



OKH GLOBAL LTD.



ANNUAL REPORT 2023

SOLID
FOUNDATIONS
STABLE
PROGRESS



TABLE OF CONTENTS



01

Integrated Property Developer in Asia

02

Joint Message By Non-Executive
Chairman and Executive Director & CEO

04

Board of Directors

06

Senior Management

07

Financial and Operations Review

09

Financial Highlights

10

Property Portfolio

11

Featured Projects

12

Corporate Information

13

Financial Contents

INTEGRATED PROPERTY DEVELOPER IN ASIA

Established in 1998 and headquartered in Singapore, OKH Global Ltd. ("OKH Global" or "the Company") and its subsidiaries (collectively, the "Group") is an integrated property developer with a strategic focus on logistics and industrial properties.

Interlinking strategic investments with our capabilities in property development, the Group aims to further strengthen our business presence in Asia and beyond.



OUR VALUES



TEAMWORK

Every employee plays an essential role in our company. We achieve success by promoting a collaborative work environment in which everyone is committed to achieve our corporate goals based on open and honest communications while showing care and support for each other.



PROFESSIONALISM

Our professionalism is the foundation of our corporate performance. We apply both our extensive industry knowledge and technical competence to competitive advantage and conduct ourselves at all times in a manner which we strive for excellence in our work and add value to what we do.



INTEGRITY

We remain accountable at all times to all our stakeholders, both internal and external. Through unquestionable honesty, openness and fairness, we take pride in conducting ourselves morally, legally and ethically while delivering excellence to our customers.



INNOVATION

In every aspect of our business, we embrace innovation and creativity by challenging conventional practices and inspiring continuous improvement to stay at the forefront of sustainable solutions.



EFFICIENCY

We incorporate effective use of technology, develop performance measures, communicate outcomes and results and implement necessary changes to provide fast and high quality services at low transactional costs.



RESPECT

We take pride in the diversity of our workplace and address our disparities professionally. We view differences of opinion as opportunities that can be used to improve our businesses and acknowledge the contributions of each individual regardless of their background and treat people as we would like to be treated ourselves.

JOINT MESSAGE BY NON-EXECUTIVE CHAIRMAN AND EXECUTIVE DIRECTOR & CEO



MRS. CELINE TANG
Non-Executive Chairman

MR. LOCK WAI HAN
Executive Director &
Chief Executive Officer

DEAR SHAREHOLDERS,

On behalf of the Board of OKH Global Ltd (“OKH” or the “Company” and its subsidiaries, the “Group”), we will like to present to you OKH’s Annual Report for the financial year ended 30 June 2023 (“FY2023”).

On the back of continued uncertainties caused by geopolitical tensions and, more recently, rising interest rates and inflationary pressures, we are pleased to deliver a turnaround for OKH with net profit of S\$2.52 million for FY2023.

Our turnaround in FY2023 reflects the cumulative results of our recent years’ worth of focus and discipline of our team to improve our operational resiliency and balance sheet strength.

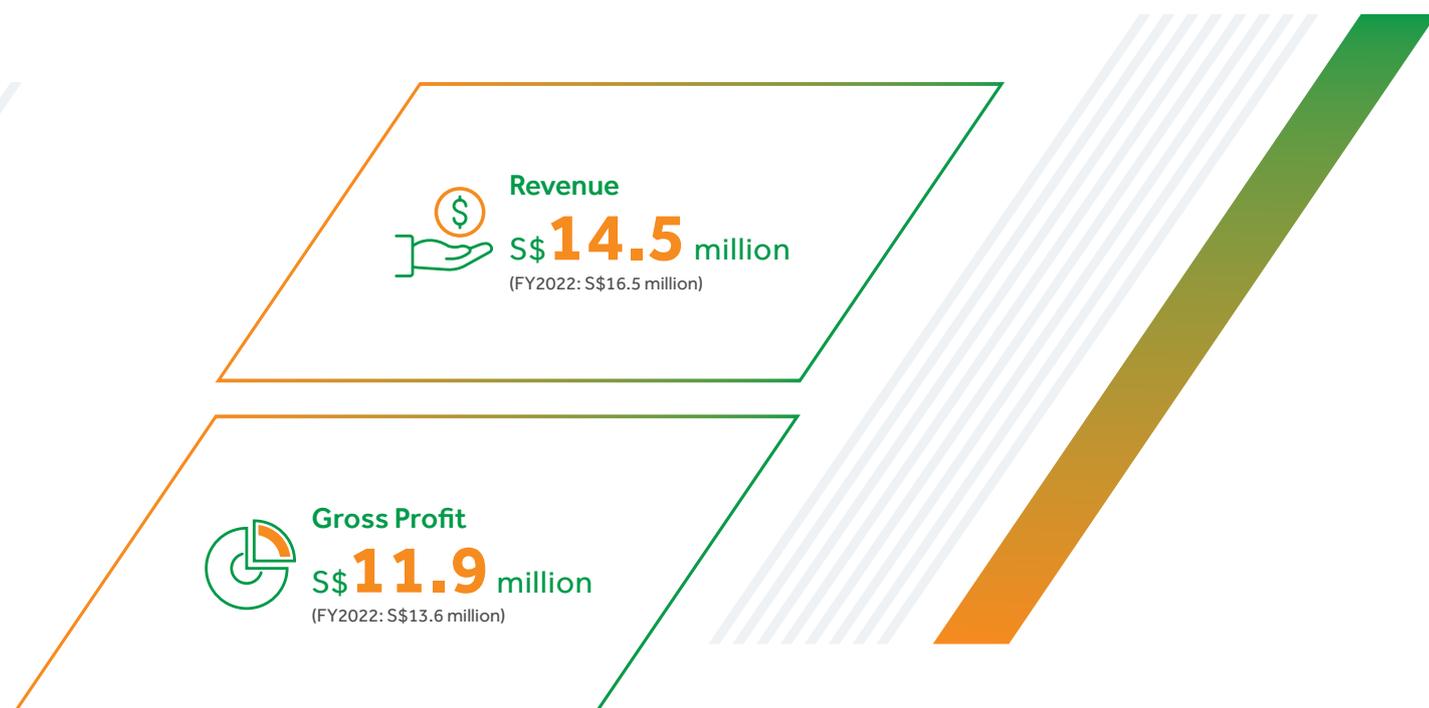
While the Group’s business model comprises property investment, property development and construction services in Singapore, we have strategically focused on strengthening the Group’s recurring income base via the Group’s property investment segment, which comprises industrial properties in Singapore.

For FY2023, the Group’s revenue dipped 11.7% to S\$14.53 million as compared to FY2022’s revenue of S\$16.46 million, which was attributed to the end of the Group’s lease with SLA for one of our investment properties, The Herencia, as well as lower occupancy in one of the Group’s investment properties at 12 Tai Seng Link, that was tendered for sale. The tender sale of this property was however rescinded after FY2023 as authority confirmation was not obtained before the deadline under the contract.

During FY2023, the Group generated net cash from operating activities of S\$0.95 million and as at 30 June 2023, the Group’s cash and cash balances stood at S\$9.18 million. Total assets stood at S\$126.28 million with total liabilities lowering to S\$70.62 million and as at end of June 2023, the Group’s net asset value per ordinary share is approximately S\$0.05.

More details can be found in the financial review section in the next few pages of this Annual Report.

JOINT MESSAGE BY NON-EXECUTIVE CHAIRMAN AND EXECUTIVE DIRECTOR & CEO



At OKH, we continue to execute at pace on our core business strategy in disciplined capital management and cash flow. To strengthen our strategic positioning for future growth, we will proactively evaluate opportunities to monetise some of the assets and unlock value in our property investment portfolio.

A NOTE OF APPRECIATION AND THANKS

Looking back over the past 12 months, we are heartened that the Group has shown its resilience and progress.

As we forge ahead with a position of strength, our ability to respond to the changing business landscape and adapt to new market trends will be the crucial differentiating factor in OKH's performance.

With that in mind, we will continue to explore new growth opportunities, while inculcating a culture of cost-consciousness across the Group.

On behalf of our Board, we would like to pay tribute to our management team and employees for their continuing hard work and efforts over the past twelve months, and for their perseverance despite the trying times.

To our fellow board directors, we also wish to express our gratitude for their valuable insights and guidance to navigate through some very challenging period in recent years.

We would also like to express our appreciation to our valued customers, bankers and business partners, for their steadfast support and cooperation.

Last but not least, our heartfelt appreciation to all our shareholders for your belief and faith in us throughout the years. The last few years had been filled with challenges but we had been resilient and committed to our mission and objectives.

We look forward to OKH's next phase of growth together with all of you.

Thank you!

Mrs. Celine Tang
Non-Executive Chairman

Mr. Lock Wai Han
Executive Director & Chief Executive Officer

BOARD OF DIRECTORS



MRS. CELINE TANG
Non-Executive Chairman

Mrs. Tang was appointed the Non-Executive Chairman of the Company on 5 October 2016.

