses to strengthen the Group's profitability potential. In addition to the existing core businesses in shipping and investment holding, the Group is beginning to build its momentum in the new hospitality segment.

The Group's focus for 2016 is to continue its aggressive expansion plan for the hospitality segment in the region through a number of initiatives, including strategic alliances with established industry players in the various markets taking advantage of the flexible option in our business model and in the introduction of 3 sub-brands namely Nano by Travelodge, One by Travelodge and Skye by Travelodge, to complement the core Travelodge brand. This multiple brand portfolio ranging from lower to upper midscale with different design concepts and price points based on market segmentalisation will enable TLA and its partner in each country to provide flexibility to suit individual hotel development site.

A NOTE OF APPRECIATION

On behalf of the Board of Directors and members of my management team, I wish to record my thanks to all our customers and business partners for their invaluable support and faith in us. My appreciation also goes to all our employees for their commitment, hard work and sacrifices.

We look forward to your continued support and counsel this coming year.

AW CHEOK HUAT
Non-Independent and Non-Executive Chairman
Singapore
30 September 2015

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

FINANCIAL PERFORMANCE

Continued Operations

The Group's revenue generated from the tanker owning subsidiaries decreased by 8.5% to S$3.9 million for FY2015 compared to S$4.3 million for FY2014. The decrease in revenue was primarily due to a period of dry docking for the vessels.

The Group registered a lower gross profit of S$1.1 million in FY2015 compared to S$1.5 million in FY2014 with gross profit margin decreasing from 35.2% in FY2014 to 29.0% in FY2015. This was mainly due to higher dry docking amortisation.

Administrative expenses increased by 77.8% from S$0.9 million in FY2014 to S$1.6 million in FY2015. This was mainly due to the increase in personnel costs for the Group's new business segment in hospitality, and professional fees incurred in relation to these activities.

Other operating expenses increased by S$4.1 million due to impairment loss on its investment in Tiaro. As announced on 1 April 2015, Tiaro had been embroiled in several disputes with its former controlling shareholder and its related companies. As a consequence, shareholders' support was suspended and Tiaro was placed into voluntary administration on 31 March 2015. The Board has considered the current affairs of Tiaro and has adopted the conservative approach to provide full impairment on its investment in Tiaro.

Finance income increased from S$0.06 million in FY2014 to S$0.28 million in FY2015 mainly due to interest income received from fixed deposits.

Finance cost reduced by S$0.03 million due to lower interest expense on reduced term loans as a result of instalment payments made.

Discontinued Operations

There was no discontinued operation in FY2015. Profit from discontinued operations in FY2014 was S$1.4 million mainly due to the gain from disposal of property.

Overall, the Group incurred a net loss of S$4.6 million in FY2015, largely due to the impairment loss on its investment in Tiaro, compared to a net profit of S$2.0 million in FY2014.

FINANCIAL POSITION

Non-current assets

Non-current assets increased marginally to S$23.6 million in FY2015 from S$23.4 million in FY2014 mainly due to the acquisition of the Travelodge trademark, office renovation, computer equipment and software purchased for the new hospitality segment, offset by S$4.1 million of impairment loss on the investment in Tiaro.

Current assets

Current assets fell by 13.1% (S$3.9 million) from S$29.8 million in FY2014 to S$25.9 million in FY2015 mainly due to the acquisition of the Travelodge trademark and the increase in operating expenses and capital expenditure for the new business segment in hospitality.

Current liabilities

Current liabilities reduced by S$1.6 million from S$3.9 million in FY2014 to S$2.3 million in FY2015. This is due to the reduction in short term borrowing as a result of lower principal repayment of term loans and the reclassification of the amount due to non-controlling interest of S$1.4 million from current liabilities to non-current liabilities.

Non-current liabilities

Non-current liabilities increased by S$2.5 million in FY2015 mainly due to the increase in the term loans refinanced for the two vessels in FY2015 and the reclassification of the amount due to non-controlling interest of S$1.4 million from current liabilities to non-current liabilities.

Equity

Overall, the Group's total equity reduced by 10.0% to S$40.3 million as at 30 June 2015, compared to S$44.8 million as at 30 June 2014 mainly due to the impairment loss on the investment in Tiaro.

REVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE

CASH FLOWS

The Group's cash and cash equivalents was S$25.3 million as at 30 June 2015.

The reduced net cash generated from operating activities of S$0.4 million in FY2015 compared to S$1.2 million in FY2014 was mainly due to the drop in contribution from the tanker owning subsidiaries as a result of the dry docking of the vessels.

The net cash used in investing activities of S$5.0 million in FY2015, is mainly due to the Group's participation in the rights issue of Tiaro in November 2014 and the acquisition of the Travelodge trademark, office renovation, purchase of computer equipment and software for the new hospitality segment.

Net cash generated from financing activities decreased from S$10.7 million in FY2014 to S$0.5 million in FY2015 mainly due to the proceeds from the rights issue in FY2014.

OPERATIONS PERFORMANCE

Performance of Group's business segments is as follows:

(i) Shipping – represents investment in and chartering of ships
The Group's revenue of S$3.9 million in FY2015 is contributed by the tanker owning subsidiaries, compared to S$4.3 million in FY2014.

(ii) Hospitality – represents the marketing and promotion of the Travelodge hotel brand
The Group acquired the Travelodge trademark in the Asia Pacific Region and is aggressively developing this new business segment. In Q3 2015, a wholly-owned subsidiary, TLA, entered into joint ventures with PT Prasanthi International Indonesia and Absolute Hotel Services Limited to roll out the Travelodge brand and sub-brands in Indonesia and Thailand respectively.

(ii) Investment Holding – represents investment and management activities
The Group's main investments are in unquoted shares in Paragon Coal Pty Ltd and quoted shares in Tiaro, as well as unquoted fund investment in CMIA China Fund IV L.P.. During the year, the Group has impaired its investment in Tiaro.

CORPORATE DEVELOPMENTS

On 4 July 2014, the Group incorporated a wholly-owned subsidiary in Singapore known as TLA.

On 13 October 2014, the Board issued a circular to all shareholders informing them, among others, the proposed diversification of the business scope to include (i) the ownership, leasing, operation and management of hotels and franchising of hotel brands and (ii) investment in in quoted and/or unquoted securities including debentures, stocks, shares and units in any fund or collective investment scheme. An EGM was held on 28 October 2014 and, the proposed diversification of the business were duly approved by the shareholders.

Pursuant to the shareholders' approval obtained at the EGM, TLA entered into joint ventures with PT Prasanthi International Indonesia and Absolute Hotel Services Company Limited to roll out the Travelodge brand and sub-brands in Indonesia and Thailand respectively.

BOARD OF **DIRECTORS**



MR. AW CHEOK HUAT
Non-Independent
Non-Executive Chairman

Mr. Aw Cheok Huat is a non-independent and non-executive director of ICP Ltd.. He was appointed a director on 19 December 2012. He is the chairman of the Board of Directors and a member of the Audit Committee .

Mr. Aw is the Managing Director of MS Corporate Finance Pte Ltd, a boutique corporate finance firm specializing in mergers and acquisitions, IPOs, RTO and corporate restructuring. He has some 25 years experience in this field having been involved in assignments for various groups over a cross section of diverse industries. In addition he has been involved in investment and private equity transactions working in conjunction with various groups in this industry.

Mr. Aw holds a Master of Commerce from the University of New South Wales and a Bachelor of Accountancy from the National University of Singapore.



MR. TAN KOK HIANG
Independent
Non-Executive Director

Mr. Tan Kok Hiang was appointed to the board as Non-Executive Chairman and Independent Director on 2 March 2012. He relinquished the position of Non-Executive Chairman on 19 December 2012 and remains on the Board as the chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.

Mr. Tan holds a Bachelor of Accountancy (Honours) degree from the University of Singapore and is a member of the Singapore Institute of Directors.

Mr. Tan has more than 30 years of experience in accounting, finance, strategic planning, business development and risk management. Presently, Mr. Tan also sits on the boards of 3 other public listed companies.



MR. SEOW HAN CHIANG WINSTON
Independent
Non-Executive Director

Mr. Seow was appointed to the board as an Independent Non-Executive Director on 2 March 2012. He was also appointed as the chairman of the Nominating and Remuneration Committees and is a member of the Audit Committee.

Mr. Seow holds a Bachelor of Law (Honours) degree from the National University of Singapore. He was called to the Singapore Bar in 1995 and since then has been a practising advocate and solicitor of the Supreme Court of Singapore.

Mr. Seow has been in practice for 20 years and currently heads the Corporate & Securities Department of Withers KhattarWong. He also sits on the board of Eucon Holding Limited and ITE Electric Co Ltd.



MR. ONG KOK WAH
Independent
Non-Executive Director

Mr. Ong Kok Wah is an independent director of ICP Ltd.. He was appointed a director on 21 January 2013.

Mr. Ong has over 40 years of working experience in the marine and offshore industries. He was with the Port Authority of Singapore ("PSA") from 1968 to 1975 where his last position was Controller (Shipping). He joined Chuan Hup Holdings Limited Group as a director from 1976 to October 2005. He was a director with CH Offshore Ltd from the period from 1987 to 2010, and CEO from 2004 to 2007.

Mr. Ong was a member of the American Bureau of Shipping's Southeast Asia Technical Committee. He was a Council Member of the Singapore Shipping Association ("SSA") since its inception in 1985 until 2007, where his last held position was Honorary Secretary. SSA has in its June 2008 annual general meeting bestowed an 'Honorary Membership' on Mr. Ong and he remains as one of their trustees. He has also been a Director on the Board of the Shipowners' Mutual Protection and Indemnity Association (Luxembourg) since 1993 and was Director of their Singapore registered insurance company.

Mr. Ong is a director of Polaris Ltd.

MANAGEMENT



MR. LOH HONG HOO
Director

Mr. Loh Hong Hoo has been the General Manager and director of GMT Bravo Pte. Ltd. and GMT Charlie Pte. Ltd. since August 2011. He has more than 30 years of experience in marine industry, from agency to chartering and shipping, overseeing operations, business development and sales.



MR. DENNIS WRIGHT
Senior Vice President
Operations

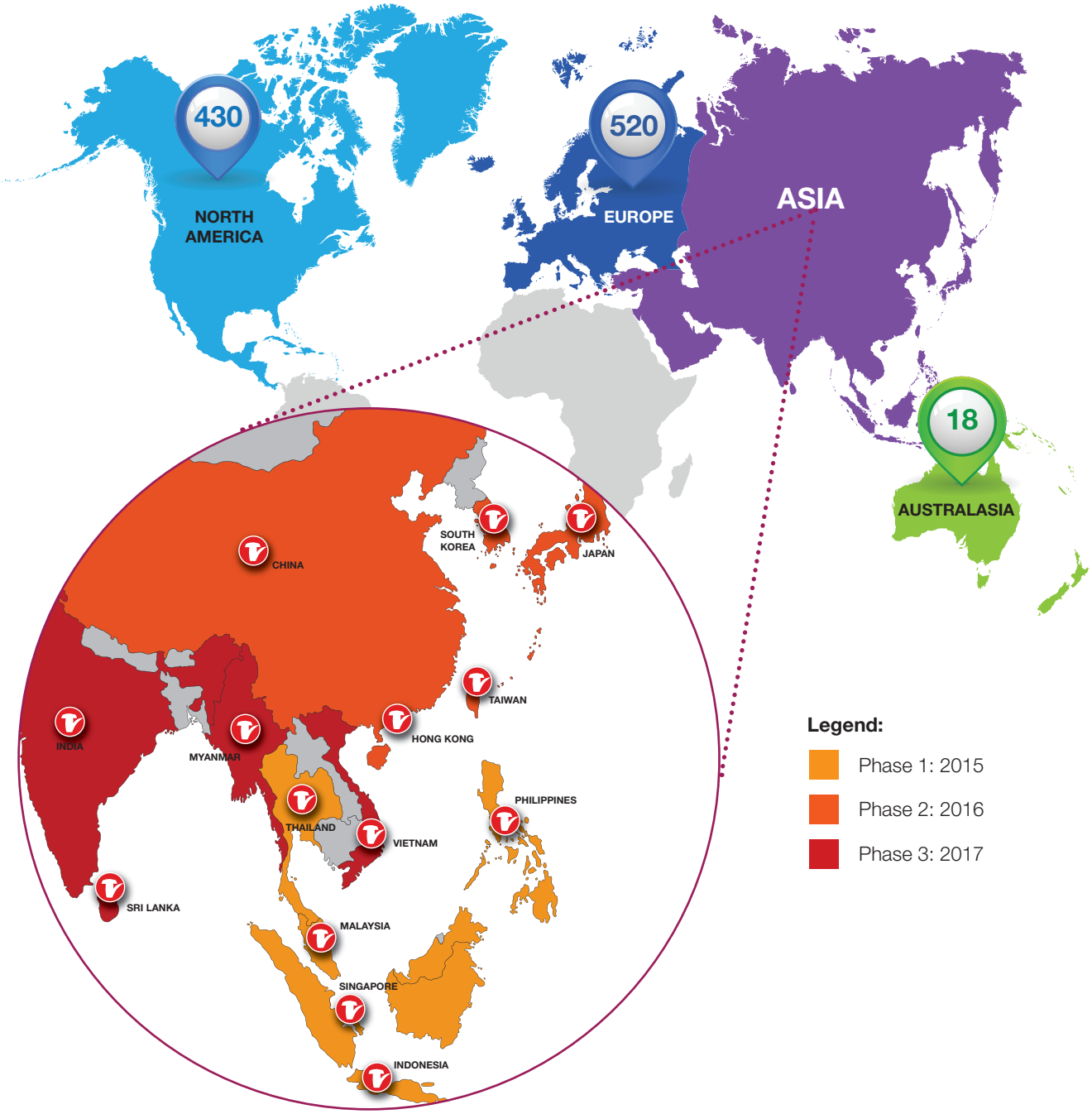
Mr. Dennis Edward Wright was appointed on 20 July 2015 as Senior Vice President of Operations. He has over 22 years of experience in hotel operations, pre-opening and development with Pan Pacific, Jin Jiang and most recently Red Planet Hotels in Thailand.



MS. LINDA LEE
Group Chief Financial Officer

Ms. Linda Lee Miau Kheng was appointed on 3 August 2015 as the Chief Financial Officer of the Company. Ms Lee has over 15 years of experience in commerce and industry and in recent years in the hospitality group, Millennium & Copthorne Hotels.