Mrs. Tang is a veteran in the real estate industry, and was conferred the "Singapore Real Estate Personality of the Year for 2018" by PropertyGuru. She ran SingHaiyi Group Pte Ltd as its Managing Director before retiring in March 2023. She continues to serve as the Chairman of Chip Eng Seng Corporation Ltd. Guided by her vision and leadership, these companies developed some of the bestselling residential projects in Singapore, as well as numerous iconic landmarks that shaped the stunning city skylines of Singapore, Australia, Malaysia and the United States. In addition to real estate, Mrs. Tang also possesses rich experience spanning pharmaceutical and commodities trading. She is a director of TauRx Pharmaceuticals Ltd, a Singapore firm dedicated to the discovery of treatment of neurodegenerative diseases and a leader in Alzheimer's disease research. Mrs. Tang also controls New Port Duty Free Pte Ltd, the leading bonded provision supplier and ship chandler in Singapore.

Possessing a strong belief in giving back to the society, Mrs. Tang has been actively sponsoring and donating to the local community, education, sports and healthcare. The Tang family owns Aloha Sea Sports Center located in East Coast Park, whereby all its profits are donated to the development of sailing in Singapore. During the Covid-19 pandemic, the Tang family contributed to a fund which was specially set up to alleviate the cashflow issues of the local SMEs. Mrs. Tang had served in the School Advisory Committee of West Spring Secondary School and Juying Secondary School for over a decade, offering her views in school improvements and sponsoring their activities and scholarships.

Mrs. Tang graduated with a Bachelor's Degree in Literature from China People's University for Police Officers (now known as People's Public Security University of China). She was the Assistant Judicial Officer of Shantou Longhu District Court in China before venturing into business.



MR. LOCK WAI HAN
Executive Director and
Chief Executive Officer

Mr. Lock was appointed as the Executive Director and Chief Executive Officer of the Company on 5 October 2016.

Mr. Lock is responsible for the strategic development of the Group's business activities, where he oversees all key aspects of the Group's business functions and is responsible for the business development and investment opportunities of the Group.

Mr. Lock brings with him extensive knowledge and experience in international investment, design, development, leasing, marketing, operation and financing of integrated real estate, international government relations and the management, development, expansion, branding and governance of talents and organisations.

Prior to joining the Company, Mr. Lock was the Executive Director and Group CEO of Rowsley Ltd between 1 November 2013 and 31 December 2015. Between June 2011 and August 2013, he was based in Beijing as the China CEO of CapitaMalls Asia ("CMA"), where he had oversight of a retail mall portfolio that included Raffles City projects and CMA mixed developments. Up until he joined CMA in March 2010, he had served in the Singapore public sector for more than 20 years during which he held various leadership roles including Commissioner of the Immigration & Checkpoints Authority; Director of the Criminal Investigations Department and Deputy Secretary of the Ministry of Information, Communications & the Arts, as well as directorships in various statutory boards.

Mr. Lock holds a Bachelor and Master of Arts (Engineering) from the University of Cambridge, UK, and a Master of Science (Management) from Leland Stanford Junior University, USA.

BOARD OF DIRECTORS



MR. ONG SOON TEIK
Lead Independent Director

- Chairman of Audit Committee
- Member of Nominating Committee
- Member of Remuneration Committee

Mr. Ong was appointed as an Independent Director of the Company on 29 March 2010. He was an Executive Director of a mining and resource company from 2011 to 2013 and was responsible for the financial and administration matters of the company. Prior to this position, he was Chief Operating Officer of Chinese Global Investors Group Ltd and prior to that, the Senior Vice President of Corporate Finance of Hong Leong Finance from 2005 to 2008. He was the Director of Corporate Finance of Deloitte & Touche Corporate Finance Pte Ltd from 2000 to 2005. He has worked with BMB Consultants NV as a merchant banking specialist attached to the Bangladesh Minister of State of Privatisation under an Asian Development Bank sponsored programme in 1999.

Between 1984 to 1999, Mr. Ong had worked in Corporate Finance and banking positions in DBS Bank, Standard Chartered Merchant Bank, Nomura International (Hong Kong) and Peregrine Capital/Banco Santander Securities. Mr. Ong graduated with degrees in Bachelor of Social Science (2nd Class Upper Honours) from the National University of Singapore, Master of Applied Finance from Macquarie University, Master of Accounting from Curtin University and LLB (Hons) degree from University of London.

Mr. Ong is a Chartered Accountant in Singapore and CPA of Australia and also qualified as a Chartered Financial Analyst.



MS. NG KHENG CHOO
Independent Director

- Chairman of Nominating Committee
- Member of Audit Committee
- Member of Remuneration Committee

Ms. Ng was appointed to the Board on 2 August 2016 as the Non- Executive Director of the Company and was re-designated as an Independent Director of the Company on 3 October 2018. Ms. Ng has deep-rooted expertise and track record on mergers and acquisitions, investments, portfolio management, financing and accounting matters. She was the chief financial officer of SingHaiyi Group Ltd ("SHG") since July 2013 and became the group chief operating officer of SHG overseeing the overall business operations and strategic development for the period from July 2014 to September 2016.

Previously, Ms. Ng was the general manager of investment (Singapore) for Sichuan Chuan Wei Group Co., Ltd ("Chuan Wei") a company with related businesses in real estate development, mining of mineral resources, cement, manufacturing of vanadium and steel products and logistics. She was also in charge of investor relations for Hong Kong listed China Vanadium Titano-Magnetite Mining Company Limited, a related corporation of Chuan Wei from 2012 to March 2013. Prior to this, Ms. Ng was the chief financial officer of SGX-ST Mainboard listed company, Sapphire Corporation Limited since 2007 and a financial controller with Unigold International Pte Ltd from 2004 to 2006. She started her career with Deloitte & Touche LLP and held the position of audit manager when she left in 2003.

Ms. Ng holds a Bachelor of Accountancy from Nanyang Technological University.

BOARD OF DIRECTORS



MR. LIM ENG HOE
Independent Director

- Chairman of Remuneration Committee
- Member of Audit Committee
- Member of Nominating Committee

Mr. Lim was appointed as an Independent Director of the Company on 31 October 2013. He is currently the Chief Financial Officer of Bara Indah Sinergi Group, an Indonesia based group principally involved in mineral trading, mining and logistics activities in Indonesia. Previously, Mr. Lim was a professional corporate adviser with strong background and good knowledge in capital and financial markets, and well-versed in corporate affairs management in South Asia and Australia.

Mr. Lim has been involved in a number of corporate exercises of both public and private companies in the region. Previously, Mr. Lim was a Director of Athena Energy Holdings Pte Ltd, which is now a subsidiary of Metis Energy Limited (formerly known as Manhattan Resources Limited), a public listed company in Singapore, Chief Financial Officer of Far East Mining Pte Ltd, the parent company of Silkroad Nickel Ltd, a public listed company in Singapore and a Group Finance Director of a public listed company in Singapore, and also served on the board of listed companies in Australia, Malaysia and Singapore. Mr. Lim holds a Bachelor of Science in Economics (Honours) from University of London.

SENIOR MANAGEMENT



MR. NG KHAY WEE
Chief Financial Officer

Mr. Ng was appointed as the Chief Financial Officer of the Group in April 2021. Prior to the current appointment, he was the Financial Controller of the Group since October 2016. He is responsible for the overall finance function of the Group, including matters relating to accounting, financial reporting, taxation and compliance with listing rules.

Previously, between May 2014 and September 2016, Mr. Ng was the business development manager for then Singapore-listed SingHaiyi Group Ltd., where he was involved in various functions such as finance, investment and property development matters relating to SingHaiyi Group Ltd.'s property business portfolio in Singapore and the United States.

Mr. Ng started his career in Deloitte & Touche in 2010, where he rose to the position of audit senior, specialising in planning and managing the financial audit of companies in the construction, real estate, trading, shipping and government sectors.

Mr. Ng graduated from Nanyang Technological University with a Bachelor's degree in Accountancy in 2010 and he is also a Chartered Accountant of the Institute of Singapore Chartered Accountants (ISCA).

FINANCIAL AND OPERATIONS REVIEW

The Group has 3 core business segments which comprises property development, property investment and construction services.

OUR FINANCIAL PERFORMANCE

Revenue: Similar to FY2022, majority of the Group's revenue in FY2023 was attributed to the rental income generated from the property investment segment.

For FY2022, the Group posted revenue of approximately S\$14.53 million in FY2023 as compared to S\$16.46 million in FY2022. The decline in revenue registered in FY2023 was mainly attributed to the end of the Group's lease with SLA for one of our investment properties, The Herencia, as well as lower occupancy in one of the Group's investment properties at 12 Tai Seng Link, that was tendered for sale.

The tender sale of this property was however rescinded after FY2023 as authority confirmation was not obtained before the deadline under the contract.

Gross profit: The Group's gross profit dipped from approximately S\$13.62 million in FY2022 to approximately S\$11.90 million in FY2023. The lower gross profit registered in FY2023 was largely attributed to the end of the Group's lease with SLA for the investment property, The Herencia, and lower occupancy in one of the Group's investment properties as mentioned above.