NEW HOSPITALITY SEGMENT
GLOBAL NETWORK



- **Well Established and Highly Recognised Global Brand**
  A network of close to 1,000 properties worldwide in key travel markets including the US, Europe and Australasia
- **Global network with cross-selling opportunities**
- **The Roll Out of Travelodge in Asia**

EXPLORING
OUR BRANDS









	SIMPLE, PURPOSEFUL, AFFORDABLE	STYLISH, ECLECTIC, FUN	INTUITIVE, PRODUCTIVE, CONNECTED	ATTENTIVE, LUXURIOUS, THOUGHTFUL
ROOM SIZE	12 – 18 sqm	18 – 24 sqm	18 – 24 sqm	24 – 32 sqm
RATING GUIDE	★★½	★★★½	★★★½	★★★★½
THE GUEST	Simple design, affordable rates and a focus on providing the indispensables cater to value-driven guests	Stylish on-the-go mavericks who appreciate avant-garde and unique design elements, and want a social cum business environment	Road warriors and families who value productivity, efficiency and security	Accomplished travellers who seek more attentive service with a personalised touch
THE EXPERIENCE	Simple and no frills, with limited amenities	Cool and fun with eclectic design concepts	Core product for business travellers and families, that is uncompromising on quality despite its limited service nature	Subtle luxury with the little extra touches
THE LODGE	Communal space for checking emails and surfing the internet	Playful and vibrant space with digital connectivity	Contemporary spaces to socialise, work, dine and lounge	Elegantly designed spaces that are more exclusive and private

SENSIBLE BRAND STANDARDS WITH FLEXIBILITY TO LOCALISE TO EACH MARKET AND CUSTOMISE TO EACH OWNER

nano BY TRAVELODGE

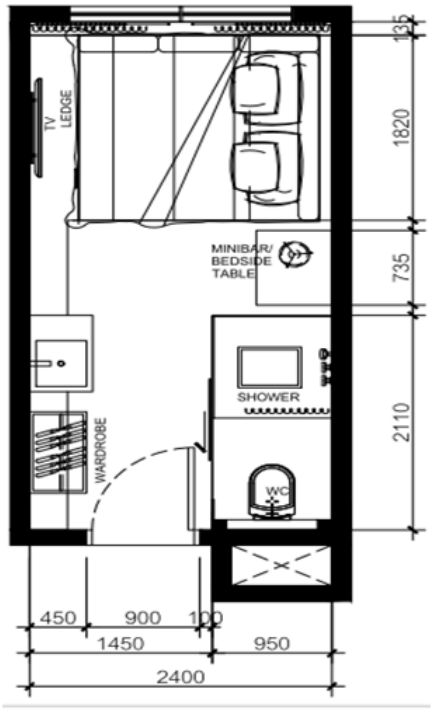
SIMPLE, PURPOSEFUL, AFFORDABLE











Dimensions shown are indicative only, subject to room size and layout.

one BY TRAVELODGE

STYLISH, ECLECTIC, FUN

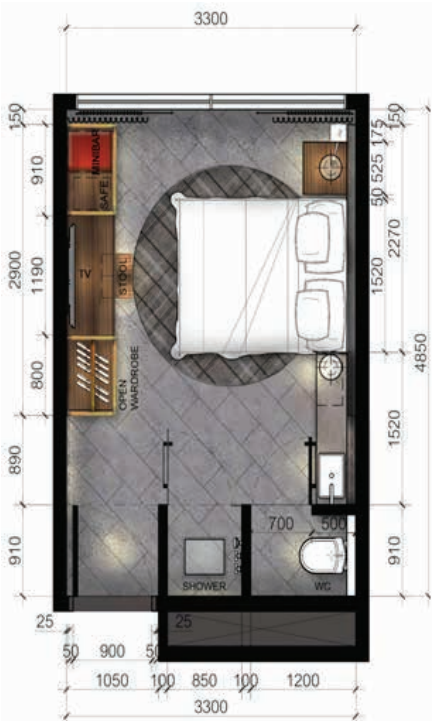












Dimensions shown are indicative only, subject to room size and layout.

Travelodge

INTUITIVE, PRODUCTIVE, CONNECTED









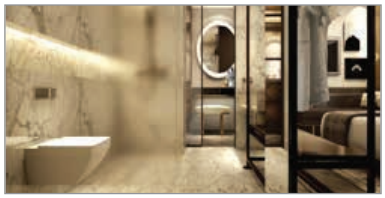


Dimensions shown are indicative only, subject to room size and layout.

SKYE
BY TRAVELODGE

ATTENTIVE, LUXURIOUS, THOUGHTFUL











Dimensions shown are indicative only, subject to room size and layout.

THE LODGE:
OUR TRADEMARK MULTI FUNCTIONAL F&B OUTLET



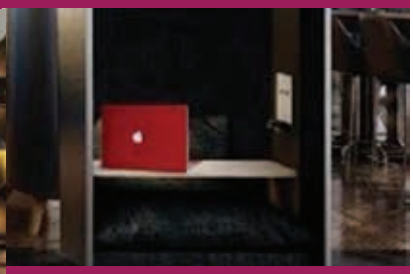
A unique fusion of spaces with multi-functionality at its core



Communal tables with high stools and low chairs for dining and working



Comfortable sofas for social or business meetings



Individual pods offer privacy & connectivity





Breakfast and all-day dining

The Lodge has been custom designed with a mix of seating

FLEXIBLE PARTNERSHIP OPTIONS

	DESCRIPTION	OWNER	TRAVELODGE
Lease	Travelodge leases the property from the owner, and is responsible for the operations of the hotel.	Owner, as Landlord, receives monthly rental payments.	Travelodge, as Tenant, pays the agreed rental payment to the owner.
Management Contract	Travelodge assists in the construction/ refurbishment of the hotel, where applicable, and manages the operations of the hotel on behalf of the owner.	Owner receives income from hotel operations after payment of Travelodge management fees.	Travelodge, as Manager, receives management fees and contributions to sales & marketing fund.
Franchise	Travelodge franchises its brand to the owner and provides initial support to ensure understanding and subsequent compliance with Brand Standards. Owner is responsible for the operations of the hotel.	Owner, as Franchisee, receives income from hotel operations after payment of Travelodge franchise fees.	Travelodge, as Franchisor, receives franchise fees.
Manchise	Combination of management contract and franchise whereby arrangement may differ on a case-by-case basis. **Option 1:** Travelodge initially manages the operations of the hotel on behalf of the owner (management contract) before transferring the responsibility for the operations to the owner (franchise) after a period of time. **Option 2:** Travelodge appoints General Manager (and the hotel owner appoints the Financial Controller). **Option 3:** Travelodge franchises brand to experienced local hotel operators who have operating expertise but do not enjoy the benefits of a global brand. Local operator then executes management contract with owner. Other options under the broad definition of Manchise are also possible.		
Other Commercial Arrangements	• Acquisition of Freehold or Leasehold Assets • Master Franchisee (Territorial Exclusivity with Development Targets) • Area Development Agreement (No Territorial Exclusivity) • M&A of Existing Local Hotel Management Companies. • Any other Joint Venture arrangements that are mutually beneficial to Travelodge and JV Partner can be considered.		

HOSPITALITY MANAGEMENT TEAM
TRAVELODGE ASIA



DENNIS WRIGHT
Senior Vice President, Operations

Dennis Edward Wright was appointed on 20 July 2015 as Senior Vice President of Operations. He has over 22 years of experience in hotel operations, pre-opening and development with Pan Pacific, Jin Jiang and most recently Red Planet Hotels in Thailand.



LINDA LEE
Group Chief Financial Officer

Linda Lee Miau Kheng was appointed on 3 August 2015 as the Chief Financial Officer of the Company. Ms Lee has over 15 years of experience in commerce and industry and in recent years in the hospitality group, Millennium & Copthorne Hotels.



JAGDISH SANDHU
Vice President,
Revenue Management,
Distribution and Sales

Jagdish Sandhu joined TLA as Vice President, Revenue Management, Distribution and Sales. Ms Sandhu has over 15 years of experience in Revenue Management and Distribution and was previously responsible for revenue maximization of over 30 properties at Banyan Tree and also on properties with brands such as Marina Mandarin, Shangri-la and Ritz Carlton.



HAZEL TEO
Vice President, Technical Services

Hazel Teo joined TLA as Vice President, Technical Services. Ms Teo has over 15 years of experience in technical services and architectural design. She was previously responsible for feasibility studies, architectural design, project management and overall technical services while working for various recognised hotel and serviced residences management companies such as Premier Inn, Ascott and Oakwood.



TIM WATERHOUSE
Vice President,
Information Technology

Tim Waterhouse joined TLA as Vice President, Information Technology. Mr. Waterhouse has over 24 years of experience in hotel systems and IT infrastructure, at both the corporate and property levels. He has previously worked with established hotel brands such as Hilton and Six Senses and hospitality solutions provider Micros.

CONTINUING WITH OUR **CORE EXPERTISE**

SHIPPING

The team is led by Loh Hong Hoo who is the General Manager and director of GMT Bravo Pte. Ltd. and GMT Charlie Pte. Ltd. since August 2011. He has more than 30 years of experience in marine industry, from agency to chartering and shipping, overseeing operations, business development and sales.



SHIP'S PARTICULARS	
Name of Ship	BAYAN
Description of Ship	Steel Petroleum Product Tanker (<60C)
Registered Dimensions	Length: 81.83m Breadth: 14.80m Depth: 7.36m



SHIP'S PARTICULARS	
Name of Ship	COMO
Description of Ship	Steel Petroleum Product Tanker (<60C)
Registered Dimensions	Length: 81.83m Breadth: 14.80m Depth: 7.36m

CORPORATE GOVERNANCE REPORT

The Board of Directors (the "Board") of ICP Ltd. (the "Company" and together with its subsidiaries, the "Group") is committed to observing high standard of corporate governance.

This report discloses the corporate governance framework and practices adopted by the Group. The Company has adhered to the principles and guidelines as set out in the Code of Corporate Governance 2012 (the "Code"), where appropriate.

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: Effective Board to lead and control the company

The Company is led by a Board of which each Director brings to the Board skills, experience, insights and sound judgement, serve to further the interests of the Group.

The Board is collectively responsible for the long term success of the Group. It assumes responsibility for stewardship of the Group. Its primary objective is to protect and enhance shareholder value. Its role is in:

(a) leading and setting overall business directions and objectives of the Group;
(b) approving the Group's strategic plans, major investments and divestments and funding requirements;
(c) reviewing the performance of the business and approving the release of the financial results announcement of the Group to shareholders;
(d) overseeing the processes for financial reporting and statutory compliance;
(e) providing guidance in the overall management of the business, affairs of the Group and monitoring the performance of Management;
(f) establishing a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of shareholders' interest and the Company's assets; and
(g) setting the Company's values and standards and ensuring that the obligations to the shareholders and other stakeholders are understood.

Each Director is expected, in the course of carrying out his duties, to act in good faith and consider at all times the interests of the Company.

The Board has established and delegated certain specific responsibilities to the following three (3) board committees:

(a) Audit Committee ("AC")
(b) Nominating Committee ("NC")
(c) Remuneration Committee ("RC")

The Board accepts that while these board 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.

CORPORATE GOVERNANCE REPORT

These committees function within clearly defined terms of reference which are reviewed by the Board on a regular basis.

The Board conducts regular scheduled meetings at least twice a year and meets as and when deemed necessary. The Company's Articles of Association allows a Board meeting to be conducted by telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means.

The number of Board and Board committee meetings held during the financial year ended 30 June 2015 ("FY2015"), as well as the attendance of each Director at these meetings is set out below:

	Board	Audit Committee	Nominating Committee	Remuneration Committee
Total no. of meeting held in FY2015	**2**	**2**	**1**	**1**
	No. of meetings attended	**No. of meetings attended**	**No. of meetings attended**	**No. of meetings attended**
Mr. Aw Cheok Huat[1]	2	2	1	1
Mr. Tan Kok Hiang[2]	2	2	1	1
Mr. Winston Seow Han Chiang	2	2	1	1
Mr. Ong Kok Wah[1]	2	NA	NA	NA

[1] Mr. Ong Kok Wah was appointed as a member of the NC and the RC in place of Mr. Aw Cheok Huat with effect from 20 November 2014. Mr. Ong was also appointed as Chairman of the RC with effect from 20 November 2014.

[2] Mr. Tan Kok Hiang was appointed as the Lead Independent Director with effect from 20 November 2014.

Specific matters which requires Board's approval include:

(a) financial results announcements;
(b) interim dividend payments and proposals of final dividends;
(c) major funding, material acquisitions, investments, disposals and divestments; and
(d) any other transactions of a material nature.

A transaction is considered material if the value of the transaction exceeds 5% of the Group's net tangible assets.

Each Director has received a formal letter, setting out among other things, his duties and obligations, upon his appointment.

The Company has in place an orientation program for all newly appointed Directors. This is to ensure that they are familiar with the Group's business and operations, and governance practices.

Directors are provided with regular updates on relevant new laws, regulations and changing commercial risks from time to time. They are encouraged to attend trainings or seminars, which are useful and relevant to them in discharging their duties.

CORPORATE GOVERNANCE REPORT

BOARD COMPOSITION AND GUIDANCE

Principle 2: Independent element on the Board

The current Board comprises 4 Directors, 3 of whom are Independent Directors. The NC has ensured that at least half of the Board is made up of Independent Directors in order to comply with Guideline 2.2(d) of the Code.

Mr. Aw Cheok Huat	*Non-Independent and Non-Executive Chairman*
Mr. Tan Kok Hiang	*Lead Independent Director*
Mr. Winston Seow Han Chiang	*Independent Director*
Mr. Ong Kok Wah	*Independent Director*

The NC makes recommendations to the Board the appointments to the Board and Board Committees and the independence of the Directors, taking into consideration the guidance provided in the Code. The NC also reviews the independence of each Director annually based on the guidelines set out in the Code. It further ensures that no individual or group of individuals dominate the Board's decision-making process.

Currently, there is no Independent Director who has served on the Board beyond nine years from the date of his first appointment.

The Non-Executive Director and the Independent Directors participate actively during Board meetings. In particular, ensuring that the strategies proposed by the Management are constructively challenged, fully discussed and examined. They play an important part in reviewing the performance of Management in meeting agreed goals and objectives and in monitoring the reporting of performance. As and when required, non-executive directors will also meet without the presence of Management.

The Board comprises members with diverse expertise and experience in business and management, law, accounting and finance. Key information on the Directors is set out on page 7 of the Annual Report.

The Board, through the NC, reviews the size and composition of the Board and is of the opinion that, given the scope and nature of the Group's operation, the current size and composition is appropriate in facilitating effective decision making.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

Principle 3: Clear division of responsibilities to ensure a balance of power and authority

The Board had appointed Mr. Aw Cheok Huat as a Non-Independent and Non-Executive Chairman since 19 December 2012.

The Board is of the view that Mr. Aw Cheok Huat's role as a Non-Independent and Non-Executive Chairman will not compromise accountability and independent decision makings as there is a sufficient number of Independent Directors on the Board to exercise objective judgment on decisions. In addition, the Board is of the view that there are sufficient safeguards and checks to ensure that the decision making process of the Board is independent and based on the collective decisions of the Directors, without any individual exercising any considerable concentration of power or influence.

CORPORATE GOVERNANCE REPORT

The Chairman is responsible for:

- leading Board discussions and deliberation;
- setting meeting agendas;
- promoting a culture of openness and debate at the Board;
- ensuring that directors receive complete, adequate and timely information;
- ensuring effective communication with shareholders; and
- promoting a high standards of corporate governance and also ensures compliance with the Company's corporate governance guidelines.