As a result, the Group's gross profit margin was slightly lower at 81.9% in FY2023 as compared to 82.7% in FY2022.

Other income: The Group's other income in FY2023 was higher at approximately S\$2.67 million as compared to S\$0.99 million in FY2022, which was largely attributed to the gain on sale of investment properties in FY2023 and the one-off income from long outstanding payables and accruals that were written off previously.

Other expenses: The Group's other expenses in FY2023 decreased significantly to approximately S\$2.14 million, as compared to S\$27.71 million in FY2022, which was mainly attributed to the higher fair value loss registered on the Group's investment properties in FY2022 and a one-off loss of approximately S\$19.34 million on the sale of investment in associates and financial asset at fair value arising from the Group's sale of its entire equity stake in Equalbase Pte Ltd and Deltanvil Pte Ltd in FY2022.

Loss allowance on trade and other receivables: The Group's loss allowance on trade and other receivables decreased from S\$0.03 million in FY2022 to S\$nil in FY2023 as no allowances were made in FY2023.

General and administrative expenses: As the Group's property, The Herencia, is no longer classified as an investment property under right-of-use asset, the rental paid to Singapore Land Authority is recognised as rental expenses under general and administrative expenses. In addition, there was an absence of rental rebate from SLA in FY2023. Hence, the Group's general and administrative expenses increased by 21.6% from approximately S\$4.37 million in FY2022 to S\$5.32 million in FY2023.

Finance costs: The Group's finance costs declined by 5.0% from approximately S\$3.66 million in FY2022 to S\$3.47 million in FY2023. The decline in finance costs was due to the lower outstanding bank loans and shareholder loans in FY2023 due to repayments made in during the financial year under review, which was partially offset by the higher interest rate environment.

Share of profits (losses) of associates: There was no share of profit or loss from associate in FY2023 as the Group's remaining associate has been sold in FY2022.

Income tax expense: For FY2023, the Group's income tax expense amounted to approximately S\$1.11 million, as compared to S\$0.09 million in FY2022, which was attributable to the tax provided for current year taxable profit for some subsidiaries of the Group as well as the under provision of prior year tax.

Profit (loss) for the year: Overall, the Group registered a turnaround in financial results with a net profit of approximately S\$2.52 million in FY2023, as compared to a loss of S\$21.35 million in FY2022.

FINANCIAL AND OPERATIONS REVIEW

OUR FINANCIAL POSITION

As at 30 June 2023, the Group's total current assets stood at approximately S\$45.68 million as compared to S\$19.37 million as at 30 June 2022. The increase in total current assets was largely due to the reclassification of an investment property as non-current asset classified as held for sale, which was partially offset by the lower cash and bank balances due to repayment of bank loans and loans due to a shareholder and lower trade and other receivables balances.

The Group's total non-current assets stood at approximately S\$80.59 million as at 30 June 2023 as compared to S\$120.91 million as at 30 June 2022. The decrease was due to the sale of several units of the Group's investment properties in FY2023, fair value loss on revaluation of the Group's investment properties and the reclassification of an investment property as non-current asset classified as held for sale.

As at 30 June 2023, the Group's total current liabilities decreased to approximately S\$24.43 million as compared to S\$31.70 million as at 30 June 2022. This was largely attributed to the repayment of banks loans and write-off of long outstanding payables and accruals.

The Group's total non-current liabilities decreased to approximately S\$46.19 million as at 30 June 2023 as compared to S\$55.45 million as at 30 June 2022. The increase was largely due to the repayment of loans to a shareholder and its corresponding accrued interest as well as the repayment of bank loans.

OUR CASHFLOW HIGHLIGHTS

The Group recorded a net decrease in cash and cash equivalents of approximately S\$5.38 million during FY2023 and the Group's cash and cash equivalents stood at approximately S\$9.18 million as at 30 June 2023.

Net cash from operating activities

The Group generated net cash from operating activities of approximately S\$0.95 million during FY2023 as compared to net cash generated approximately S\$1.36 million during FY2022. The lower net cash generated in FY2023 was primarily due to the lesser collection from the rental of investment properties due to the end of the lease with SLA for the investment property, The Herencia, and lower occupancy rate, which was partially offset by lower interest paid.

Net cash from investing activities

The Group generated net cash from investing activities of approximately S\$5.26 million during FY2023 as compared to net cash generated of approximately S\$52.80 million during FY2022. The net cash generated in FY2023 was largely due to proceeds from the disposal of investment properties during FY2023. The lower net cash generated from investing activities in FY2023 was due to the absence of one-off receipt from the disposal of our investment in associates and financial asset at fair value though profit or loss.

Net cash outflow from financing activities

The Group recorded net cash used in financing activities of approximately S\$11.59 million during FY2023 as compared to net cash used of S\$50.22 million during FY2022. The net cash utilised was largely due to the repayment of bank loans and the repayment of loans due to a shareholder. As there were lower repayment of loans due to a shareholder in FY2023, it contributed to lower net cash used in financing activities.

Further details of the Group's financial statements in FY2023 can be found in the next few sections of this annual report.

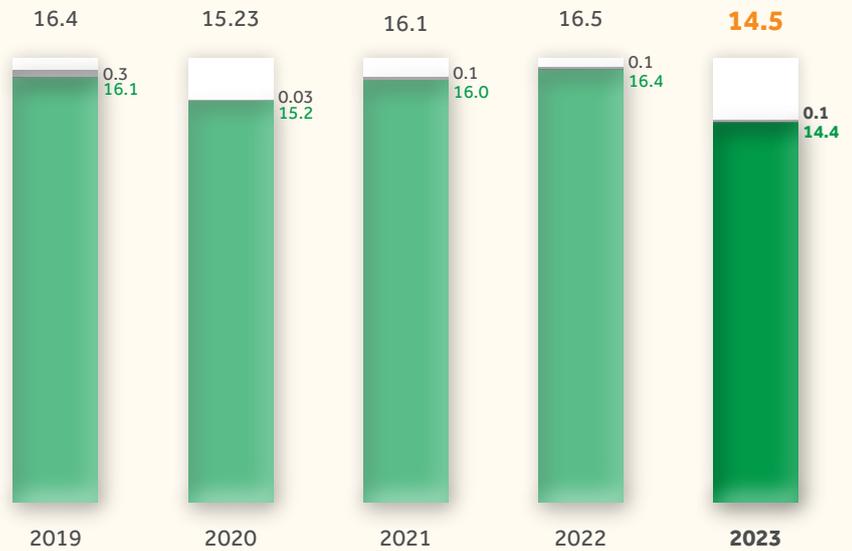
FINANCIAL HIGHLIGHTS



Revenue

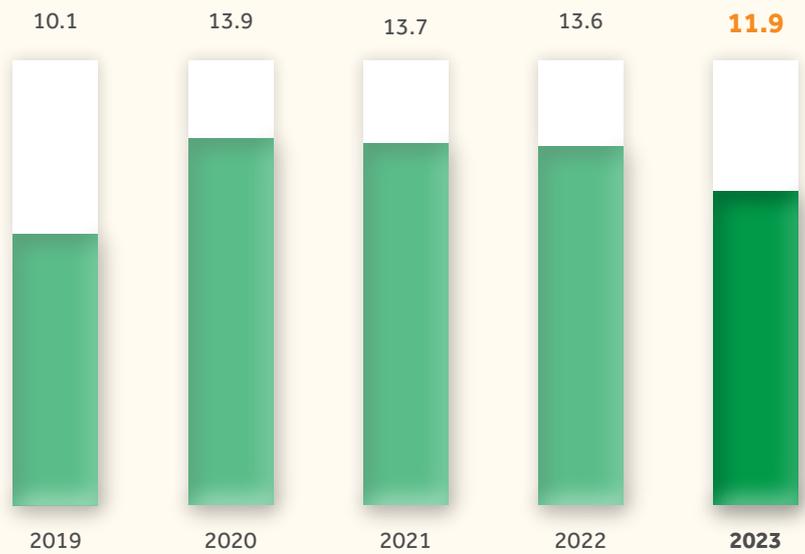
S\$ **14.5** million
(FY2022: S\$16.5 million)

● Investment ● Construction ● Development



Gross Profit

S\$ **11.9** million
(FY2022: S\$13.6 million)



Net Profit/Loss

S\$ **2.5** million
(FY2022: -S\$21.4 million)



PROPERTY PORTFOLIO

DEVELOPMENT AND INVESTMENT PROPERTIES

	Location	Description	Tenure	Estimated Gross Floor Area (Sq.ft.)	Ownership
Ace @ Buroh Completed					
	2 Buroh Crescent, Singapore 627546	A 9-storey B2 rampup industrial building for strata sale/lease	30 years leasehold from 2013	475,780	11 units with certified strata area (w/o void) of 150,058 sq ft
Loyang Enterprise Completed					
	56 Loyang Way, Singapore 508775	A 6-storey B2 rampup industrial building for strata sale/lease	30 years leasehold from 2013	555,000	39 units with certified strata area (w/o void) of 203,365 sq ft
12 Tai Seng Link Completed					
	12 Tai Seng Link, Singapore 534233	A 10-storey B2 industrial building for lease	30 years leasehold from 2012	116,681	100% equity interest

FEATURED PROJECTS

PROJECTS FOR SALE/LEASE

Loyang Enterprise

Just minutes away from the Changi Business Park and Tampines Regional Centre, Loyang Enterprise is the first and only new B2 ramp-up strata-title development in the Loyang district in the past 10 years.

Completed in 2016, this industrial property comprises various new-generation design features and just 102 units of varying sizes to suit various B2 industrial activities.

A key differentiating factor from the surrounding industrial developments is that all units come with a dual-key mechanism and vehicular ramp-up facilities to the doorstep of every unit, creating more versatility and functionality for business owners.

Designed with forward-thinking technical specifications combining functionality with aesthetics, Loyang Enterprise is available for sale and/or lease to let business owners and tenants harness the full potential of their business endeavours.



ACE @ Buroh

An architecture statement that is sleek and contemporary, Ace@Buroh was completed in 2016 and is strategically located within the 6-seaport mega shipping belt in Tuas, and in close proximity to the Hub of business and residential activities in Jurong Gateway.

Combined with integrated amenities, this B2 ramp-up industrial property comprises 100 factory units with direct vehicular access into each unit, offering functional business space of varying sizes.

Positioned as a premier business space in the west region of Singapore, Ace@Buroh is available for sale and/or lease.



12 Tai Seng Link

Located within the bustling and vibrant Paya Lebar ipark, this industrial space distinguishes itself from other nearby developments with its quintessential and cutting-edge design.

Completed in 2016, this 10-storey B2 industrial property is specially crafted to be tenanted to discerning business owners.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Celine Tang
Mr. Lock Wai Han
Mr. Ong Soon Teik
Mr. Lim Eng Hoe
Ms. Ng Kheng Choo

AUDIT COMMITTEE

Mr. Ong Soon Teik (Chairman)
Mr. Lim Eng Hoe
Ms. Ng Kheng Choo

NOMINATING COMMITTEE

Ms. Ng Kheng Choo (Chairman)
Mr. Ong Soon Teik
Mr. Lim Eng Hoe

REMUNERATION COMMITTEE

Mr. Lim Eng Hoe (Chairman)
Mr. Ong Soon Teik
Ms. Ng Kheng Choo

COMPANY SECRETARY

Ms. Siau Kuei Lian

AUDITORS

BDO LLP

Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778
Partner-in-charge: Stephen Leong Wenjie
(Appointed since the financial year
ended 30 June 2023)

SINGAPORE SHARE TRANSFER AGENT IN.CORP CORPORATE SERVICES PTE. LTD.

30 Cecil Street, #19-08 Prudential Tower,
Singapore 049712

REGISTERED OFFICE

Clarendon House
2 Church Street, Hamilton HM11, Bermuda
Tel: +1 (441) 295 5950 Fax: +1 (441) 292 4720

HEAD OFFICE

171 Chin Swee Road, #02-01
CES Centre, Singapore 169877
Tel: +65 6345 0544 Fax: +65 6344 5811
Website: www.okh.com.sg

PRINCIPAL BANKERS

United Overseas Bank Limited
Oversea-Chinese Banking Corporation Limited

TABLE OF CONTENTS



14

Sustainability
Report

30

Statement on
Corporate Governance

52

Directors'
Statement

55

Independent Auditor's
Report

59

Statements of
Financial Position

60

Consolidated Statement of
Comprehensive Income

61

Statements of
Changes In Equity

63

Consolidated Statement of
Cash Flows

64

Notes to
Financial Statements

109

Statistics of
Shareholdings

111

Notice of
Annual General Meeting



SUSTAINABILITY REPORT

BOARD STATEMENT

We are pleased to present OKH Global Ltd. ("the Company") and its subsidiaries (collectively "the Group" or "OKH") annual Sustainability Report for our financial year ended 30 June 2023 ("FY2023").

The Board of Directors of OKH (the "Board") oversees the management, monitoring, and reporting of material economic, environmental, social, and governance ("EESG") factors carried out by our sustainability committee chaired by the Chief Executive Officer ("CEO") and considers them in determining the Group's strategic objectives as sustainability is an integral part of our broader strategy to create long-term value for all our stakeholders.

We note that sustainability reporting has gained greater significance to investors with the availability of EESG data. Good sustainability practices contribute to the overall long-term success of the Group and play an important part in the competition for talent and investment. With businesses needing to adapt to key stakeholders' concerns quickly, it is thus crucial to close potential gaps and capitalise on opportunities amid today's rapidly changing business environment.

Businesses must quickly adapt to key stakeholders' concerns, closing potential gaps and capitalising on opportunities amid today's rapidly changing business environment.

In defining our reporting content, we applied the Global Reporting Initiative ("GRI") principles by considering the Group's activities, impact on substantive expectations and interests of its stakeholders. We observed four principles: materiality, stakeholder inclusiveness, sustainability index, and completeness.

We have subjected our sustainability reporting process to an internal review by a professional accounting firm. The EESG data and information provided have been derived from internal data monitoring and verification to ensure accuracy. We may seek external assurance to assist us in the future.

Our dedication to managing EESG issues has recently been demonstrated by the participation of our Board members in a comprehensive sustainability training program as mandated by Singapore Exchange Securities Trading Limited ("SGX-ST"). The initiative reflects our commitment to staying informed on the latest sustainability trends and best practices in the subject matter.

25 September 2023

Reporting Framework

This report is prepared in compliance with the requirements of SGX-ST Listing Rules 711A and 711B and with reference to the GRI Standards 2021. We have chosen GRI Standards as it is an internationally recognised sustainability reporting framework and covers a comprehensive range of sustainability disclosures to measure, understand and communicate their critical sustainability issues on EESG impacts to stakeholders. We strive to align with its principles of accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness, and verifiability of the information presented in this report.

As there are increasing expectations to disclose climate-related reports and their associated risks and opportunities, we acknowledge the importance of such disclosure. Due to resource constraints, we will be disclosing the report in the future. The Group is currently in the process of gathering the required information and resources to align with the 11 recommended disclosures of the Task Force on Climate-related Financial Disclosures ("TCFD") as set out by the Financial Stability Board ("FSB") and mandated by SGX-ST. Our efforts to disclose climate-related risks and opportunities start with the ongoing engagement and discussions with our employees, suppliers, and customers on the impacts of climate on our organisational environment and move towards adopting a more robust approach to climate-related risks and opportunities assessment.

SUSTAINABILITY REPORT

Reporting Period and Scope

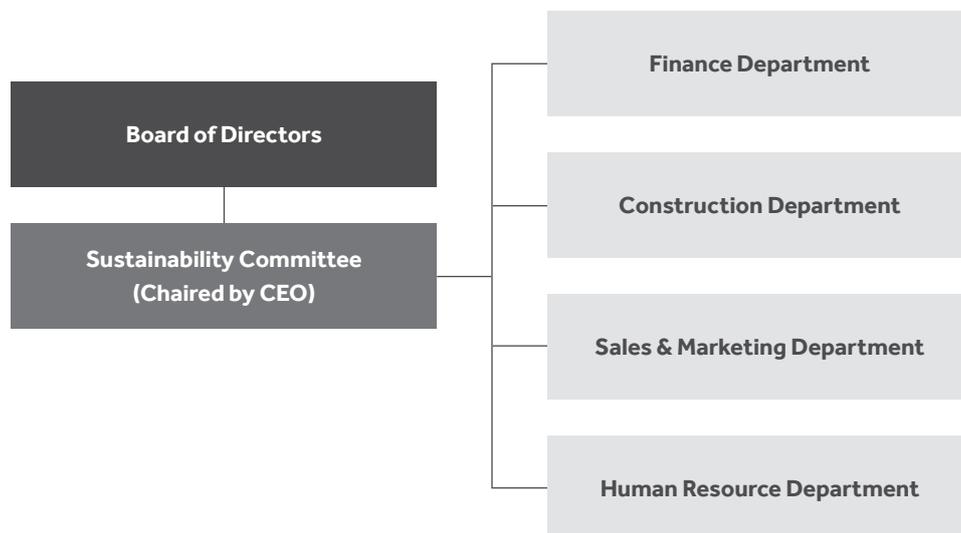
Corresponding to GRI's emphasis on materiality, the report highlights the key economic, environmental, social and governance related initiatives conducted throughout the 12-month period, from 1 July 2022 to 30 June 2023.

Feedback

We welcome feedback from our stakeholders with regards to our sustainability efforts as this enables us to improve our policies, systems and results. Please send your comments and suggestions to admin@okh.com.sg.

OKH APPROACH TO SUSTAINABILITY

Sustainability Committee



Policy Commitment

OKH is committed to the development, implementation and performance measurement of Integrated Management System ("IMS") and Quality, Health, Safety and Environmental ("QSHE") policies that applies to our organisation's context. In terms of sustainability, OKH collects and maintains associated data related to our prioritised material topics. Furthermore, OKH's sustainability reporting policy and procedures ("SRSOP") that we established this year provides evidence of achievement and conformity to EESG requirements and OKH's associated performance in regards of sustainability.