BOARD MEMBERSHIP/BOARD PERFORMANCE
Principle 4: Formal and transparent process for appointment new directors
Principle 5: Formal assessment of effectiveness of the Board and contributions by each director

The NC comprises the following members, the majority of whom, including the Chairman are independent and non-executive:

Mr. Winston Seow Han Chiang	Independent NC Chairman
Mr. Tan Kok Hiang	Lead Independent Director
Mr. Ong Kok Wah	Independent Director

The NC is guided by its Terms of Reference which sets out its responsibilities. In particular, the NC:

(a) makes recommendations to the Board on the appointment of new executive and non-executive directors including making recommendations on the compositions of the Board;
(b) reviews the Board structure, size and composition and makes recommendations to the Board;
(c) determines the process for search, nomination, selection and appointment of new board members;
(d) determines if a Director is independent on an annual basis; and
(e) assesses the effectiveness of the Board as a whole and the effective contribution and commitment of each individual Director to the effectiveness of the Board.

Article 92 of the Company's Articles of Association ("AA") provides that an election of Directors shall take place each year. All Directors except a Managing Director shall retire once at least in each three years but shall be eligible for re-election. Accordingly, the NC reviews and makes recommendations to the Board the re-election of eligible Directors at annual general meetings ("AGM").

Article 74 of the Company's AA provides that the Directors shall have power from time to time and at any time to appoint additional Directors, provided always that the total number of Directors shall not exceed the prescribed maximum. A Director so appointed shall retire from office at the close of the next AGM, but shall be eligible for re-election.

Section 153 of the Companies Act, Cap. 50, a person of or over the age of 70 years may by an ordinary resolution at an AGM of the company be appointed or re-appointed as a director of the company to hold office until the next AGM of the company.

CORPORATE GOVERNANCE REPORT

There is no alternate Director on the Board.

The Board believes that each individual director is best placed to determine and ensure that he is able to devote sufficient time and attention to discharge his duties and responsibilities as directors of the Company, bearing in mind his other commitments. In considering the nomination of directors for re-election and re-appointment, the NC will take into account, amongst others, the competing time commitments faced by directors with multiple Board memberships.

For the financial year under review, Mr. Aw Cheok Huat and Mr. Ong Kok Wah will retire in accordance with Article 92 of the Company's AA and Section 153 of the Companies' Act, Cap. 50 respectively. Each member of the NC shall abstain from voting on any resolution in respect to his re-nomination as a Director.

The Board is satisfied with each Director's contribution and/or the levels of participation in the Board and Board Committees.

The Board has, through the NC, implemented an annual evaluation process to assess the effectiveness of the Board as a whole. The evaluation process is undertaken as an internal exercise and involves Board members completing a questionnaire covering areas such as Board's composition and conduct, Board's processes and procedures, Board's accountability, and evaluation and succession planning of key executives.

The evaluation process takes into account the views of each Board member and provides an opportunity for Directors to provide feedback (if any) on the working and/or the improvements of the Board in the areas of Board's procedures and processes.

For FY2015, the NC has performed the duties as required under its Terms of Reference. In particular, the NC had carried out the annual assessment of independence of the independent directors and contribution of individual Directors to the effectiveness of the Board and its Board Committee for FY2015.

The NC has recommended to the Board that Mr. Aw Cheok Huat and Mr. Ong Kok Wah be nominated for re-election or re-appointment, as applicable, at the forthcoming AGM. The Board has accepted the recommendations and the retiring Directors will be offering themselves for re-election or re-appointment.

The Board and the NC have endeavoured to ensure that the Director appointed to the Board possesses the relevant experience, knowledge and expertise critical to the Group's business.

ACCESS TO INFORMATION

Principle 6: Provision of complete, adequate and timely information prior to Board meetings and on an on-going basis

The members of the Board are provided with appropriate materials and information in relation to financial, budget and corporate updates prior to the Board meeting on an on-going basis to facilitate the Board to make informed decisions.

The Board has separate and independent access to the Company's senior management and the Company Secretary. In addition, the Board and Independent Directors may seek independent professional advice, if necessary, at the Company's expense.

CORPORATE GOVERNANCE REPORT

The Company Secretary is responsible for ensuring that proceedings are conducted according to meeting procedures and applicable rules and regulations. The decision to appoint or remove the Company Secretary is a decision made by the Board as a whole.

REMUNERATION MATTERS

Principle 7: Formal and transparent procedure for developing policies on fixing of remuneration packages for Directors and key executives

The RC comprises the following Directors, the majority of whom, including the Chairman are independent and non-executive:

Mr. Ong Kok Wah	Independent RC Chairman
Mr. Tan Kok Hiang	Lead Independent Director
Mr. Winston Seow Han Chiang	Independent Director

The RC is guided by its Terms of Reference which sets out its responsibilities. In particular, the RC:

(a) reviews and recommends to the Board a framework of remuneration for the Board and senior management of the Group and determines the remuneration packages and terms of employment;
(b) administers the Goldtron Limited Share Option Scheme 2006 (the "Scheme"); and
(c) reviews and recommend to the Board for approval by shareholders, the remuneration of non-executive directors.

Principle 8: Level and mix of remuneration

The RC takes into account pay and employment conditions within the same industry and in comparable companies in setting remuneration packages.

The Independent Directors and Non-Executive Director receive a basic fee and additional fee for serving on any of the Board Committees.

The Remuneration Committee recognises the need to pay competitive fees to attract, motivate and retain such Independent Directors and Non-Executive Director, yet not over-compensate them to the extent that their independence (if applicable) may be compromised. Directors' fees are recommended by the Board for approval by the shareholders at the Company's AGM.

Principle 9: Disclosure on remuneration

For the financial year under review, the RC recommended Directors' fees of S$122,000 which the Board will table at the forthcoming AGM for shareholders' approval. The Independent Directors and Non-Executive Director are not entitled to receive other remuneration other than Directors' fees.

The number of Directors of the Company whose remuneration falls within bands of S$250,000 is disclosed in Note 6 to the Financial Statements.

CORPORATE GOVERNANCE REPORT

The remuneration of each key management personnel did not exceed S$50,000 for FY2015.

There is no employee who is an immediate family member of a director and whose remuneration exceeded S$150,000 during FY2015.

The shareholders of the Company had on 26 October 2006 approved the Scheme, a long term incentive scheme for the Group's eligible employees and Directors. The RC is responsible for the administration of the Scheme. No share option has been granted since the adoption of the Scheme in October 2006. Details of the Scheme are disclosed in the Report of the Directors.

ACCOUNTABILITY AND AUDIT

Principle 10: Board to present balanced and understandable assessment of the Company's performance, position and prospects

The Company provides shareholders with half year financial results within 45 days from the end of the half year and the annual financial results to be released within 60 days from the financial year end on a timely basis.

The Board is also accountable to shareholders and disseminates information on the Group's performance, position and prospects through the half year and full year results announcements and the annual reports. In order to achieve this, Management provides the Board with the necessary financial information for the discharge of its duties. Management is accountable to the Board and maintains regular contact and communication with the Board, including preparing and circulating to the Board the half year and full year financial statements of the Group.

The Board also furnishes timely information and ensures disclosure of material information to shareholders via SGXNET.

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 11: Sound system of internal controls

The Board has overall responsibility for the governance of risk and exercise oversight of the risk management strategy and framework. The Group has a risk policy and framework in place to manage and monitor the risk tolerance.

The AC ensures that a review of the effectiveness of the Group's material internal controls, including financial, operational, compliance and information technology controls and risk management is conducted annually.

The Board has also received assurance from the Chairman and Chief Financial Officer:

(a) that the financial records have been properly maintained and the financial statements give true and fair view of the Group's operations and finances; and
(b) on the adequacy and the effectiveness of the Group's risk management systems and internal control systems.

Based on the internal controls established and maintained by the Group, work performed by the external auditors, and reviews performed by the Management, various Board Committees as well as assurance from Key Management, the Audit Committee and the Board are of the opinion that the Group's internal controls, including financial, operational, compliance, and information technology controls and risk management system were adequate and effective as at 30 June 2015.

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

Principle 12: Establishment of an AC with written terms of reference

The AC comprises the following Directors, the majority of whom, including the Chairman are independent and non-executive:

Mr. Tan Kok Hiang	Lead Independent AC Chairman
Mr. Winston Seow Han Chiang	Independent Director
Mr. Aw Cheok Huat	Non-executive Director

The AC has adopted the recommended terms of reference set out in the Guidebook for Audit Committees in Singapore, issued by the Audit Committee Guidance Committee. In particular, the AC:

(a) reviews the Company's financial statements and any public financial reporting with Management;
(b) reviews with the external auditors their audit scope and management letter;
(c) reviews with the external auditors the impact of any new or proposed changes in accounting principles or regulatory requirements on financial statements of the Company and the Group;
(d) reviews with external auditors the adequacy and effectiveness of the Group's internal control systems;
(e) assess if Management has the relevant expertise to manage risk exposure adequately; and
(f) reviews Interested Person Transactions and ensures that such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company or its minority shareholders.

The AC meets at least twice a year to perform and carry out its duties and functions which are set out in paragraph 6 of the Report of the Directors. The AC also meets with the external auditors without the presence of Management at least once a year.

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to and co-operation from Management, and full discretion to invite any Director or Executive Officer to attend its meetings. The AC has been given adequate resources to enable it to discharge its duties and responsibilities properly.

The AC reviewed the scope and results of the external audit and also assesses the cost effectiveness, the independence and objectivity of the external auditor. Where the auditor also provides substantial volume of non-audit services to the Company, the AC shall review the nature and extent of such services.

The AC is satisfied with the level of co-operation rendered by the Management to the external auditors and the adequacy of the scope and quality of their audits.

The aggregate amount of fees paid to the external auditors for the financial year ended 30 June 2015 are as follows:

Services	Baker Tilly TFW LLP (S$)	Other firms of Certified Public Accountants (S$)
Statutory audit fees	65,500	Nil
Non-audit fees	Nil	Nil

CORPORATE GOVERNANCE REPORT

The AC makes recommendations to the Board on the appointments, re-appointments and removals of the external auditors. It also recommends to the Board the remuneration and terms of engagement of the external auditors.

The AC has recommended and the Board has accepted the AC's recommendation for the nomination of KPMG LLP in place of Baker Tilly TFW LLP as the external auditors of the Company for the ensuing year, subject to the approval of the shareholders at the AGM.

The AC has put in place a whistle blowing policy which enables employees to report incidents of malpractice or financial misfeasance directly to the AC Chairman without the fear of retaliatory actions. The objective of the policy is to ensure that there is independent investigation of such matters and that appropriate follow up actions are carried out.

The external auditors provided regular updates and periodic briefings to the AC on changes or amendments to accounting standards to enable the members of the AC to keep abreast of such changes and its corresponding impact on the financial statements, if any.

The auditors of the Company's subsidiaries are disclosed in Note 12 to the financial statements in this annual report. The Company confirms that Rules 712 and 715 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules") are complied with.

INTERNAL AUDIT

Principle 13: Establishment of an internal audit function that is independent of the activities it audits

The Company has out-sourced its internal audit function to Nexia TS Risk Advisory Pte Ltd, a professional consultancy firm.

The AC reviews the audit plan and activities of the internal auditors. It also reviews the reports by the internal auditors and the effectiveness of actions taken by Management on the recommendations made by the internal auditors.

The AC is of the opinion that the out-sourced internal audit function would complement the internal controls system established and maintained by the Group.

COMMUNICATION WITH SHAREHOLDERS

Principle 14: Shareholder Rights

Principle 15: Communication with Shareholders

Principle 16: Conduct of Shareholder Meeting

The Board believes in regular, effective and timely communication with its shareholders. The Company does not practice selective disclosure of price-sensitive information.

CORPORATE GOVERNANCE REPORT

Information is communicated to shareholders on a timely basis through:

(a) annual reports and circulars;
(b) announcements released through SGXNET;
(c) notices of general meetings; and
(d) press releases.

A general meeting is a principal forum for dialogue with shareholders. All shareholders are entitled to attend general meetings and are accorded the opportunity to participate effectively at general meetings by expressing their views and asking questions on the Company's affairs and operations. All directors and external auditors would usually be present at general meetings to address shareholders' queries.

A shareholder is allowed to vote in person or in absentia by appointing up to two proxies to attend and vote on his behalf at general meetings. The Company's Articles of Association does not cater for nominee or custodial services to appoint more than two proxies.

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings. The Company does not have a dividend policy.

All resolutions tabled at general meeting will be voted by way of poll.

The proceeding of the general meeting will be properly recorded, including relevant comments and queries from shareholders relating to the agenda of the meeting and responses from the Board and Management. All minutes of the general meetings will be made available to shareholders upon request.

DEALINGS IN COMPANY'S SECURITIES

In line with Rule 1204 (19) of the Catalist Rules, the Group has adopted an internal compliance code (the "Code") on dealings in the Company's securities.

The Company and its officers are prohibited from dealing in the Company's securities on short-term considerations and during the period commencing one month before the announcements of the Company's half year and full year financial results and ending on the date of the announcement of the relevant financial results.

The Company and its officers are expected to observe insider trading laws at all times even when dealing with securities within the permitted trading period or when they are in possession of unpublished price sensitive information and they are not to deal in the Company's securities on short-term consideration. The Directors and officers of the Company are required to submit to the Board annual confirmations on their compliance with the provisions of the Code for each financial year.

CORPORATE GOVERNANCE REPORT

INTERESTED PERSON TRANSACTIONS

The Company has established internal control policies to ensure that transactions with interested persons are properly reviewed, approved and conducted on an arm's length basis that are not prejudicial to the interests of the shareholders.

There were no interested persons transactions between the Company or its subsidiaries and any of its interested persons entered into during the financial year under review save as disclosed in Note 24b to the financial statements in this annual report. The Company does not have a shareholders' mandate for interested person transactions.

MATERIAL CONTRACTS

The Group confirms that there were no material contracts or loans entered into between the Company or any of its subsidiaries, involving the interests of any Director or controlling shareholder, which are either still subsisting at the end of FY2015 or if not then subsisting, entered into since the end of the previous financial year.

USE OF PROCEEDS ARISING FORM THE RENOUNCEABLE AND NON-UNDERWRITTEN RIGHTS ISSUE

The net proceeds from the 2012 Rights Issue and 2014 Rights Issue were S$11.22 million and S$12.31 million respectively. As at 30 June 2015, the cash proceeds have been utilised as follows:–

Utilisation of Rights Issue Proceeds	**S$ million**
Balance of net proceeds from 2012 Rights Issue as at 1 July 2014	4.22
Amount disbursed in FY2014:	
Acquisition of the trademark rights to the hotel brand name "Travelodge" by the Company's wholly-owned subsidiary, Travelodge Hotels Asia (IP) Pte. Ltd.	(3.53)
Net proceed raised from the 2014 Rights Issue	12.31
Balance of net proceeds from the 2012 Rights Issue and 2014 Rights Issue as at 30 June 2015	13.00

The use of the proceeds is in accordance with the purposes set out in the Offer Information Statement dated 30 August 2012 and 2 April 2014.

CATALIST SPONSORS

No non-sponsor fees were paid to the Company's Sponsor, RHT Capital Pte. Ltd. for FY2015.

REPORT OF THE DIRECTORS

The directors present their report to the members together with the audited consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as at 30 June 2015.