SUSTAINABILITY REPORT

The IMS Policy, which was established in 2020 covers our commitment to:

- Prevent hazards and protect the human health, safety and environment in its construction;
- Provide customers with reliable, prompt and quality services;
- Manage and response to security and terror threat at workplace;
- Instil consciousness through promoting environmental, green & gracious initiatives to all employees, vendors, suppliers, contractors, neighbours and public;
- Conserve resources and reduce the generation of construction waste through 3R – Reduce, Reuse & Recycle;
- Build good rapport with our employees, neighbours and public by being gracious through providing accessibility, ensuring public safety, regular communication with them, include addressing their feedback;
- Provide welfare and career progression for our employees;
- Use environmental friendly products and materials;
- Select & engage environmental friendly sub-contractors and suppliers;
- Reflect commitment to provide sufficient & appropriate resources and involve employees in workplace safety and health management;
- Comply with applicable legal and other requirements;
- Commit to the consultation and participation of workers;
- Consider terrorism threats and make the workplace safe from security threats.

Sustainability Reporting Methodology



SUSTAINABILITY REPORT

Stakeholder Engagement

OKH believes that an important starting point in our sustainability journey is to identify our stakeholders and material ESG factors relevant to our business. The interests and requirements of key stakeholders are also considered when formulating corporate strategies on sustainability. These key stakeholders include, but are not limited to, suppliers, customers, employees, Board of Directors and regulators. We adopt both formal and informal channels of communication to understand the needs of key stakeholders and incorporate these into our corporate strategies to achieve mutually beneficial relationships.

Below table sets out our engagement with our stakeholders:

STAKEHOLDERS	ENGAGEMENT PLATFORM	FREQUENCY OF ENGAGEMENT	KEY CONCERNS RAISED
Suppliers	<ul style="list-style-type: none"> • Face-to-face • Virtual meetings • Vendor assessment 	<ul style="list-style-type: none"> As needed 	<ul style="list-style-type: none"> • Timely payments • Clean environment • Accountability • Stable cash flow
Shareholders	<ul style="list-style-type: none"> • Annual general meeting/ extraordinary general meeting • Annual report • Announcement 	<ul style="list-style-type: none"> Annually As needed 	<ul style="list-style-type: none"> • Compliance with rules and regulations • Accountability and transparency
Customers	<ul style="list-style-type: none"> • Face-to-face • Virtual meetings • Viewings at units to be leased • Email Feedback • Email blast • Cold call • Marketing hotline 	<ul style="list-style-type: none"> Periodic As needed 	<ul style="list-style-type: none"> • Timely response • Timely billings • Human rights • Transparency
Employees	<ul style="list-style-type: none"> • Staff appraisal • Townhall sessions • Monthly birthday celebration • Staff bonding sessions • Whistle-blowing policy 	<ul style="list-style-type: none"> Annually Monthly 	<ul style="list-style-type: none"> • Timely response • Climate transition • Social justice • Equipment upgrade • Employee welfare • Employee communication
Board of Directors	<ul style="list-style-type: none"> • Board meetings • Board papers • Emails 	<ul style="list-style-type: none"> Quarterly As needed 	<ul style="list-style-type: none"> • Business unit's performance update
Regulators	<ul style="list-style-type: none"> • Virtual meetings • Inspections • Emails / Circulars • Survey 	<ul style="list-style-type: none"> As needed 	<ul style="list-style-type: none"> • Compliance with rules and regulations

SUSTAINABILITY REPORT

Membership of Associations

In the pursuit of continuous value creation and advancing sustainability, the Group very well sees the merit of becoming a member of associations and enhance further our stakeholder engagement. Being part of the associations enables us to contribute to the community conversation, collaborate with like-minded organisations, expand our knowledge and stay up to date with the best practices in the construction industry.

We are dedicated to fostering partnerships that advance value creation, create a positive impact and promote long-term sustainability to make a real difference in the industry and contribute to a better future. The following are the associations we are a part of:

INDUSTRY ASSOCIATIONS OBJECTIVES OF ASSOCIATIONS



An association representing companies listed on the Mainboard and Catalist of Singapore Exchange. SGListCos will help focus on thought leadership and advocacy, ESG ecosystem, corporate access and investor relations.



The Singapore Business Federation (SBF) is the apex business chamber championing the interests of the Singapore business community in the areas of trade, investment and industrial relations. It represents more than 29,000 companies, as well as key local and foreign business chambers

Materiality Assessment



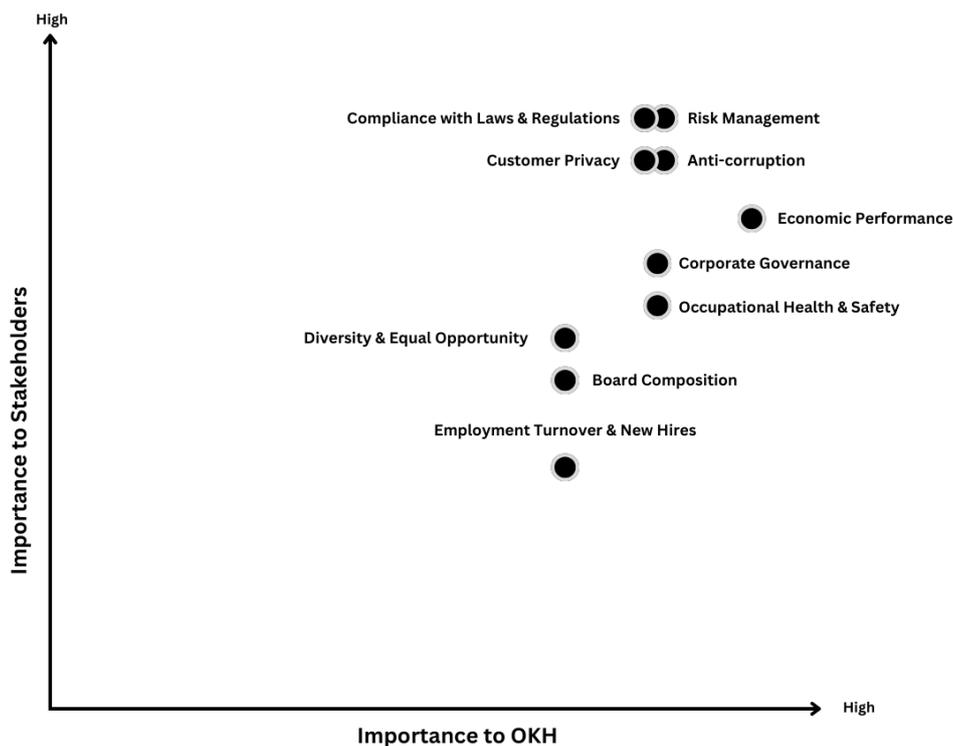
1. **Identification:** Identification of the material EESG factors that are of relevance to the Group's activities
2. **Rate:** Rating of EESG factors to see prevalence of issues arising from the survey
3. **Prioritise:** Prioritisation of EESG factors based on its importance to the Group and stakeholders
4. **Validate:** Validation of material EESG factors by the Board of Directors considering the Group's strategic importance, changing business landscape and stakeholders perspectives.

Our sustainability process begins with identifying relevant material EESG factors by referring to SGX 27 Core ESG metrics. We then conducted a stakeholder engagement survey, in which ensuing responses were rated to see the most material EESG factors according to stakeholders. Building on the stakeholders' perspective, our Sustainability Committee ("SC") further assessed the result based on strategic importance and gave different priority scores on each issue. SC then proposed to the Board which EESG factors are material to manage and disclose in the Group's sustainability report for FY2023. Finally, the Board validated the prioritised material EESG issues to be disclosed in this report.

SUSTAINABILITY REPORT

Applying the guidance from GRI, we have identified the following material ESG factors in FY2023:

OKH Global Materiality Matrix FY2023



ECONOMIC

Economic Performance

OKH is committed to growing our customers, exceeding their expectations, and providing them with competitive-edge products. This will be achieved by enhancing operational efficiency through effective use of technology, developing performance measures, communicating outcomes and results, and implementing necessary changes to provide fast, high-quality services at low transactional costs.

For detailed financial results, please refer to the following sections in our Annual Report 2023:

- Financial and Operational Review, pages 7 - 8.
- Financial Highlights, page 9.
- Financial Statements, pages 59 to 108.

Anti-corruption

Here at OKH, we do not tolerate corruption in any form. We have established an anti-corruption policy, and this has been made clear and disseminated to all our employees, suppliers and business partners. Any report of corruption is escalated to the attention of the Audit Committee. We prohibit corruption in all forms, including extortion and bribery. We regularly review policies on whistleblowing and anti-corruption.

SUSTAINABILITY REPORT

Whistleblowing Policy

The Group has in place a Whistleblowing Policy to enable persons employed by the Group to report any suspicion or possible improprieties in matters of financial reporting, non-compliance with regulations, policies and fraud, etc., to the members of the Audit Committee ("AC") (via audit_committee@okh.com.sg) in writing for resolution, without any prejudicial implications for these employees. The AC will, depending on the nature of the concern, initiate inquiries to determine whether an investigation is appropriate and the form that it should take. The Whistleblowing Policy also serves to ensure that any issues or complaints raised will be dealt with swiftly and effectively. The AC has been vested with the power and authority to receive, investigate and enforce appropriate action whenever any such non-compliance matter is brought to the AC's attention.

Our 2-year Performance

The following table shows the actual reported incidents of corruption cases for FY2023 and FY2022.

ANTI-CORRUPTION PERFORMANCE	FY2023	FY2022
Confirmed incidents of corruption	0	0
Incidents in which employees were dismissed or disciplined for corruption	0	0
Incidents when contracts business partners were terminated or not renewed due to violations related to corruption	0	0
Public legal cases on corruption brought against the organisation or its employees during the reporting period	0	0

FY2024 TARGET: We are committed to high standards of conduct and ethical behaviour in all our business activities, supporting a culture of compliance and good corporate governance and striving for zero reported incidents of corruption in FY2024.

ENVIRONMENT

Environmental Aspects

Albeit the continual challenge to successfully manage EESG issues, OKH has demonstrated its commitment to environmentally responsible operations by reducing its impact on the environment in multiple areas of its businesses through the adoption of ISO 14001:2015 certification since 2006. The Group strives to align its policies and practices to international and national standards such as ISO 9001:2015, ISO 14001: 2015 and ISO 45001:2018 and bizSAFE Level Star. Our products and services meet all the requirements demanded by our customers and the regulatory bodies. We meet all environmental and safety standards that are expected of us.

SUSTAINABILITY REPORT



CURRENT CERTIFICATION

	DESCRIPTION	DATE OF ISSUE	EXPIRY DATE
ISO 9001:2015	Compliance to quality management principles including a strong customer focus, the motivation and implication of top management, the process approach and continual improvement.	05-Apr-21	08-Apr-24
ISO 14001:2004	Compliance to standards relating to environmental management that exists to help organizations minimize how their operations negatively affect the environment; comply with applicable laws, regulations, and other environmentally oriented requirements; and continually improve in the above. These are applicable to the environmental aspects of the activities, products and services that the organization determines it can either control or influence, considering a life cycle perspective.	05-Apr-21	09-Apr-24
ISO 45001:2018	Compliance to occupational health and safety (OH&S) management system, to enable organization to provide safe and healthy workplaces by preventing work-related injury and ill health, as well as by proactively improving its OH&S performance. These serve to improve occupational health and safety, eliminate hazards and minimize OH&S risks (including system deficiencies).	29-Mar-21	08-Apr-24
bizSAFE Level Star	Obtained SS 506 Part 1 or ISO 45001 Certification issued by Singapore Accreditation Council (SAC) accredited Certification Bodies	01-Apr-21	08-Apr-24

OKH has unwavering commitment to preserving environment through the implementation of green initiatives in our buildings projects as we recognise the impact of construction activities on our planet and are dedicated to minimising any negative impacts by adopting sustainable practices. The following page featured the building projects list our ongoing efforts in this regard and we look forward to collaborating with like-minded stakeholders who share our passion for sustainable development.

SUSTAINABILITY REPORT

FEATURED PROJECTS



Loyang Enterprise Building

It is a 6-storey B2 ramp up general industrial building comprising 102 factory units which include an ancillary staff canteen, each with a mezzanine floor. The official address is No. 56 Loyang Way, Singapore 508775.

Green Initiatives

- Sensor lights for common toilets
- Managing waste by separating the waste and providing recycle bins.
- Using NEA - recommended water taps for water savings



Ace@Buroh

It is a 9-storey B2 ramp-up general industrial building comprising 101 units which include an ancillary staff canteen. There is a mezzanine floor within each unit except for those units located on the 7th & 8th storey. The official address is No. 2 Buroh Crescent Singapore 627546.

Green Initiatives

- Sensor lights for handicapped toilets
- Using NEA-recommended water taps for water savings



12 Tai Seng Link

It is a 10-storey B2 (light and clean) industrial building with a basement carpark. It is located within the Paya Lebar iPark having an official address of No 12 Tai Seng Link Singapore 534233.

Green Initiatives

- Sensor for escalator for energy savings
- Sensor lights for common toilets
- Timer for lightings at basement carpark for energy saving
- Switch off 1 cargo lift for energy savings

SOCIAL

Customer Privacy

Cybersecurity and data privacy are important not just for compliance, but in safeguarding both our data and that of our customers. OKH takes measures to guard against cyber risks for both our internal and external stakeholders by complying with the Personal Data Protection Act ("PDPA") Policy. This also applies to our employment process where the privacy of all applicants is safeguarded and access to personal data is restricted to authorised persons and senior management on a need-to-know basis. Our Human Resource & Admin Executive has been appointed as Data Protection Officer to monitor, safeguard, and ensure that organization processes sensitive personal data of its staff in compliance with PDPA.

The Group has also taken several initiatives to protect personal data. For instance, all the staff personal files are stored in locked cupboards, with access limited to Human Resource & Admin Executive who is managing the files. In addition, confidential data such as payroll information are being hosted on a cloud platform for better security. All the client information is kept in our restricted server and locked cabinets and only authorised personnel can access the files. We also provide training to our staff to prevent data breach.

SUSTAINABILITY REPORT

Our 2-year Performance

CUSTOMER PRIVACY PERFORMANCE	FY2023	FY2022
Number of complaints received from outside parties and substantiated by the organization	0	0
Number of complaints from regulatory bodies	0	0
Total number of identified leaks, thefts, or losses of customer data	0	0

FY2024 TARGET: We strive to have zero substantiated complaints received concerning breaches of data privacy, including data leaks, thefts and losses in FY2024.

Occupational Health and Safety

We are committed to safeguarding our employees' health and safety against any potential workplace hazards.

The focus on health and safety is important for OKH. It is not only a fundamental right for our workers to be able to work in a safe environment, but when our employees' wellness is attained, our productivity increases, and our best is given to our customers. By implementing job safety guidelines, we are committed to provide a hazard-free workplace to ensure the wellbeing of both our employees and the environment.

OKH employs a variety of measures to ensure the health and safety of all our staff. Safety officers are always on-site when there are ongoing projects. Supervisors are tasked to report to the safety officers if any accident occurs, together with the incident / accident report for investigation and records.

We have established a QSHE manual which includes objectives and procedures at various phases of our work to drive QSHE performance and implementation. We provide incentives for good safety performance. We conduct a risk assessment prior to the work commencement and establish the control measures to mitigate the risks identified through the hierarchy of control. Workplace audit and inspection are also conducted periodically to identify potential hazards.

We also provide safety induction training for our new staff. A toolbox meeting has been conducted for workers prior to work and this can promote knowledge sharing and a strong awareness of health and safety at the workplace. Apart from that, occupational health and safety posters have been displayed at worksite and office to provide information on mitigating various workplace hazards and safety concerns.

We are ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 and bizSAFE Level Star certified, with the current certification expiring in April 2024.

Our 2-year Performance

FOR ALL EMPLOYEES	FY2023	FY2022
The number and rate of fatalities as a result of work-related injury	0	0
The number and rate of high-consequence work-related injuries (excluding fatalities)	0	0
The number and rate of recordable work-related injuries	0	0
The number and rate of work-related ill-health	0	0



SUSTAINABILITY REPORT

FY2024 TARGET: We aim to ensure that we provide healthy and safe working conditions and target to have zero workplace incident record in FY2024.

Diversity and Equal Opportunity

Board Diversity

We have established a Board Diversity policy to promote diversity among directors. The policy is primarily aimed at enhancing the performance, fostering constructive debate, and ensuring that the Board is optimal to support the Group's short-term and long-term objectives.

The Board recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from a diverse mixture of various skills, business experience and gender of the Directors. The profile of each Director, including their academic and professional qualifications and other appointments, is presented on pages 4 to 6 and 38 of this Annual Report.

Employee Diversity

A diverse workforce is an asset in today's ever-changing global marketplace. We cultivate an inclusive culture where employees with wide-ranging backgrounds and qualities are highly motivated, engaged and connected. OKH's staff recruitment and annual appraisals are conducted based on performance, work attitude, cooperation with other staff and workers, efficiency and effectiveness of work. We do not discriminate against one's race, age, gender, religion, ethnicity, disability or nationality and we aim to have zero records of discrimination throughout the years. We are committed to provide equal opportunities for existing employees and new candidates to maintain a diverse and robust workforce.

As of 30 June 2023, the Group has a workforce of 17 (FY2022: 23) employees in Singapore. We do not have contractual staff.