1 Directors

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

Aw Cheok Huat	*Non-Independent and Non-Executive Chairman*
Tan Kok Hiang	*Lead Independent Director*
Winston Seow Han Chiang	*Independent Director*
Ong Kok Wah	*Independent Director*

2 Arrangements to enable directors to acquire benefits

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than as disclosed under "Share Options" in this report.

3 Directors' interests in shares and debentures

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and its related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act, except as follows:

	Number of ordinary shares					
	Shareholdings registered in the name of directors			Shareholdings in which a director is deemed to have an interest		
Name of directors	At 1.7.2014	At 30.6.2015	At 21.7.2015	At 1.7.2014	At 30.6.2015	At 21.7.2015
The Company						
Aw Cheok Huat	105,269,800	163,269,800	163,269,800	380,896,000	431,077,100	453,744,100
Ong Kok Wah	35,600,000	35,600,000	35,600,000	–	–	–
Tan Kok Hiang	800,000	800,000	800,000	–	–	–

REPORT OF THE DIRECTORS

4 Directors' contractual benefits

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

5 Share options

Share Option Scheme 2006

Share Option Scheme 2006 (the "Scheme") was approved and adopted by shareholders at the Annual General Meeting held on 26 October 2006.

The Remuneration Committee (the "RC") administering the Scheme comprises directors, Ong Kok Wah (Chairman of the RC), Tan Kok Hiang and Winston Seow Han Chiang.

The Scheme forms an integral and important component of the employee compensation plan, which is designed to primarily reward and retain executive directors, non-executive directors and employees of the Company whose services are integral to the success and the continued growth of the Company.

Principal terms of the Scheme

(i) Participants

Under the rules of the Scheme, executive and non-executive directors (including independent directors) and employees of the Company, who are not Controlling Shareholders or their associates, are eligible to participate in the Scheme.

(ii) Size of the Scheme

The aggregate number of shares over which the Committee may grant options on any date, when added to the number of shares issued and issuable in respect of all options granted under the Scheme, shall not exceed 15% of the issued shares of the Company on the day preceding that date.

(iii) Options, exercise period and exercise price

The options that are granted under the Scheme may have exercise prices that are, at the Committee's discretion, set at a price (the "Market Price") equal to the weighted average share price of the shares for the last trading day immediately preceding the relevant date of grant of the option or at a discount to the Market Price (subject to a maximum discount of 20%). Options which are fixed at the Market Price ("Market Price Option") may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the Market Price ("Incentive Option") may only be exercised after the second anniversary from the date of grant of the option. Options granted under the Scheme to all employees in the Company (including executive directors) and non-executive directors will have a life span of ten and five years, respectively.

REPORT OF THE DIRECTORS

5 Share options (cont'd)

Share Option Scheme 2006 (cont'd)

Principal terms of the Scheme (cont'd)

(iv) Grant of options

Under the rules of the Scheme, there are no fixed periods for the grant of options. As such, offers for the grant of options may be made at any time, from time to time at the discretion of the Committee.

In addition, in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, offers may only be made after the second market day from the date on which the aforesaid announcement is made.

(v) Termination of options

Special provisions in the rules of the Scheme deal with the lapse or earlier exercise of options in circumstances which include the termination of the participant's employment in the Company, the bankruptcy of the participant, the death of the participant, a take-over of the Company and the winding-up of the Company.

(vi) Acceptance of options

The grant of options shall be accepted within 30 days from the date of offer. Offers of options made to grantees, if not accepted by the closing date, will lapse. Upon acceptance of the offer, the grantee must pay the Company a consideration of S$1.00.

(vii) Duration of the Scheme

The Scheme shall continue in operation for a maximum duration of ten years and may be continued for any further period thereafter with the approval of the Shareholders by ordinary resolution in a general meeting and of any relevant authorities which may then be required.

Options granted under the Scheme

During the financial year, no options to take up unissued shares of the Company or its subsidiaries were granted.

Options exercised

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries whether granted before or during the financial year.

REPORT OF THE DIRECTORS

5 Share options (cont'd)

Options outstanding

There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

6 Audit Committee

As at the date of this report, the members of the Audit Committee are as follows:

Tan Kok Hiang *(Chairman)*
Winston Seow Han Chiang
Aw Cheok Huat

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act which include:

(a) review of the plan, scope and reports of the internal audit by the internal auditor of the Company;

(b) review with the external auditor, the audit plan, their evaluation of the system of internal controls and their audit report;

(c) review with the external auditor and management, significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company, the Group's half-year and full-year results announcement and the audited annual report of the Company before recommending to the Board for approval and release to the public;

(d) review and assess the independence of the external auditor of the Company and the nature and extent of non-audit services provided by them before recommending to the Board for their re-appointment;

(e) review of management's co-operation with the external auditor;

(f) review of interested person transactions; and

(g) undertake such other functions and duties as may be agreed to by the Audit Committee and the Board of Directors.

The Audit Committee, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

REPORT OF THE DIRECTORS

6 Audit Committee (cont'd)

The Audit Committee convened two meetings during the year with full attendance from all members. The Audit Committee has also met with external auditor, without the presence of the Company's management, at least once a year.

Further details regarding the Audit Committee are disclosed in the Report on Corporate Governance.

On behalf of the Board of directors,

Aw Cheok Huat
Director

Tan Kok Hiang
Director

30 September 2015

STATEMENT BY **DIRECTORS**

In the opinion of the directors:

(a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 36 to 91 are drawn up so as to give a true and fair view of the financial position of the Group and the Company as at 30 June 2015 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended in accordance with the provisions of the Singapore Companies Act 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.

On behalf of the Board of directors,

Aw Cheok Huat
Director

Tan Kok Hiang
Director

30 September 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ICP LTD. AND ITS SUBSIDIARIES

Report on the Financial Statements

We have audited the accompanying financial statements of ICP Ltd. (the "Company") and its subsidiaries (the "Group") as set out on pages 36 to 91, which comprise the statements of financial position of the Group and Company as at 30 June 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility 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 Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of the financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ICP LTD. AND ITS SUBSIDIARIES

Report on the Financial Statements (cont'd)

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and Company as at 30 June 2015 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

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 auditor, have been properly kept in accordance with the provisions of the Act.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

30 September 2015

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 30 June 2015

	Note	Group 2015 S$'000	2014 S$'000
Continuing operations			
Revenue	3	**3,952**	4,320
Cost of sales		**(2,806)**	(2,800)
Gross profit		**1,146**	1,520
Other income		**314**	290
Administrative expenses		**(1,581)**	(865)
Finance costs	4	**(155)**	(188)
Other operating expenses		**(4,131)**	–
(Loss)/profit before tax	5	**(4,407)**	757
Tax expense	8	**(176)**	(151)
(Loss)/profit from continuing operations		**(4,583)**	606
Discontinued operations			
Profit from discontinued operations, net of tax	9	**–**	1,443
(Loss)/profit for the year		**(4,583)**	2,049
Other comprehensive (loss)/income:			
Items that will be reclassified subsequently to profit or loss:			
Exchange differences arising from translation of foreign operations		**–**	(148)
Fair value loss on available-for-sale financial assets		**(3,930)**	–
Fair value reserve reclassified to profit or loss upon impairment on available-for-sale financial assets		**3,930**	–
		–	(148)
Items that will not be reclassified subsequently to profit or loss:			
Reversal of deferred tax liabilities arising from disposal of revalued leasehold land and building		**–**	1,272
Other comprehensive income for the year, net of tax		**–**	1,124
Total comprehensive (loss)/income for the year		**(4,583)**	3,173

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

CONSOLIDATED STATEMENT OF
PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 30 June 2015

	Note	Group 2015 S$'000	2014 S$'000
(Loss)/profit attributable to:			
Equity holders of the Company		**(4,941)**	1,496
Non-controlling interests		**358**	553
		(4,583)	2,049
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		**(4,941)**	2,620
Non-controlling interests		**358**	553
		(4,583)	3,173
(Loss)/earnings per share			
Basic and diluted (cents per share)	10	**(0.19)**	0.063
Basic and diluted (cents per share) – continuing operations	10	**(0.19)**	0.002
Basic and diluted (cents per share) – discontinued operations	10	**–**	0.06

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

STATEMENTS OF FINANCIAL POSITION

As at 30 June 2015

	Note	Group		Company	
		2015	2014	2015	2014
		S$'000	S$'000	S$'000	S$'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	**15,943**	15,557	**–**	–
Investment in subsidiaries	12	**–**	–	**9,615**	9,615
Available-for-sale financial assets	13	**2,850**	6,624	**734**	889
Intangible assets	14	**4,769**	1,167	**–**	–
Club membership		**28**	28	**–**	–
		23,590	23,376	**10,349**	10,504
Current assets					
Amounts due from subsidiaries	12	**–**	–	**14,357**	13,024
Other receivables and prepayments	15	**403**	91	**200**	86
Cash and bank balances	16	**25,491**	29,676	**22,651**	28,679
		25,894	29,767	**37,208**	41,789
Total assets		**49,484**	53,143	**47,557**	52,293
LIABILITIES					
Non-current liabilities					
Borrowings, secured	17	**4,740**	3,850	**–**	–
Amounts due to non-controlling interests	18	**1,400**	–	**–**	–
Deferred tax liability	19	**780**	604	**–**	–
		6,920	4,454	**–**	–
Current liabilities					
Trade payables		**91**	94	**–**	–
Other payables	20	**1,132**	2,261	**764**	776
Amount due to a subsidiary	12	**–**	–	**11,000**	11,000
Borrowings, secured	17	**1,080**	1,490	**–**	–
		2,303	3,845	**11,764**	11,776
Total liabilities		**9,223**	8,299	**11,764**	11,776
Net assets		**40,261**	44,844	**35,793**	40,517
EQUITY					
Share capital	21	**82,824**	82,824	**82,824**	82,824
Reserves	23	**(46,549)**	(41,608)	**(47,031)**	(42,307)
Equity attributable to equity holders of the Company		**36,275**	41,216	**35,793**	40,517
Non-controlling interests		**3,986**	3,628	**–**	–
Total equity		**40,261**	44,844	**35,793**	40,517

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2015

	Share capital $'000	Fair value reserve $'000	Goodwill arising on consolidation $'000	Accumulated losses $'000	Reserves $'000	Equity attributable to equity holders of the Company $'000	Non-controlling interests $'000	Total $'000
Group								
At 1 July 2014	82,824	–	(2,059)	(39,549)	(41,608)	41,216	3,628	44,844
(Loss)/profit for the year	–	–	–	(4,941)	(4,941)	(4,941)	358	(4,583)
Other comprehensive (loss)/income								
- Fair value loss on available-for-sale financial assets	–	(3,930)	–	–	(3,930)	(3,930)	–	(3,930)
- Fair value reserve reclassified to profit or loss upon impairment on available-for-sale financial assets	–	3,930	–	–	3,930	3,930	–	3,930
Other comprehensive income for the year, net of tax	–	–	–	–	–	–	–	–
Total comprehensive (loss)/income for the year	–	–	–	(4,941)	(4,941)	(4,941)	358	(4,583)
At 30 June 2015	**82,824**	**–**	**(2,059)**	**(44,490)**	**(46,549)**	**36,275**	**3,986**	**40,261**

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2015

	Share capital S$'000	Foreign currency translation reserve S$'000	Asset revaluation reserve S$'000	Goodwill arising on consolidation S$'000	Accumulated losses S$'000	Reserves S$'000	Equity attributable to equity holders of the Company S$'000	Non-controlling interests S$'000	Total S$'000
Group									
At 1 July 2013	70,517	148	6,208	(2,059)	(48,525)	(44,228)	26,289	3,075	29,364
Rights issue during the year	12,307	–	–	–	–	–	12,307	–	12,307
Profit for the year	–	–	–	–	1,496	1,496	1,496	553	2,049
Other comprehensive (loss)/income									
- Currency translation differences on consolidation	–	(148)	–	–	–	(148)	(148)	–	(148)
- Reversal of deferred tax liabilities arising on disposal of revalued assets	–	–	–	–	1,272	1,272	1,272	–	1,272
Other comprehensive (loss)/income for the year, net of tax	–	(148)	–	–	1,272	1,124	1,124	–	1,124
Total comprehensive (loss)/income for the year	–	(148)	–	–	2,768	2,620	2,620	553	3,173
Reversal of revaluation gain upon disposal of property, plant and equipment	–	–	(6,208)	–	6,208	–	–	–	–
At 30 June 2014	82,824	–	–	(2,059)	(39,549)	(41,608)	41,216	3,628	44,844

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

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2015

	Share capital S$'000	Accumulated losses S$'000	Total S$'000
Company			
At 1 July 2014	82,824	(42,307)	40,517
Loss and total comprehensive loss for the year	–	(4,724)	(4,724)
At 30 June 2015	**82,824**	**(47,031)**	**35,793**
At 1 July 2013	70,517	(47,993)	22,524
Rights issue during the year (Note 21)	12,307	–	12,307
Profit and total comprehensive income for the year	–	5,686	5,686
At 30 June 2014	82,824	(42,307)	40,517

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

CONSOLIDATED STATEMENT OF **CASH FLOWS**

For the financial year ended 30 June 2015

	Group	
	2015	**2014**
	S$'000	**S$'000**
Cash flows from operating activities		
(Loss)/profit before tax		
- Continuing operations	**(4,407)**	757
- Discontinued operations	**–**	1,704
	(4,407)	2,461
Adjustments for:		
Depreciation of property, plant and equipment	**893**	1,295
Property, plant and equipment written off	**–**	13
Gain on disposal of property, plant and equipment	**–**	(2,691)
Gain on disposal of available-for-sale financial assets	**–**	(75)
Impairment loss on available-for-sale financial assets	**4,150**	–
Interest expense	**155**	198
Interest income	**(251)**	(63)
Investment income from available-for-sale financial assets	**(26)**	–
Unrealised foreign exchange gain	**(11)**	(146)
Operating cash flows before working capital changes	**503**	992
Inventories	**–**	177
Receivables	**(216)**	472
Payables	**268**	(207)
Cash generated from operations	**555**	1,434
Interest paid	**(155)**	(198)
Net cash generated from operating activities	**400**	1,236
Cash flows from investing activities		
Fixed deposits pledged	**(1)**	–
Interest received	**155**	30
Investment income from available-for-sale financial assets	**26**	–
Proceeds from disposal of available-for-sale financial assets	**–**	2,372
Proceeds from disposal of property, plant and equipment	**–**	11,795
Purchase of available-for-sale financial assets	**(531)**	(6,805)
Purchases of property, plant and equipment	**(1,279)**	(245)
Purchase of trademark	**(3,602)**	–
Refund of excess contribution in available-for-sale financial assets	**155**	–
Net cash (used in)/generated from investing activities	**(5,077)**	7,147

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

CONSOLIDATED STATEMENT OF **CASH FLOWS**

For the financial year ended 30 June 2015

	Group	
	2015	**2014**
	S$'000	**S$'000**
Cash flows from financing activities		
Proceeds from borrowings, secured	**6,000**	–
Proceeds from rights issue, net of expenses	**–**	12,307
Repayment of borrowings, secured	**(5,520)**	(1,491)
Repayment of finance lease liabilities	**–**	(87)
Net cash generated from financing activities	**480**	10,729
Net (decrease)/increase in cash and cash equivalents	**(4,197)**	19,112
Cash and cash equivalents at the beginning of the year	**29,526**	10,415
Effects of exchange rate changes on cash and cash equivalents	**11**	(1)
Cash and cash equivalents at the end of the year	**25,340**	29,526

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

Cash and bank balances	**5,202**	15,526
Fixed deposits	**20,289**	14,150
Cash and bank balances	**25,491**	29,676
Less: Fixed deposits pledged	**(151)**	(150)
Cash and cash equivalents per consolidated statement of cash flows	**25,340**	29,526

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 Corporate information

The Company (Co. Reg. No. 196200234E) is incorporated and domiciled in Singapore and listed on the Catalist board of the Singapore Exchange Securities Trading Limited. The address of its registered office and principal place of business is 10 Anson Road, #29-02 International Plaza, Singapore 079903.