Our 2-year Performance

FY2023 – BY GENDER

	<i>Number</i>	<i>< 30 years old</i>	<i>Number</i>	<i>30 - 50 years old</i>	<i>Number</i>	<i>> 50 years old</i>
<i>Male</i>	Nil	Nil	7	40%	3	18%
<i>Female</i>	2	12%	2	12%	3	18%

FY2022 – BY GENDER

	<i>Number</i>	<i>< 30 years old</i>	<i>Number</i>	<i>30 - 50 years old</i>	<i>Number</i>	<i>> 50 years old</i>
<i>Male</i>	Nil	Nil	8	35%	6	26%
<i>Female</i>	3	13%	1	4%	5	22%

BY REGION

	NUMBER	FY2023	NUMBER	FY2022
<i>Singapore</i>	10	58%	14	60%
<i>Indonesia</i>	1	6%	2	9%
<i>Malaysia</i>	1	6%	2	9%
<i>India</i>	2	12%	2	9%
<i>Bangladesh</i>	2	12%	2	9%
<i>Philippines</i>	1	6%	1	4%

SUSTAINABILITY REPORT

BY OTHER CATEGORY	NUMBER	FY2023	NUMBER	FY2022
<i>Managerial</i>	6	35%	8	35%
<i>Non-managerial</i>	11	65%	15	65%

FY2024 TARGET: We aim to encourage employees open communication and regular engagement, promoting strong teamwork to foster team building and improving work ethics for a more productive workforce in FY2024.

EMPLOYMENT

Every employee plays an essential role in our company. We achieve success by promoting a collaborative work environment in which everyone is committed to achieve our corporate goals based on open and honest communications while showing care and support for each other.

Here at OKH, our employees are the drivers of our business, and we believe in creating a respectful, rewarding and safe working environment for our people. We support and respect the protection of internationally proclaimed human rights. We support the elimination of all forms of forced and compulsory labour, especially child labour, and do not tolerate any discrimination in respect of employment and occupation.

We provide competitive remuneration based on merit to all our employees. Our employees are not covered by collective bargaining agreements but are given the right to exercise freedom of association. Employees are given a minimum of one month's notice prior to any implementation of significant operational changes that could substantially affect them. We define employment terms in Human Resource Policy, and we are in the process of issuing an employee handbook.

Our 2-year Performance

NEW HIRES RATE	NUMBER	FY2023*	NUMBER	FY2022*
By Gender				
<i>Male</i>	1	6%	2	9%
<i>Female</i>	1	6%	2	9%
By Age				
<i>< 30 years old</i>	1	6%	1	4%
<i>30 - 50 years old</i>	1	6%	Nil	Nil
<i>> 50 years old</i>	Nil	Nil	3	13%
By Nationalities				
<i>Singapore</i>	2	12%	3	13%
<i>Indonesia</i>	Nil	Nil	1	4%
<i>Malaysia</i>	Nil	Nil	Nil	Nil
<i>India</i>	Nil	Nil	Nil	Nil
<i>Bangladesh</i>	Nil	Nil	Nil	Nil
<i>Philippines</i>	Nil	Nil	Nil	Nil

SUSTAINABILITY REPORT

TURNOVER RATE	NUMBER	FY2023*	NUMBER	FY2022*
By Gender				
Male	4	24%	6	26%
Female	4	24%	5	22%
By Age				
< 30 years old	1	6%	2	9%
30 - 50 years old	2	12%	6	26%
> 50 years old	5	30%	3	13%
By Nationalities				
Singapore	7	41%	7	30%
Indonesia	1	6%	1	4%
Malaysia	Nil	Nil	Nil	Nil
India	Nil	Nil	Nil	Nil
Bangladesh	Nil	Nil	Nil	Nil
Philippines	Nil	Nil	3	13%

* The percentage of New Hires/Turnover is obtained by the number of New Hires/Turnover divided by the total workforce for the respective financial year..

FY2024 TARGET: We aim to perform timely annual performance appraisals and give feedback to our employees throughout the year based on the organisational goals.

Local Communities

The Group had the opportunity to volunteer in the daily patients group activities programme at Thye Hua Kwan Hospital. Our main role was to support the patients with arts and crafts using beads, and to help with the bingo games. At the end of the session, we gave small goodie bags as gifts to all the patients who participated. It was a fulfilling experience to be able to contribute to the patients' well-being in this way. We aim to carry at least one Corporate Social Responsibility ("CSR") activity in FY2024.



SUSTAINABILITY REPORT

GOVERNANCE

Risk Management

The Group's rigorous assessment of risks and opportunities related to health and safety, quality, and environment is a testament to our unwavering commitment to good Corporate Governance ("CG"). We take proactive steps to address any internal or external issues, including EESG factors. We have an IMS Framework to communicate risk management matters with continual improvement initiatives on reviewing activities, internal and external audit activities, addressing complaints, enhancing IMS performance, promoting employees' participation in continuous improvement, and maintaining and retaining documented information for constant improvement.

For disclosure on risk management policy and process, please refer to pages 45 to 46 on our Annual Report FY2023.

Our 2-year Performance

In FY2023, we reviewed our risk management policies to ensure all relevant risks are identified, communicated and addressed timely and accomplished our target last year.

The following table shows our targets and performance for FY2023 and FY2022.

FY2023	FY2022
Reviewed risk management policies	Reviewed risk management policies

FY2024 TARGET: To review the risk management policies and ensure all relevant risks are identified, communicated and addressed timely.

Compliance with Laws and Regulations

At OKH, we go above and beyond to adhere to applicable laws and regulations. Our adherence is shown through setting our expectations for staff to abide by a Code of Conduct, implementing transparent and fair grievance procedures, minimising conflict of interest when hiring, and engaging support from solicitors to help us on all legal matters, including sales, leasing, marketing and labelling to ensure that we are always in compliance with laws and regulations and enforce good labour practices in all our operations.

We understand the importance of adhering to laws and regulations and strive to exceed expectations. We regularly communicated with all head of business units that business ethics and compliance with laws and regulations are key parts of running a responsible business. The Company regularly updates key staff with development in local regulations. OKH fully complies with all environmental rules and regulations, anti-competitive behaviour laws and all requirements on health and safety.

OKH is also aware of the rising emphasis on Know Your Customers ("KYC") and Anti-money Laundering ("AML") requirements imposed on the real estate sectors. Adequate assessment pertaining to customer accounts and transactions is now more critical than ever. Failure to comply with the relevant authorities' regulations may result in non-monetary and monetary penalties that may disrupt business operations. OKH is kept abreast of the development of the regulations in these areas. We provide many training opportunities for continued employee development and strive to train our employees to apply the AML principles to thoroughly check and onboard new customers in a more compliant manner.

SUSTAINABILITY REPORT

Our 2-year Performance

INCIDENTS OF NON-COMPLIANCE WITH LAWS AND REGULATIONS	FY2023	FY2022
Resulting in a significant fine or penalty	0	0
In a warning	0	0
Non-compliance with voluntary codes	0	0

FY2024 TARGET: To maintain zero significant fines or non-monetary sanctions for non-compliance with laws and regulations.

Corporate Governance

At OKH, we believe that strong governance is the key to a sustainable business. Throughout FY2023, we continued to comply with the Code of Corporate Governance and achieved the target we set last year. Please refer to pages 31 to 51 on the details of our Statement of Corporate Governance.

The Singapore Governance and Transparency Index ("SGTI") is the leading index for assessing corporate governance practices of Singapore-listed companies. Sustainable governance is an integral component in a modern business landscape where proactive stakeholders demand greater transparency and accountability for the integrity of companies. We are proud to report that we have improved our SGTI ranking to #112 in 2023 (2022: rank #121).

Our 2-year Performance

FY2023	FY2022
Complied to the Code of Corporate Governance	Complied to the Code of Corporate Governance

FY2024 TARGET: We will continue to comply with the Code of Corporate (the "Code") as set out by the Monetary Authority of Singapore ("MAS").

Board Composition

In order to achieve the Group's goals, we must uphold a carefully curated mix of individuals on our Board. We select Board members with a broad range of abilities, backgrounds, and viewpoints, to make well-informed decisions to advance our objectives. It is critical that we maintain this equilibrium on a consistent basis and select Board members who can contribute to our success.

The role of Non-Executive and Independent Directors is also critical in ensuring that the strategies proposed by Management are constructively challenged, considering the long-term interests of shareholders. They participate actively during Board meetings and would constructively challenge and help to develop short-term and long-term business strategies, review the performance of Management in meeting objectives, and monitor the reporting of performance.

2-year Performance

FY2023	FY2022
Maintained balanced composition of Board members	Maintained balanced composition of Board members

FY2024 TARGET: We will ensure the balance composition of Board members to help us achieve our Group's strategic goals.