The principal activities of the Company are those of an investment holding and management company.

The principal activities of the significant subsidiaries are disclosed in Note 12 to the financial statements.

2 Summary of significant accounting policies

(a) Basis of preparation

The consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company, expressed in Singapore dollar which is the Company's functional currency are rounded to the nearest thousand (S$'000) except when otherwise indicated. The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act and Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of consolidated financial statements in conformity with FRS requires management to exercise its judgment in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent 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 ultimately differ from these estimates. There were no significant estimates used during the financial year. Critical accounting judgments in applying the Group's accounting policies are disclosed in Note 29(d).

(b) Adoption of new/revised Singapore Financial Reporting Standards

(i) New or revised FRS effective in the current year

In the current financial year, the Group has adopted all the new or revised FRS and Interpretations of FRS ("INT FRS") that are relevant to its operations and effective for the current financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS.

The adoption of the new/revised FRS and INT FRS did not have any material impact on the financial results or position of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(b) Adoption of new/revised Singapore Financial Reporting Standards (cont'd)

(ii) New or revised FRS issued but not yet effective

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 30 June 2015 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company.

(c) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, has rights to, variable returns though its power over the entity.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of the investment, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

(d) Basis of consolidation

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

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

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

Business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(d) Basis of consolidation (cont'd)

Any excess of the fair value of the consideration transferred in the business combination, the amount of any non-controlling interest in the acquiree (if any) and the fair value of the Group's previously held equity interest in the acquiree (if any), over the fair value of the net identifiable assets acquired is recorded as goodwill. Goodwill is accounted for in accordance with the accounting policy for goodwill stated in Note 2(e). In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the date of acquisition.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if the subsidiary incurred losses and the losses allocated exceed the non-controlling interests in the subsidiary's equity.

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners).

When a change in the Company's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific FRS.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(e) Goodwill

Goodwill is initially measured at cost and is subsequently measured at cost less any accumulated impairment losses.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of a subsidiary, associated company or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(f) Property, plant and equipment

Land and buildings are initially recorded at cost. Building and leasehold land are subsequently carried at revalued amounts less accumulated depreciation and accumulated impairment losses. Their fair values are determined by an independent professional valuer annually on the highest and best use basis using the Direct Market Comparison Method.

Other property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment in value.

The cost of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(f) Property, plant and equipment (cont'd)

When an asset is revalued, any increase in the carrying amount arising from revaluation is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve unless it reverses a previous revaluation decrease relating to the same asset, which was previously recognised as an expense. In these circumstances the increase is recognised as income to the extent of the previous write down. When an asset's carrying amount is decreased as a result of a revaluation, the decrease is recognised as an expense unless it reverses a previous surplus relating to that asset, in which case it is charged against any related revaluation surplus, to the extent that the decrease does not exceed the amount held in the revaluation surplus in respect of that same asset.

Included in property, plant and equipment is dry-docking expenditure which is capitalised when incurred and amortised over the period to the next anticipated dry-docking which is over 29 months.

On disposal of a property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss; any amount in revaluation reserve relating to that asset is transferred to retained earnings directly.

Depreciation is calculated on a straight-line basis to write off the cost or revalued amount of other property, plant and equipment over their expected useful lives. The estimated useful lives are as follows:

Leasehold land and building	– the shorter of 50 years or the remaining lease term
Plant, machinery and equipment	– 3 to 10 years
Vessels	– 23 years
Computer equipment	– 3 years
Renovations	– 3 years

No depreciation is provided on renovation work-in-progress until it is completed.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(g) Other intangible assets

Trademark

Trademarks that are acquired by the Group are stated at cost. Trademarks with indefinite useful lives are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. Otherwise, the change in useful life from indefinite to finite is made on a prospective basis.

(h) Impairment of non-financial assets excluding goodwill

At the end of each reporting period, the Group assesses the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is recognised in other comprehensive income up to the amount of any previous revaluation.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment loss for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(i) Financial assets

(i) Classification

The Group classifies their financial assets as loans and receivables and available-for-sale financial assets, as appropriate. The Group determines the classification of its financial assets at initial recognition and re-evaluates this designation 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 are presented as current assets, except those maturing later than 12 months after the end of the reporting period which are classified as non-current assets. Loans and receivables are presented as "other receivables and prepayments" (excluding prepayments), "amounts due from subsidiaries" and "cash and cash equivalents" on the statement of financial position.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are presented as non-current assets unless management intends to dispose of the assets within 12 months after the end of the reporting period.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sales proceeds is recognised in profit or loss. Any amount in the fair value reserve relating to that asset is reclassified to profit or loss.

(iii) Initial measurement

Financial assets are initially recognised at fair value plus transaction costs.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(i) Financial assets (cont'd)

(iv) Subsequent measurement

Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Changes in fair values of available-for-sale equity securities (i.e. non-monetary items) are recognised in fair value reserve/other comprehensive income, together with the related currency translation differences.

Interest and dividend income on financial assets available-for-sale are recognised separately in profit or loss.

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

(v) Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence exists.

Loans and receivables

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired. The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

The allowance for impairment loss account is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(i) Financial assets (cont'd)

(v) Impairment (cont'd)

Available-for-sale financial assets

Significant or prolonged declines in the fair value of the security below its cost and the disappearance of an active trading market for the security are objective evidence that the security is impaired.

The cumulative loss is measured as the difference between the acquisition cost (net of any principal repayments and amortisation) and the current fair value, less any impairment loss previously recognised in profit or loss on securities. The impairment losses recognised in profit or loss on securities are not reversed through profit or loss.

(j) Club membership

Club membership is measured on initial recognition at cost. Following initial recognition, club membership is carried at cost less accumulated amortisation and any impairment losses. The club membership is assessed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains or losses on disposal of club membership are recognised in profit or loss.

(k) Financial liabilities

Financial liabilities include trade and other payables (excluding provision for unutilised annual leave), borrowings and amount due to non-controlling interests. Financial liabilities are recognised on the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is extinguished. Gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(l) Provisions for other liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and the amount can be estimated reliably. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. Where the effect of the time value of money is material, the amount of the provision shall be discounted to present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and risks specific to the obligation.

When discounting is used, the increase in the provision due to passage of time is recognised as a finance cost in profit or loss.

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan and the restructuring either has commenced or has been announced. Provisions are not recognised for future operating losses.

(m) Leases

Operating leases

When the Group is the lessee

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are recognised in profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the financial year in which termination takes place.

Contingent rents are recognised as an expense in profit or loss when incurred.

When the Group is the lessor

Leases where the Group entity retains substantially all the risks and rewards incidental to ownership of the asset are classified as operating leases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(n) Share capital and treasury shares

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

When an entity within the Group purchases the Company's ordinary shares ("treasury shares"), the consideration paid including any directly attributable incremental cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained earnings of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to the employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve of the Company.

(o) Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value, and excludes pledged deposits.

(p) Income taxes

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

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(p) Income taxes (cont'd)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

– temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

– temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and

– taxable temporary differences arising on the initial recognition of goodwill.

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(q) Foreign currencies

(i) 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").

(ii) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation differences 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 end of the reporting period are recognised in profit or loss, unless they arise from borrowings in foreign currencies, other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations.

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. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(iii) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(1) assets and liabilities are translated at the closing rate at the end of the reporting period;

(2) income or expense for each statements presenting profit or loss and other comprehensive income (including comparatives) shall be translated at exchange rates at the dates of the transactions; and

(3) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, currency translation differences arising from the net investment in foreign entities and borrowings and other currency instruments designated as hedges of such investments are taken to foreign currency translation reserve. When a foreign operation is disposed of, such currency translation differences are recognised in profit or loss as part of the gain or loss on disposal.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(q) Foreign currencies (cont'd)

(iii) Translation of Group entities' financial statements (cont'd)

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 January 2005 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rates at the end of the reporting period. For acquisitions of foreign operation prior to 1 January 2005, the goodwill and fair value adjustments are deemed to be assets and liabilities of the Company and are recorded in Singapore Dollar at the rates prevailing at the date of acquisition.

(r) Employee benefits

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group participates in the national schemes as defined by laws of the countries in which it operates. The Group has no further payment obligations once the contributions have been paid. The Group's contributions are recognised as expense in profit or loss as and when they are incurred.

Employee leave entitlement

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

Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for grant of options is recognised as an expense in profit or loss with a corresponding increase in the share-option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of options granted on the date of grant. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At each reporting period, the Group revises its estimates of the number of shares under option 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 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 "treasury account", when treasury shares are re-issued to the employees.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(s) Dividend

Interim dividends are recorded in the financial year in which they are declared payable. Final dividends are recorded in the financial year in which the dividends are approved by the shareholders for payment.

(t) Revenue recognition

Revenue for the Group comprises the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of business, net of value added tax, rebates and discounts and after eliminating sales within the Group. Revenue is recognised as follows:

(i) Revenue on the sale of goods

Revenue on the sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the customer and collectibility of the related receivables is reasonably assured.

(ii) Charter income

Charter income arising from the chartering of vessel is accounted for on a straight-line basis over the lease term.

(iii) Interest income

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

(iv) Dividend income

Dividend income is recognised when the right to receive payment is established.

(u) Borrowing costs

Borrowing costs, which comprise interest and other costs incurred in connection with the borrowing of funds, are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are recognised in the profit or loss using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

2 Summary of significant accounting policies (cont'd)

(v) Segment reporting

A business segment is a distinguishable component of the Group engaged either in providing products or services (business segment) that are subject to risks and returns that are different from those of other business segments. A geographical segment is based on the location of the customers regardless of where the goods are produced.

Segment information is presented in respect of the Group's business and geographical segments and the Group's internal reporting structure. The primary format, business segments, is based on the Group's principal activities.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise interest income-generating assets and revenue, interest bearing borrowings and expenses, and corporate assets and expenses.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one year.

(w) Discontinued operations

A component of the Group is classified as a 'discontinued operation' when the criteria to be classified as held for sale have been met or it has been disposed of and such a component represents a separate major line of business or geographical area of operations or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations.

In profit or loss of the comparative period of the previous year, all income and expenses from discontinued operations are reported separately from income and expenses from continuing operations, down to the level of profit after taxes, even when the Group retains a non-controlling interest in the subsidiary after the sale. The resulting profit or loss (after taxes) is reported separately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

3 Revenue

	Group	
	2015	2014
	S$'000	S$'000
Charter income	**3,952**	4,320

4 Finance costs

	Group	
	2015	2014
	S$'000	S$'000
Interest expense:		
– Term loan	**155**	188

5 (Loss)/profit before tax

	Group	
	2015	2014
	S$'000	S$'000
(Loss)/profit before tax from continuing operations is arrived at after charging/(crediting):		
Included in cost of sales		
Depreciation expense	**848**	715
Ship management fee	**1,906**	2,040
Included in other income		
Loss on disposal of available-for-sale financial assets	**–**	(75)
Included in administrative expenses		
Audit fees paid/payable to the auditor of the Company	**66**	58
Depreciation expense	**45**	–
Non-audit fees paid/payable to the auditor of the Company	**–**	–
Rental expense – operating lease	**176**	24
Included in other operating expenses		
Impairment loss on available-for-sale financial assets		
– reclassified from other comprehensive loss	**3,930**	–
– recognised directly in profit or loss	**220**	–
Gain on foreign exchange, net	**(19)**	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

6 Remuneration bands of directors of the Company

	Group	
	2015	**2014**
Number of directors of the Company in each remuneration band:		
S$250,000 to S$499,999	**–**	–
S$0 to S$249,999	**4**	5
	4	5

The 2014 remuneration bands included one director who resigned during the year.

7 Staff costs (including directors' remuneration)

The following staff costs are included in profit or loss from continued and discontinued operations:

	Group	
	2015 S$'000	**2014 S$'000**
Salaries, bonus and related costs	**471**	1,073
Defined contribution plans	**22**	89
Staff welfare benefits	**28**	78
Termination benefits	**–**	169
	521	1,409
Included in:		
Cost of sales – discontinued operations	**–**	284
Administrative expenses – continued operations	**521**	309
– discontinued operations	**–**	816
	521	1,409

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

8 Tax expense

Tax expense attributable to net (loss)/profit is made up of:

	Group	
	2015	**2014**
	S$'000	**S$'000**
From continuing operations		
Deferred tax – current year	**176**	151
From discontinued operations		
Deferred tax – current year	**–**	261
	176	412

The income tax expense on the results for the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax due to the following factors:

	Group	
	2015	**2014**
	S$'000	**S$'000**
(Loss)/profit before tax from:		
Continuing operations	**(4,407)**	757
Discontinued operations	**–**	1,704
	(4,407)	2,461
Tax calculated at a tax rate of 17%	**(749)**	418
Expenses not deductible for tax purposes	**930**	170
Income not subject to tax	**(3)**	(187)
Deferred tax assets not recognised	**–**	97
Utilisation of previously unrecognised deferred capital allowances	**–**	(84)
Others	**(2)**	(2)
	176	412

At 30 June 2015, the Group has estimated unabsorbed tax losses amounting to S$22.45 million (2014: S$22.45 million), available for offsetting against future taxable income subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. No deferred tax asset has been recognised in respect of the unabsorbed tax losses as it is not probable that future taxable profits will be sufficient to allow the related tax benefits to be realised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

9 Discontinued operations

There was no discontinued operation during the financial year ended 30 June 2015.

On 21 January 2014, the shareholders of the Company approved the disposal of the property and the cessation of the electroplating business. Subsequently, on 31 March 2014, the Company successfully completed the disposal of the property and the cessation of the electroplating business.

The operations of Valtron was classified as a discontinued operations in the previous financial year ended 30 June 2014. Segment information relating to the discontinued operations was disclosed in Note 27.

Results of discontinued operations – 2014

	Group S$'000
Revenue	1,478
Cost of sales	(750)
Gross profit	728
Other income (Note a)	2,810
Administration expenses	(1,809)
Finance costs	(10)
Other operating expenses	(15)
Profit before tax from discontinued operation	1,704
Tax expense	(261)
Profit from discontinued operations, net of tax	1,443
Profit from discontinued operation attributable to:	
Equity holders of the Company	1,443
Non-controlling interests	–
Profit from discontinued operations, net of tax	1,443

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

9 Discontinued operations (cont'd)

Cash flows from discontinued operations – 2014

	Group S$'000
Operating cash flows	(51)
Investing cash flows	11,795
Financing cash flows	(12,057)
	(313)

Note a – Other income included gain on disposal of property, plant and equipment of S$2.69 million.

10 (Loss)/earnings per share

The following reflects the (loss)/earnings attributable to the equity holders of the Company using the basic and diluted earnings per share computation:

	Continuing operations		Discontinued operations		Total	
	2015	2014	**2015**	2014	**2015**	2014
Net (loss)/profit for the year attributable to equity holders of the Company (S$'000)	**(4,941)**	53	**–**	1,443	**(4,941)**	1,496
Weighted average number of ordinary shares for basic earnings per share (in millions)	**2,552**	2,358	**–**	2,358	**2,552**	2,358
Basic (loss)/earnings per share (cents)	**(0.19)**	0.002	**–**	0.06	**(0.19)**	0.063

The basic (loss)/earnings per share is calculated by dividing (loss)/profit for the financial year attributable to equity holders of the Company by the number of ordinary shares in issue during the financial year.

Diluted (loss)/earnings per share is same as basic (loss)/earnings per share as there were no potential dilutive ordinary shares for the financial years ended 30 June 2015 and 30 June 2014.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

11 Property, plant and equipment

	Leasehold land and building $'000	Vessels $'000	Plant, machinery and equipment $'000	Renovations $'000	Computer equipment $'000	Total $'000
Group						
2015						
Cost or revalued amount						
At 1 July 2014	–	18,158	2,514	–	–	20,672
Additions	–	896	–	249	134	1,279
Written-off	–	–	(2,453)	–	–	(2,453)
Reclassification	–	–	(61)	–	61	–
At 30 June 2015	–	19,054	–	249	195	19,498
Representing:						
At cost	–	19,054	–	249	195	19,498
Accumulated depreciation						
At 1 July 2014	–	2,638	2,477	–	–	5,115
Depreciation charge for the year	–	848	–	7	38	893
Written-off	–	–	(2,453)	–	–	(2,453)
Reclassification	–	–	(24)	–	24	–
At 30 June 2015	–	3,486	–	7	62	3,555
Net carrying value						
At 30 June 2015	**–**	**15,568**	**–**	**242**	**133**	**15,943**

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

11 Property, plant and equipment (cont'd)

	Leasehold land and building S$'000	Vessels S$'000	Plant, machinery and equipment S$'000	Total S$'000
Group				
2014				
Cost or revalued amounts				
At 1 July 2013	9,502	17,913	11,035	38,450
Additions	–	245	–	245
Disposals	(9,502)	–	(8,050)	(17,552)
Written-off	–	–	(471)	(471)
At 30 June 2014	–	18,158	2,514	20,672
Representing:				
At cost	–	18,158	2,514	20,672
Accumulated depreciation				
At 1 July 2013	–	1,923	10,803	12,726
Depreciation charge for the year	493	715	87	1,295
Disposals	(493)	–	(7,955)	(8,448)
Written-off	–	–	(458)	(458)
At 30 June 2014	–	2,638	2,477	5,115
Net carrying value				
At 30 June 2014	–	15,520	37	15,557

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

11 Property, plant and equipment (cont'd)

(a) Depreciation charge is allocated as follows:

	Group	
	2015	**2014**
	S$'000	**S$'000**
Continuing operations		
– cost of sales	**848**	715
– administrative expenses	**45**	–
Discontinued operations		
– cost of sales	**–**	13
– administrative expenses	**–**	567
	893	1,295

(b) The vessels with net carrying value of S$15.6 million (2014: S$15.5 million) are pledged to a bank to obtain the secured term loans (Note 17).

(c) Included in renovations of the Group are carrying value of renovation work-in-progress totalling S$0.17 million (2014: S$Nil) which were not ready for their intended use.

12 Investment in and amounts due from/(to) subsidiaries

Investment in subsidiaries included in non-current assets and amounts due from/(to) subsidiaries included in current assets are as follows:

	Company	
	2015	**2014**
	S$'000	**S$'000**
Unquoted equity shares, at cost	**11,361**	11,361
Less: allowance for impairment	**(1,746)**	(1,746)
Net carrying value	**9,615**	9,615
Amounts due from subsidiaries	**14,357**	13,024
Amount due to a subsidiary	**(11,000)**	(11,000)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

12 Investment in and amounts due from/(to) subsidiaries (cont'd)

The amounts due from/(to) subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand. The amounts due from subsidiaries are stated net of written-off of amount due from a subsidiary amounted to S$4.12 million.

Movement in the allowance for impairment losses:

		Company	
	Notes	**2015**	**2014**
		S$'000	**S$'000**
Unquoted equity shares			
At 1 July		**1,746**	29,401
Write back of allowance for impairment loss on investment in subsidiaries	(a)	**–**	(5,715)
Impairment allowance written off against cost		**–**	(21,940)
At 30 June		**1,746**	1,746
Amounts due from subsidiaries			
At 1 July		**–**	37,688
Transfer to a subsidiary	(b)	**–**	(1,225)
Impairment allowance written off against amounts due		**–**	(36,463)
At 30 June		**–**	–

(a) As at 30 June 2014, the Company performed an impairment test for the investment in subsidiaries and an amount of S$5.72 million in relation to its investment in a subsidiary, Dynamar Holdings Pte Ltd ("Dynamar"), was written back to profit or loss. As at 30 June 2014 and 2015, the management was of the view that its cost of investment in Dynamar can be recovered up to its higher net asset value at 30 June 2015, resulting in remaining impairment allowance of S$1.7 million representing the excess of cost of investment over the subsidiary's net asset value, and there is no other indication of impairment as at 30 June 2014 and 2015.

(b) In year 2014, an amount due of S$1.23 million and the related impairment allowance was transferred to a subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

12 Investment in and amounts due from/(to) subsidiaries (cont'd)

The details of subsidiaries as at 30 June 2015 are:

Subsidiary companies and country of incorporation	Principal activities	Place of operation	Equity held by Group 2015 %	Equity held by Group 2014 %
Held by the Company				
Dynamar Holdings Pte Ltd [i] Singapore	Investment holding and management company	Singapore	**100**	100
Goldtron Management Services Pte Ltd [i] Singapore	Advisory and management consultancy	Singapore	**100**	100
ICP Marine Pte. Ltd. [i] Singapore	Investment holding	Singapore	**100**	100
Paragon Holdings Pte. Ltd. [i] Singapore	Investment holding	Singapore	**100**	100
AceA Resources Pte Ltd [i] Singapore	Investment holding	Singapore	**100**	100
Travelodge Hotels Asia (IP) Pte. Ltd. (f.k.a ICP (IP) Pte. Ltd.) [i] Singapore	Investment holding and ownership of intellectual property rights	Singapore	**100**	100
Travelodge Hotels (Asia) Pte. Ltd. [i] [ii] Singapore	Hospitality	Singapore	**100**	–
Held by Dynamar Holding Pte Ltd Valtron Technology Pte Ltd [i] Singapore	Dormant	Singapore	**100**	100
Lifestyle & Personal Care Co., Limited Hong Kong	Struck off during the year	Hong Kong	**–**	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

12 Investment in and amounts due from/(to) subsidiaries (cont'd)

The details of subsidiaries as at 30 June 2015 are: (cont'd)

Subsidiary companies and country of incorporation	Principal activities	Place of operation	Equity held by Group	
			2015 %	2014 %
Held by ICP Marine Pte. Ltd.				
GMT Bravo Pte. Ltd. (i) Singapore	Renting of water transport equipment	Singapore	**51**	51
GMT Charlie Pte. Ltd. (i) Singapore	Renting of water transport equipment	Singapore	**51**	51
Held by Goldtron Management Services Pte Ltd				
Goldtron Trading Pte Ltd Singapore	Dormant	Singapore	**100**	100

(i) Audited by Baker Tilly TFW LLP.
(ii) Newly incorporated during the year.

Summarised financial information of subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries that have NCI that are considered by management to be material to the Group:

Name of subsidiary (Place of incorporation and principal place of business)	Ownership interests held by NCI		Profit allocated to NCI		Net assets attributable to NCI	
	2015	2014	2015 S$'000	2014 S$'000	2015 S$'000	2014 S$'000
GMT Bravo Pte. Ltd. (Singapore)	**49%**	49%	**166**	293	**2,063**	1,897
GMT Charlie Pte. Ltd. (Singapore)	**49%**	49%	**192**	260	**1,923**	1,731
Total			**358**	553	**3,986**	3,628

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

12 Investment in and amounts due from/(to) subsidiaries (cont'd)

Summarised financial information of subsidiaries with material non-controlling interests ("NCI") (cont'd)

The summarised financial information for the GMT Bravo Pte. Ltd. and GMT Charlie Pte. Ltd. are set out below. These financial information include consolidation adjustments but before inter-company eliminations:

	GMT Bravo Pte. Ltd.		GMT Charlie Pte. Ltd.	
	2015	**2014**	**2015**	**2014**
	$'000	**$'000**	**$'000**	**$'000**
Summarised statement of financial position				
Non-current assets	**7,848**	7,747	**7,720**	7,773
Current assets	**901**	463	**1,308**	304
Non-current liabilities	**(3,993)**	(2,318)	**(4,327)**	(2,136)
Current liabilities	**(552)**	(2,025)	**(783)**	(2,414)
Net assets	**4,204**	3,867	**3,918**	3,527
Summarised statement of profit or loss and other comprehensive income				
Revenue	**1,955**	2,160	**1,997**	2,160
Profit before tax	**442**	679	**505**	641
Tax expense	**(82)**	(59)	**(94)**	(92)
Profit after tax from continuing operations	**360**	620	**411**	549
Other comprehensive income	**–**	–	**–**	–
Total comprehensive income	**360**	620	**411**	549
Summarised statement of cash flows				
Net cash inflow from operating activities	**748**	1,030	**994**	990
Net cash outflow from investing activities	**(587)**	(4)	**(310)**	(241)
Net cash inflow/(outflow) from financing activities	**268**	(756)	**173**	(740)
Net increase in cash and cash equivalents	**429**	270	**857**	9

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

13 Available-for-sale financial assets

	Group		Company	
	2015 S$'000	2014 S$'000	2015 S$'000	2014 S$'000
Equity securities				
– unquoted	**2,116**	2,116	**–**	–
– quoted[(i)]	**–**	3,619	**–**	–
Unquoted fund investments[(ii)]	**734**	889	**734**	889
	2,850	6,624	**734**	889

(i) As announced on 1 April 2015, Tiaro Coal Limited ("Tiaro") has been embroiled in several disputes with its former controlling shareholder and its related companies. As a consequence, shareholders' support was suspended and Tiaro was placed into voluntary administration on 31 March 2015. As at 30 June 2015, the carrying amount of Tiaro amounted to S$4.15 million. The Board has considered the current affairs of Tiaro and has adopted the conservative approach to provide full impairment of S$4.15 million on its investment in Tiaro.

(ii) On 22 November 2013, the Company entered into a Fund Subscription Agreement with CMIA China Fund IV L.P. ("CMIA") at total commitment of US$1 million. CMIA plans to invest in a diversified portfolio of growth capital investment opportunities in the People's Republic of China and mid-sized companies outside of China. As at 30 June 2015, the Company has invested approximately S$0.73 million.

14 Intangible assets

	Group	
	2015 S$'000	2014 S$'000
Goodwill arising on business combination (Note (a))	**1,167**	1,167
Acquisition of the trademark (Note (b))	**3,602**	–
	4,769	1,167

(a) Goodwill arising on business combination

	Group	
	2015 S$'000	2014 S$'000
Cost		
At 1 July	**1,167**	–
Acquisition of subsidiaries	**–**	1,167
	1,167	1,167

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

14 Intangible assets (cont'd)

(a) Goodwill arising on business combination (cont'd)

Impairment test for goodwill

Goodwill acquired in a business combination is allocated, to the cash generating units (CGUs) that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated as follows:

	Group	
	2015	**2014**
	S$'000	**S$'000**
Vessel charter		
GMT Bravo Pte. Ltd. (single CGU)	**613**	613
GMT Charlie Pte. Ltd. (single CGU)	**554**	554
	1,167	1,167

The recoverable amounts of the CGUs are determined from value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management over the useful life of the CGUs.

The rate used to discount the forecast cash flows from GMT Bravo and GMT Charlie are 6.9%, and 6.8% respectively. No impairment loss against goodwill is recognised.

(b) Trademark

The Group acquired the registered trademark rights to the hotel brand name "Travelodge" in the Asia Pacific region, excluding Australia and New Zealand, for services relating to the management of hotels and serviced apartments, operation of hotels and serviced apartments and associated sales, marketing, reservations and booking services and the provision of conference rooms. The Travelodge hotel brand is one of the recognised brands in the limited service lodging worldwide. The trademark has indefinite useful life.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

15 Other receivables and prepayments

	Group		Company	
	2015	2014	2015	2014
	S$'000	S$'000	S$'000	S$'000
Sundry deposits	**30**	15	**20**	14
Tax credit recoverable	**14**	27	**14**	25
Other recoverable	**333**	33	**141**	33
Prepayments	**26**	16	**25**	14
	403	91	**200**	86

16 Cash and bank balances

	Group		Company	
	2015	2014	2015	2014
	S$'000	S$'000	S$'000	S$'000
Cash and bank balances	**5,202**	15,526	**2,513**	14,679
Fixed deposits	**20,138**	14,000	**20,138**	14,000
Cash and bank balances	**25,340**	29,526	**22,651**	28,679
Fixed deposits (pledged)	**151**	150	**–**	–
	25,491	29,676	**22,651**	28,679

The range of the effective interest rate on fixed deposits with banks as at 30 June 2015 is 0.05% to 1.73% (2014: 0.05% to 1.20%) per annum. Fixed deposits will mature within 1 to 10 (2014: 2 to 10) months after the end of the reporting period.

Fixed deposits of S$0.151 million (2014: S$0.150 million) are pledged to bank as collateral for bank borrowings (Note 17).

17 Borrowings, secured

	Group	
	2015	2014
	S$'000	S$'000
Term loan – current	**1,080**	1,490
Term loan – non-current	**4,740**	3,850
	5,820	5,340

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

17 Borrowings, secured (cont'd)

Term Loan

The term loans are repayable over the remaining period of 58 (2014: 43) months from July 2015. The interest rate is fixed at 2.5% (2014: 2.5%) per annum over the bank's 3 months (2014: 1 month) cost of fund. The term loans are secured by:

i) Existing first priority statutory mortgage over the Group's vessels (Note 11);

ii) Existing first priority legal assignment of insurance policies in respect of the vessels;

iii) Existing first priority legal assignment of contracts and charter earnings in respect of the vessels;

iv) Corporate guarantee by non-controlling interests of certain subsidiaries;

v) Corporate guarantee by related party of certain subsidiaries through common director; and

vi) Fixed deposits of certain subsidiaries (Note 16).

The term loans provide for certain restrictions and requirements with respect to, among others, payment of dividends, incurrence of additional liabilities, guarantees and disposition and mortgage of assets. These restrictions and requirements had been complied with by the Group as at 30 June 2015.

Fair values

The carrying amounts of current borrowings approximate their fair values at the end of the reporting period.

Fair value of non-current borrowings for disclosure purposes at the end of the reporting period is as follows:

	Group	
	2015	**2014**
	S$'000	**S$'000**
Term loans	**4,234**	3,504

The fair value is determined from discounted cash flow analysis using a discount rate based upon the market borrowing rates of an equivalent instrument or market lending rate for similar types of lending arrangement which the directors expect would be available to the Group at the end of the reporting period as follows:

	Group	
	2015	**2014**
	% per annum	**% per annum**
Term loans	**5.35**	5.35

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

18 Amounts due to non-controlling interests – Group

The amounts are due to a corporate shareholder of two subsidiaries and are subordinated in terms of repayments and enforcements, interest-free and not expected to be repayable within the next twelve months. As the amounts have no fixed determinable payment terms, the timing cash flow arising from the payable cannot be estimated reliably. Accordingly, the payables are stated at cost as the amortised cost of the amounts cannot be determined reliably.

19 Deferred tax liability

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when deferred taxes relate to the same fiscal authority.

The movements in deferred tax liability account are as follows:

	Group	
	2015	**2014**
	S$'000	**S$'000**
At 1 July	**604**	1,464
Tax charge/(credit) to		
– Profit or loss (Note 8)	**176**	412
– Other comprehensive loss	**–**	(1,272)
At 30 June	**780**	604
Representing:		
Non-current		
Deferred tax liabilities	**780**	604

Deferred tax expense relating to each component of other comprehensive income are as follows:

	Group	
	2015	**2014**
	S$'000	**S$'000**
Asset revaluation reserve	**–**	(1,272)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

19 Deferred tax liability (cont'd)

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

	Accelerated tax depreciation S$'000	Asset revaluation reserve S$'000	Total S$'000
Group			
Deferred tax liabilities			
At 1 July 2013	444	1,272	1,716
Charged to profit or loss	160	–	160
Credited to other comprehensive loss	–	(1,272)	(1,272)
At 30 June 2014	604	–	604
Charged to profit or loss	176	–	176
At 30 June 2015	**780**	**–**	**780**

20 Other payables

	Group		Company	
	2015 S$'000	2014 S$'000	2015 S$'000	2014 S$'000
Accrued operating expenses	**472**	229	**175**	187
Sundry payables	**93**	1,465	**25**	25
Ordinary shares dividend payable	**564**	564	**564**	564
Other taxes payable	**3**	3	**–**	–
	1,132	2,261	**764**	776

In 2014, the Group's sundry payables included amount of S$1.40 million and S$0.04 million due to a non-controlling interests of two subsidiaries and a related party respectively. The amounts were unsecured, interest-free and repayable on demand.

The related party refers to a company in which a director of two subsidiaries is able to exercise significant influence over their operating decisions.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

21 Share capital

	Group and Company			
	2015		2014	
	Number of ordinary shares	S$'000	Number of ordinary shares	S$'000
At 1 July	**2,551,689,122**	**82,824**	12,758,446,125	70,517
Issuance of rights shares	**–**	**–**	12,758,446,125	12,307
	2,551,689,122	**82,824**	25,516,892,250	82,824
At 15 May 2014 (after the share consolidation of every 10 shares into 1 consolidated share)	**–**	**–**	2,551,689,122	–
At 30 June	**2,551,689,122**	**82,824**	2,551,689,122	82,824

All issued shares are fully paid ordinary shares with no par value.

The holder of ordinary shares is entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

22 Employee share options

Equity-settled share options

Share Option Scheme 2006

Share Option Scheme 2006 (the "Scheme") was approved and adopted by shareholders at an Annual General Meeting held on 26 October 2006. The Scheme is administered by the Company's Remuneration Committee.

The principal terms of the Scheme are:

(i) Participants

Under the rules of the Scheme, executive and non-executive directors (including independent directors) and employees of the Company, who are not Controlling Shareholders or their associates, are eligible to participate in the Scheme.

(ii) Size of the Scheme

The aggregate number of shares over which the Committee may grant options on any date, when added to the number of shares issued and issuable in respect of all options granted under the Scheme, shall not exceed 15% of the issued shares of the Company on the day preceding that date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

22 Employee share options (cont'd)

(iii) Options, exercise period and exercise price

The options that are granted under the Scheme may have exercise prices that are, at the Committee's discretion, set at a price (the "Market Price") equal to the weighted average share price of the shares for the last trading day immediately preceding the relevant date of grant of the option or at a discount to the Market Price (subject to a maximum discount of 20%). Options which are fixed at the Market Price ("Market Price Option") may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the Market Price ("Incentive Option") may only be exercised after the second anniversary from the date of grant of the option. Options granted under the Scheme to all employees in the Company (including executive directors) and non-executive directors will have a life span of ten and five years, respectively.

(iv) Grant of options

Under the rules of the Scheme, there are no fixed periods for the grant of options. As such, offers for the grant of options may be made at any time, from time to time at the discretion of the Committee.

In addition, in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, offers may only be made after the second market day from the date on which the aforesaid announcement is made.

(v) Termination of options

Special provisions in the rules of the Scheme deal with the lapse or earlier exercise of options in circumstances which include the termination of the participant's employment in the Company, the bankruptcy of the participant, the death of the participant, a take-over of Company and the winding-up of Company.

(vi) Acceptance of options

The grant of options shall be accepted within 30 days from the date of offer. Offers of options made to grantees, if not accepted by the closing date, will lapse. Upon acceptance of the offer, the grantee must pay the Company a consideration of S$1.00.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

22 Employee share options (cont'd)

(vii) Duration of the Scheme

The Scheme shall continue in operation for a maximum duration of ten years and may be continued for any further period thereafter with the approval of the Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

During the financial year, no options to take up unissued shares of the Company were granted. No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

23 Reserves

	Group		Company	
	2015	**2014**	**2015**	**2014**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Goodwill arising on consolidation	**(2,059)**	(2,059)	**–**	–
Accumulated losses	**(44,490)**	(39,549)	**(47,031)**	(42,307)
	(46,549)	(41,608)	**(47,031)**	(42,307)

Movements in reserves for the Group are set out in the consolidated statement of changes in equity.

Foreign currency translation reserve

The foreign currency translation reserve is used to record foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries whose functional currency is different from that of the Group's presentation currency.

Asset revaluation reserve

The asset revaluation reserve arose from the revaluation of leasehold land and building of a subsidiary.

Goodwill on consolidation

These are gains and losses on the acquisition of subsidiaries where as the cost of an acquisition is less than the fair value of the Group's share of the identifiable net assets and contingent liabilities of the subsidiary acquired prior to 1 January 2001. Negative goodwill on subsidiaries acquired prior to annual periods commencing 1 October 2000 was allowed to be adjusted against shareholders' equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

24 Related party transactions

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

(a) Key management personnel compensation

Total key management personnel compensation is analysed as follows:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Salaries, bonus and related costs	**156**	134	**156**	134
Directors' fees	**137**	131	**122**	118
Defined contribution plan	**17**	16	**17**	16
	310	281	**295**	268
Comprise amounts paid/payable to:				
– Directors of the Company	**122**	225	**122**	225
– Directors of subsidiaries	**15**	13	**–**	–
	137	238	**122**	225

(b) Related party transactions

	Group		Company	
	2015	**2014**	**2015**	**2014**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Related parties				
Purchase of plant and equipment	**–**	86	**–**	–
Professional fees paid to firms which a director has an interest	**–**	38	**–**	25
Corporate shareholder of two subsidiaries				
Administrative fee charged by a corporate shareholder	**38**	19	**–**	–
Subsidiaries				
Advances from a subsidiary	**–**	–	**–**	(11,000)
Advances to subsidiaries	**–**	–	**5,448**	5,916
Management fees charged to a subsidiary	**–**	–	**–**	75

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

25 Operating lease commitments

The Group leases office and restaurant premise from non-related parties under non-cancellable operating lease agreements. The leases have an average tenure of more than 1 year with varying terms, escalation clauses and renewal options. No restrictions are imposed on dividends or further leasing.

Commitments in relation to non-cancellable operating leases contracted for at the end of the reporting period, but not recognised as liabilities, are as follows:

	Group	
	2015	**2014**
	S$'000	**S$'000**
Payable:		
– Within one financial year	**167**	103
– Between two to five financial years	**176**	47
	343	150

26 Capital commitment

Capital commitment contracted for but not provided for in the financial statements:

	Group	
	2015	**2014**
	S$'000	**S$'000**
Investment in unquoted fund investment committed but not yet called up	**629**	379

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

27 Segment information

The Group is organised into business units based on its nature of business for management purposes. The reportable segments are manufacturing, ship chartering, trading, investment holding and hospitality. Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performances of each segment.

(a) Business segments

The segment information provided to management for the reportable segments are as follows:

	(Discontinued) Manufacturing S$'000	Ship chartering S$'000	Investment holding S$'000	Hospitality S$'000	Consolidated S$'000
30 June 2015					
External revenue	**–**	**3,952**	**–**	**–**	**3,952**
Segment results	–	1,056	(5,126)	(459)	(4,529)
Finance income	–	–	277	–	277
Finance costs	–	(155)	–	–	(155)
Income tax	–	(176)	–	–	(176)
Loss for the year					**(4,583)**
Depreciation	–	848	20	25	893
Capital expenditure	–	896	–	383	1,279
Assets and liabilities					
Segment assets	–	18,944	25,968	4,572	49,484
Total assets					**49,484**
Segment liabilities	–	8,256	800	167	9,223
Total liabilities					**9,223**

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

27 Segment information (cont'd)

(a) Business segments (cont'd)

	(Discontinued) Manufacturing S$'000	Ship chartering S$'000	Investment holding S$'000	Hospitality S$'000	Consolidated S$'000
30 June 2014					
External revenue	1,478	4,320	–	–	5,798
Inter-segment revenue	–	–	79	–	79
Inter-co group elimination	–	–	(79)	–	(79)
Total revenue	1,478	4,320	–	–	5,798
Segment results	1,714	1,467	(585)	–	2,596
Finance income	–	–	63	–	63
Finance costs	(10)	(188)	–	–	(198)
Income tax	(261)	(151)	–	–	(412)
Profit for the year					2,049
Depreciation	580	715	–	–	1,295
Capital expenditure	–	245	–	–	245
Assets and liabilities					
Segment assets	248	17,454	35,441	–	53,143
Total assets					53,143
Segment liabilities	5	7,494	800	–	8,299
Total liabilities					8,299

Segment results

Performance of each segment is evaluated based on segment profit or loss which is measured differently from the net profit or loss before tax in the consolidated financial statements. Interest income and finance expenses are not allocated to segments as Group financing is managed on a group basis.

Segment assets

The amounts provided to the management with respect to total assets are measured in a manner consistent with that of the financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments.

Segment liabilities

The amounts provided to management with respect to total liabilities are measured in a manner consistent with that of the financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

27 Segment information (cont'd)

(b) Geographical segments

The Group's revenue and non-current assets (excluding available-for-sale financial assets) are attributable to a single country, Singapore, which is also the Group's principal place of business and operations. Therefore, no analysis by geographical region is presented.

(c) Information about major customers

Continuing operations

Revenue of approximately S$3.95 million (2014: S$4.32 million) which amounts to more than 10% of the Group's revenue is derived from one (2014: one) external customer and is attributable to the shipping segment.

Discontinued operations

In 2014, revenue of approximately S$1.48 million which amounted to more than 10% of the Group's revenue was derived from three external customers and was attributable to the manufacturing segment.

28 Financial instruments

(a) Categories of financial instruments

Financial instruments at their carrying amounts at the end of the reporting period are as follows:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Financial assets				
Other receivables	**363**	48	**161**	47
Amounts due from subsidiaries	**–**	–	**14,357**	13,024
Cash and bank balances	**25,491**	29,676	**22,651**	28,679
Loans and receivables, at amortised cost	**25,854**	29,724	**37,169**	41,750
Available-for-sale financial assets	**2,850**	6,624	**734**	889

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

28 Financial instruments (cont'd)

(a) Categories of financial instruments (cont'd)

	Group		Company	
	2015 S$'000	2014 S$'000	2015 S$'000	2014 S$'000
Financial liabilities, at amortised cost				
Borrowings, secured	**5,820**	5,340	**–**	–
Trade payables	**91**	94	**–**	–
Other payables	**1,118**	2,261	**763**	776
Amount due to a subsidiary	**–**	–	**11,000**	11,000
	7,029	7,695	**11,763**	11,776
Financial liabilities, at cost				
Amounts due to non-controlling interests	**1,400**	–	**–**	–
Total financial liabilities	**8,429**	7,695	**11,763**	11,776

(b) Financial risk management

The Group and Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Group's financial performance.

The policies for managing each of these risks are summarised below. The directors review and agree policies and procedures for the management of these risks.

(i) Foreign currency risk

The Group has no significant foreign currency denominated financial assets or liabilities except for its quoted equity securities (Note 13(i)) which is denominated in Australian dollars ("A$"). The impact of a 5% change in A$ against S$ is not disclosed as not expected to be significant. The Company has no significant foreign currency exposures.

The Group does not use any financial instruments to hedge its exposure to foreign currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group's exposure to interest rate risk arises primarily from their borrowings. The Group does not apply any hedge accounting as the interest-bearing liabilities were not significant. In addition, the Group also monitors the exposure of interest rate risk on an ongoing basis by reviewing the interest-bearing liabilities and to maintain cash equivalents in liquidity position. As the Group has no significant interest-bearing assets and liabilities other than its variable-rate term loans (Note 17), no sensitivity analysis has been disclosed as the impact of a 50 basis points change is not expected to have a significant impact.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

28 Financial instruments (cont'd)

(b) Financial risk management (cont'd)

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a credit policy in place and monitors credit evaluation and exposure to credit risk on an ongoing basis. In addition, collections and credit limits of customers are monitored by the Group.

The Group established an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables based on expected collectability of all receivables.

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

As the Group and Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are from credit worthy companies with a good payment record with the Group.

Cash and cash equivalents that are neither past due nor impaired are placed with or entered into with reputable financial institutions with high credit ratings and no history of default.

Financial assets that are past due and/or impaired

There is no other class of financial assets that is past due and/or impaired.

(iv) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations due to shortage of funds.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

28 Financial instruments (cont'd)

(b) Financial risk management (cont'd)

(iv) Liquidity risk (cont'd)

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

The Group also ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days and this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows:

	1 year or less S$'000	More than 1 year S$'000	Total S$'000
Group			
At 30 June 2015			
Borrowings, secured	1,265	5,094	6,359
Trade payables	91	–	91
Other payables	1,118	–	1,118
Amounts due to non-controlling interests	–	1,400	1,400
	2,474	**6,494**	**8,968**
At 30 June 2014			
Borrowings, secured	1,624	3,997	5,621
Trade payables	94	–	94
Other payables	2,261	–	2,261
	3,979	3,997	7,976
Company			
At 30 June 2015			
Other payables	763	–	763
Amount due to a subsidiary	11,000	–	11,000
	11,763	**–**	**11,763**
At 30 June 2014			
Other payables	776	–	776
Amount due to a subsidiary	11,000	–	11,000
	11,776	–	11,776

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

29 Fair value of financial instruments

(a) Fair value hierarchy

The Group and the Company classify fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy have the following levels:

i) Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

ii) Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

iii) Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(b) Fair value measurements of financial instruments that are measured at fair value

The following table presents the levels of fair value hierarchy for each class of assets measured at fair value in the statements of financial position at the end of the reporting period.

	Level 1 S$'000	Level 2 S$'000	Level 3 S$'000	Total S$'000
Group				
2015				
Recurring fair value measurements				
Financial assets				
Unquoted fund investments	**–**	**734**	**–**	**734**
2014				
Recurring fair value measurements				
Financial assets				
Equity securities – quoted	–	3,619	–	3,619
Unquoted fund investments	–	889	–	889

	Level 1 S$'000	Level 2 S$'000	Level 3 S$'000	Total S$'000
Company				
2015				
Recurring fair value instruments				
Unquoted fund investment	**–**	**734**	**–**	**734**
2014				
Recurring fair value instruments				
Unquoted fund investment	–	889	–	889

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

29 Fair value of financial instruments (cont'd)

(c) Assets and liabilities not carried at fair value but which fair values are disclosed

The fair value level 3 measurement of non-current borrowings is disclosed in Note 17.

(d) Critical accounting judgments in applying the Group's and Company's accounting policies and basis of determination of fair values

Unquoted equity securities are measured at cost as the fair value cannot be reliably measured.

The fair value of unquoted fund investments has been assessed based on the most recent transaction price. The Group has considered that no significant adjustments to the most recent transaction prices are required after considering various sources of information including valuation reports provided by independent and qualified valuers.

Unquoted fund investments are regarded as level 2 fair value measurements as they are based on recent observable market transactions without significant adjustment.

In 2014, the fair value of quoted equity shares was regarded as level 2 fair value measurements as it was based on recent observable market transactions without significant adjustment.

(e) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The carrying amounts of trade and other receivables, trade and other payables and borrowings are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

30 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings. The Group's overall strategy remains unchanged from the previous financial year.

The Group monitors capital based on net debt against equity. This ratio is calculated as net debt divided by equity. Net debt or cash is calculated as borrowings plus trade and other payables less cash and cash equivalents. Total equity comprises all components of shareholder's equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2015

30 Capital management (cont'd)

As part of the capital risk management process, the Board monitors regularly the Group's ratio of net debt to shareholder's equity as shown below:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Borrowings	**5,820**	5,340	**–**	–
Trade and other payables	**2,623**	2,355	**11,764**	11,776
Less: Cash and cash equivalents	**(25,340)**	(29,526)	**(22,651)**	(28,679)
Net cash	**(16,897)**	(21,831)	**(10,887)**	(16,903)
Total equity	**40,261**	44,844	**35,793**	40,517
Net debt to equity ratio	**N.M.***	N.M.*	**N.M.***	N.M.*

N.M.* – Not meaningful as the Group is in a net cash position.

There were no externally imposed capital requirements that the Group needed to be in compliance with for the financial years ended 30 June 2015 and 2014.

31 Subsequent event

(i) On 14 August 2015, Travelodge Hotels (Asia) Pte. Ltd., a wholly-owned subsidiary of the Company announced a joint venture with PT Prasanthi International Indonesia to roll out the Travelodge brand and sub-brands in Indonesia.

(ii) On 21 September 2015, Travelodge Hotels (Asia) Pte..Ltd., a whole-owned subsidiary of the Company announced a joint venture with Absolute Hotel Services Company Limited in Thailand to roll out the Travelodge brand and sub-brands in Thailand.

32 Authorisation of financial statements

The financial statements of the Company for the financial year ended 30 June 2015 were authorised for issue in accordance with a resolution of the directors dated 30 September 2015.

STATUS REPORT ON THE USE OF **PROCEEDS FROM THE RIGHTS ISSUE**

As at 31 August 2015

Pursuant to the undertaking by the Company dated 30 August 2012 to, *inter alia*, make periodic announcements on the utilisation of proceeds from the 2012 Rights Issue and to provide a status report on the use of the proceeds from the 2012 Rights Issue in the Company's Annual Report, the Directors wish to advise that further to the Company's announcements on 10 September 2012, 11 September 2012, 3 October 2012, 4 October 2012, 9 November 2012, 1 March 2013, 28 August 2013, 13 November 2013, 6 February 2014, 1 July 2014 and 3 July 2014, the proceeds of S$11,491,779/- from the 2012 Rights Issue have been utilised as at 31 August 2015, being the latest practicable date prior to the printing of this Annual Report, as follows:–

	Description	**Amount S$'000**
1.	Settlement of 2012 Rights issue expenses	275
2.	Advance to Paragon Holdings Pte. Ltd. to subscribe and purchase 50,000 new ordinary shares in Paragon Coal Pty Ltd. (incorporated in Australia) at a consideration of A$1,500,000 representing 16.67% of the enlarged share capital as at 23 November 2012 and engaged in exploration and development of coal resources in the Tenements.	1,924
3.	Cash consideration on 5 March 2013 to Tallwise Trading Pte Ltd on the acquisition of 51% interest on GMT Bravo Pte Ltd and GMT Pte Ltd	609
4.	ICP Ltd general working capital	940
5.	Subscription of 40,000,000 new ordinary shares in Gossan Hill Gold Limited by the Company's wholly owned subsidiary, AceA Resources Pte Ltd.	2,280
6.	Acquisition of 22,600,000 ordinary shares in Tiaro Coal Limited by the Company's wholly owned subsidiary, AceA Resources Pte Ltd.	1,247
7.	Acquisition of trademark rights to the hotel brand name "Travelodge" by the Company's wholly owned subsidiary, ICP (IP) Pte Ltd.	3,525
	Total utilised from 2012 Rights Issue by ICP Ltd as at 31 August 2015.	10,800
	Balance of proceeds held as fixed deposit at bank as at 31 August 2015 by ICP Ltd pending deployment of funds for the purposes mentioned in the 2012 Rights Issue Circular and Offer Information Statement.	692

Pursuant to the undertaking by the Company dated 2 April 2014 to, *inter alia*, make periodic announcements on the utilisation of proceeds from the 2014 Rights Issue and to provide a status report on the use of the proceeds from the 2014 Rights Issue in the Company's Annual Report, the Directors wish to advise that further to the Company's announcements on 2 April 2014 and 25 April 2014, the proceeds of S$12,758,446/- from the 2014 Rights Issue have been utilised as at 31 August 2015, being the latest practicable date prior to the printing of this Annual Report, as follows:–

	Description	**Amount S$'000**
1.	Settlement of 2014 Rights issue expenses	450
	Balance of proceeds held as fixed deposit at bank as at 31 August 2015 by ICP Ltd pending deployment of funds for the purposes mentioned in the 2014 Rights Issue Circular and Offer Information Statement.	12,310

ANALYSIS OF ORDINARY SHAREHOLDINGS

As at 15 September 2015

Number of issued and paid up shares	:	2,551,689,122
Treasury shares	:	Nil
Class of shares	:	Ordinary Shares
Voting rights	:	Every member present in person or by proxy shall have one vote for every share he holds or represents.

ANALYSIS OF SHAREHOLDERS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	376	1.48	12,930	0.00
100 – 1,000	11,366	44.82	5,325,969	0.21
1,001 – 10,000	7,064	27.86	30,204,890	1.18
10,001 – 1,000,000	6,356	25.07	639,804,523	25.08
1,000,001 and above	195	0.77	1,876,340,810	73.53
	25,357	**100.00**	**2,551,689,122**	**100.00**

LIST OF TWENTY LARGEST SHAREHOLDERS

Name	No. of Shares	%
CIMB Securities (Singapore) Pte Ltd	378,558,150	14.84
Phillip Securities Pte Ltd	324,584,132	12.72
Aw Cheok Huat	163,269,800	6.40
Ng Choon Ngoi @ Ng Choon Ngo	100,616,800	3.94
Maybank Kim Eng Securities Pte Ltd	42,441,392	1.66
DBS Nominees Pte Ltd	41,915,615	1.64
United Overseas Bank Nominees Pte Ltd	37,037,997	1.45
Zaheer K Merchant	35,895,800	1.41
Ong Kok Wah	35,600,000	1.39
Lau Yee Choo	33,200,000	1.30
Citibank Nominees Singapore Pte Ltd	30,111,000	1.18
Yap Chin Kok	30,000,000	1.18
Lim Hoon Min	27,550,000	1.08
Goh Kim Seng	27,348,000	1.07
Raffles Nominees (Pte) Ltd	21,754,100	0.85
Tay Lian Leong	21,000,000	0.82
Wong Kian Yeuan	16,387,600	0.64
Choo Ah Seng	16,247,000	0.64
UOB Kay Hian Pte Ltd	15,978,600	0.63
Ngen Poh Kim Debbie or Ang Chwee Chang	15,019,600	0.59
	1,414,515,586	**55.43**

ANALYSIS OF ORDINARY SHAREHOLDINGS

As at 15 September 2015

SUBSTANTIAL SHAREHOLDERS

As shown in the Register of Substantial Shareholders as at 15 September 2015

	Direct Interest		Deemed interest	
Name	**No. of Shares**	**%**	**No. of shares**	**%**
Aw Cheok Huat[1]	163,269,800	6.40	453,744,100	17.80
Mercatus Equity Pte. Ltd.[2]	–	–	266,000,000	10.42

Notes:

(1) Mr. Aw Cheok Huat is deemed to have an interest in (a) 187,744,100 shares registered in the name of Philip Securities Pte Ltd; and (b) 266,000,000 shares through Mercatus Equity Pte Ltd, which is deemed to have an interest through CIMB Securities (Singapore) Pte Ltd. Mr. Aw owns the entire issued share capital of Mercatus Equity Pte Ltd.

(2) Mercatus Equity Pte. Ltd. Is deemed to have an interest in 266,000,000 shares held by CIMB Securities (Singapore) Pte Ltd.

PUBLIC FLOAT

Based on the information available to the Company as at 15 September 2015, approximately 74.4% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited is complied with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at M Hotel Singapore, 81 Anson Road, Banquet Suite, Level 10, Singapore 079908 on Tuesday, 27 October 2015 at 3.00 p.m., for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 30 June 2015 together with the Auditors' Report thereon. **Resolution 1**

2. To re-elect Mr. Aw Cheok Huat, who is retiring pursuant to Article 92 of the Company's Articles of Association. **Resolution 2**
[See Explanatory Note (i)]

3. To re-appoint Mr. Ong Kok Wah who is retiring pursuant to Section 153 of the Companies Act, Cap. 50, to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting of the Company. **Resolution 3**
[See Explanatory Note (ii)]

4. To approve the payment of Directors' fees of S$122,000/- for the year ended 30 June 2015 (2014: S$118,000/-). **Resolution 4**

5. To appoint Messrs KPMG LLP as Independent Auditor of the Company in place of Messrs Baker Tilly TFW LLP and to authorise the Directors to fix their remuneration. **Resolution 5**

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

SPECIAL BUSINESS

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

7. **AUTHORITY TO ALLOT AND ISSUE SHARES** **Resolution 6**

"That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist ("Catalist Rules"), authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

(a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred percent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:

(i) new Shares arising from the conversion of exercise of convertible securities;

(ii) new Shares arising from exercising Share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Cap. 50 and otherwise, the Articles of Association of the Company; and

(d) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting 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 (iii)]

8. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE ICP LTD. (FORMERLY KNOWN AS GOLDTRON LIMITED) SHARE OPTION SCHEME 2006** **Resolution 7**

"That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under The ICP Ltd.(formerly known as Goldtron Limited) Share Option Scheme 2006 (the "Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time."
[See Explanatory Note (iv)]

BY ORDER OF THE BOARD

SHIRLEY LIM GUAT HUA
Company Secretary

12 October 2015

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes on Resolutions to be passed:

(i) Mr. Aw Cheok Huat will, upon re-election as a Director of the Company, remain as Chairman of the Board, and a member of the Audit Committee. Mr. Aw will not be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

(ii) Mr. Ong Kok Wah will, upon re-appointment as a Director of the Company, continue in office until the next Annual General Meeting of the Company, remain as Chairman of Remuneration Committee, and a member of Nominating Committee.

(iii) If passed, will empower the Directors of the Company from the date of this Meeting until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting is required by law to be held or when varied or revoked by the Company at a general meeting, whichever is earlier, to allot and issue Shares and/or convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time. The number of shares that the Directors may allot and issue under this ordinary resolution would not exceed one hundred percent (100%) of the total number of issued Shares in the capital excluding treasury shares, of which up to fifty percent (50%) may be issued other than on a pro-rata basis.

(iv) If passed, will empower the Directors of the Company to allot and issue shares in the Company of up to a number not exceeding in total 15 per cent (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. 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.

3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Anson Road, #29-02 International Plaza, Singapore 079903 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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ICP LTD.

(Company Registration No. 196200234E)
(Incorporated in the Republic of Singapore)
(the "Company")

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____ (Name)

of _____ (Address)

being a member/members of ICP Ltd. (the "Company") hereby appoint:

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

and/or (delete as appropriate)

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

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at M Hotel Singapore, 81 Anson Road, Banquet Suite, Level 10, Singapore 079908 on Tuesday, 27 October 2015 at 3.00 p.m. and at any adjournment thereof.

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

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

No.	**Resolutions relating to:**	**For**	**Against**
1.	Adoption of Directors' Report and Audited Financial Statements for the year ended 30 June 2015		
2.	Re-election of Mr. Aw Cheok Huat as a Director		
3.	Re-appointment of Mr. Ong Kok Wah as a Director		
4.	Approval of Directors' fees amounting to S$122,000/-		
5.	Appointment of Messrs KPMG LLP as Independent Auditor of the Company in place of Messrs Baker Tilly TFW LLP		
6.	Approval for Authority to Allot and Issue Shares		
7.	Approval for Authority to Allot and Issue Shares under ICP Ltd. (formerly known as Goldtron Limited) Share Option Scheme 2006		

* *Delete where inapplicable*

Dated this _____ day of _____ 2015

Total number of Shares registered in:	**Number of Shares held**
(a) CDP Register	
(b) Register of Members	

.....
Signature(s)/Common Seal of Member(s)

IMPORTANT

1. **For investors who have used their CPF monies to buy ICP Ltd.'s shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.**
2. **This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.**
3. **CPF investors who wish to vote should contact their CPF Approved Nominees.**

Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register as well as shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, the instrument of proxy shall be deemed to relate to all the shares held by the member.

3. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.

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

5. Where an 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 (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

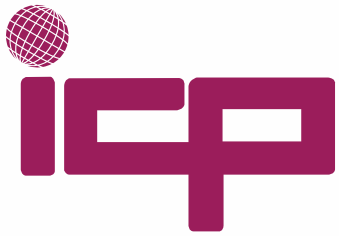
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Anson Road, #29-02 International Plaza, Singapore 079903 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

7. A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate.

8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at forty-eight (48) 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 shareholder accepts and agrees to the personal data privacy terms as set out in the Notice of Annual General Meeting dated 12 October 2015.



INVESTMENT CAPITAL PARTNERS

ICP LTD.

ANNUAL REPORT FY2015

COMPANY REGISTRATION NO: 196200234E

10 ANSON ROAD, #29-02 INTERNATIONAL PLAZA,
SINGAPORE 079903
T: +65 6747 1616 | F: +65 6741 3525