SUSTAINABILITY REPORT

GRI CONTENT INDEX

GRI STANDARD	DISCLOSURE	LOCATION
Statement of Use	OKH Global Ltd has reported the information cited in this GRI content index for the period of 1 July 2022 to 30 June 2023 with reference to the GRI Standards 2021	
GRI 2: General Disclosures 2021	2-1 Organizational details	1
	2-2 Entities included in the organization's sustainability reporting	14
	2-3 Reporting period, frequency and contact point	15
	2-4 Restatements of information	None
	2-5 External assurance	14
	2-6 Activities, value chain and other business relationships	101
	2-7 Employees	24 - 26
	2-8 Workers who are not employees	24
	2-9 Governance structure and composition	33 - 35
	2-10 Nomination and selection of the highest governance body	36 - 38
	2-11 Chair of the highest governance body	36
	2-12 Role of the highest governance body in overseeing the management of impacts	14
	2-13 Delegation of responsibility for managing impacts	14
	2-14 Role of the highest governance body in sustainability reporting	14
	2-15 Conflicts of interest	30
	2-16 Communication of critical concerns	17
	2-17 Collective knowledge of the highest governance body	14
	2-18 Evaluation of the performance of the highest governance body	42
	2-19 Remuneration policies	44 - 45
	2-20 Process to determine remuneration	43
	2-21 Annual total compensation ratio	Undisclosed due to confidentiality
	2-22 Statement on sustainable development strategy	14
	2-23 Policy commitments	15 - 16
	2-24 Embedding policy commitments	15 - 16
	2-25 Processes to remediate negative impacts	19 - 20
	2-26 Mechanisms for seeking advice and raising concerns	19 - 20
	2-27 Compliance with laws and regulations	27 - 28
	2-28 Membership associations	18
	2-29 Approach to stakeholder engagement	17
	2-30 Collective bargaining agreements	None
GRI 3: Material Topics 2021	3-1 Process to determine material topics	18 - 19
	3-2 List of material topics	19
	3-3 Management of material topics	19 - 28
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	19
GRI 205: Anti-corruption 2016	205-3 Confirmed incidents of corruption and actions taken	19 - 20
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	25 - 26
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	23 - 24
	403-9 Work-related injuries	23 - 24
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	24 - 25
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	22 - 23

STATEMENT ON CORPORATE GOVERNANCE

INTRODUCTION

The Directors and Management of OKH Global Ltd. ("the Company") and its subsidiaries (collectively "the Group") are committed to uphold good corporate governance. This commitment and continuous support of the Code of Corporate Governance 2018 (last amended on 11 January 2023) ("the Code") and accompanying Practice Guidance (last amended on 11 January 2023) can be seen from the Directors' and Management's effort to observe high standards of transparency, accountability and integrity in managing the Group's business in order to create value for its stakeholders and safeguard the Group's assets.

The Company has generally complied with the principles and recommendations of the Code and the Board is pleased to report compliance of the Company with the Code except where otherwise stated.

For the financial year ended 30 June 2023 ("FY2023"), the Group has conformed to the Principles of the Code and strives to comply with the Provisions set out in the Code and where it has deviated from the Provisions set out in the Code, appropriate explanations are provided.

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: *The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

The Company is headed by an effective Board, comprising individuals with diversified backgrounds and who collectively brings with them a wide range of experience, to lead and manage the Group. The Board is responsible for the overall management and success of the Group to protect shareholders' interests and enhance long-term shareholders' value.

Apart from its statutory responsibilities, the principal functions of the Board are, *inter alia*, to:-

- (i) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (ii) establish a framework of prudent and effective controls which enables risk to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets;
- (iii) review performance of management;
- (v) identify the key stakeholder groups and recognise that their perceptions affect the Company's reputation;
- (vi) set the Group's values and standards (including ethical standards), and ensure that obligations to the shareholders and other stakeholders are understood and met; and
- (vii) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company. The Board puts in place a code of conduct and ethics, set desired organisational culture and ensures proper accountability within the Group. Where a Director faces a conflict of interest, he or she would recuse himself or herself from discussions and decisions involving the issues of conflict.

STATEMENT ON CORPORATE GOVERNANCE

To assist in the execution of its responsibilities, the Board has established Board Committees, namely Audit Committee (“AC”), Nominating Committee (“NC”) and Remuneration Committee (“RC”). These Board Committees function within clearly defined terms of references and operating procedures, which are reviewed by the Board on a regular basis to enhance the effectiveness of these Board Committees. The roles and responsibilities of these Board Committees are provided for in the latter sections of this Statement on Corporate Governance.

The Board meets on a regular basis as and when necessary, to address any specific significant matters that may arise.

The Company will conduct comprehensive and tailored induction orientation programme for incoming Directors on joining the Board to familiarise them with the Group’s business and governance practices. The Company will also arrange for any new Director with no prior experience of serving as a director in a listed company to attend appropriate courses, conferences or seminars, including programmes or courses organised by the Singapore Institute of Directors in accordance to Rule 210(5)(a) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the one-time training on sustainability as required by SGX-ST or other training institutions in areas such as accounting, legal and industry-specific knowledge. All Directors have attended and completed the sustainability training courses conducted by Singapore Institute of Directors during FY2023.

The Directors are provided with information relating to corporate conduct and governance including continuing disclosure requirements as required by the Listing Manual of the SGX-ST, disclosure of interests in securities, restrictions on disclosure of confidential or price sensitive information, etc. The Board has received updates on changes in listing rules, regulatory requirements, corporate governance guidelines and best practices on a regular basis.

All Directors are also encouraged to receive regular training such as professional development on new laws, regulations and changing commercial risks from time to time which are relevant to the Group, so as to enable them to contribute effectively to the Board or Board Committees. The training courses related to the aforesaid will be arranged and funded by the Company.

Pursuant to Bye-Law 125 of the Company’s Bye-Laws, the Directors of the Company may participate in any meeting of the Board or any Board Committees, which may be held by means of telephonic, electronic or other communication facilities, allowing all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

The number of Board, Board Committees meetings and general meeting held during FY2023 and the attendance of each Director where relevant is as follows:–

TYPE OF MEETINGS	BOARD	AUDIT COMMITTEE	NOMINATING COMMITTEE	REMUNERATION COMMITTEE	ANNUAL GENERAL MEETING
No. of meetings	4	4	1	1	1
Attendance					
Mrs. Celine Tang	4/4	N/A	N/A	N/A	1/1
Mr. Lock Wai Han	4/4	N/A	N/A	N/A	1/1
Mr. Ong Soon Teik	4/4	4/4	1/1	1/1	1/1
Mr. Lim Eng Hoe	4/4	4/4	1/1	1/1	1/1
Ms. Ng Kheng Choo	4/4	4/4	1/1	1/1	1/1

STATEMENT ON CORPORATE GOVERNANCE

The Board has identified the following areas for which the Board has direct responsibility for decision making within the Group:-

- Approval of the Group's major investments/divestment and funding decisions;
- Approval of the Group's interim and full-year financial result announcements for release to the SGX-ST;
- Approval of any agreement which is not in the ordinary course of business;
- Approval of any major borrowings or corporate guarantees in relation to borrowings;
- Entering into any profit-sharing arrangement;
- Entering into any foreign exchange hedging transactions;
- Appointment or removal of any key executive and legal representative;
- Incorporation or dissolution of any subsidiary;
- Issuance of shares or declaration of dividends;
- Approval of the annual report and audited financial statements;
- Convening of general meetings;
- Approval of corporate strategies;
- Approval of material acquisitions and disposal of assets; and
- Approval of announcements or press releases concerning the Group for release to the SGX-ST.

A newly appointed director, if any, will be furnished with a formal letter of appointment and upon his/her appointment be given opportunities to receive appropriate briefing or material to ensure that he/she is aware of the roles and responsibilities of a director of a public listed company in Singapore and training to familiarise with the Group's business and governance practices. The Company has not appointed any new director during the financial year.

The Management provides the Board with complete and adequate information in advance of meetings to enable the Directors to make timely decisions, effectively discharge its duties and make a balanced and informed assessment of the performance, position and prospects of the Company.

Draft agendas for Board and Board Committees meetings are circulated in advance to the respective Chairman, in order for them to suggest items for the agenda and/or review the usefulness of the items in the proposed agenda.

The Board has separate and independent access to the key management personnel of the Group at all times. Request for information is dealt promptly by the Management. In addition, the Board is kept informed of all material events and transactions as and when they occur to enable the Board to function effectively and to fulfil its responsibilities. The information made available to the Directors include interim and full-year financial results, progress reports of the Group's operations, corporate development, regulatory updates, business developments and audit reports. The Management also consults Board members regularly whenever necessary and appropriate. The Board is issued with Board papers in a timely manner prior to Board meetings to enable Directors to consider the issues and to obtain additional information or explanation from the Management, if necessary.

STATEMENT ON CORPORATE GOVERNANCE

The calendar of Board and Board Committees meetings are planned a year in advance. Draft agendas for meetings of the Board and Board Committees are also circulated in advance to the respective Chairman of the Board and Board Committees, in order for them to suggest items for the agenda and/or review the usefulness of the items in the proposed agendas.

The Directors also have separate and independent access to the Company Secretary(ies). The role of the Company Secretaries and/or their representatives is to administer, attend and prepare minutes of Board and Board Committees' meetings, assist the Chairman in ensuring that Board procedures are followed and that the Company's Bye-Laws, the Listing Manual of the SGX-ST and other relevant rules and regulations applicable to the Company are complied with. The Company Secretaries and/or their representatives attend all Board and Board Committees' meetings. The decision in appointment and removal of the Company Secretary(ies) is decided by the Board as a whole.

The Board in fulfilling its responsibilities could as a group or as individuals, when deemed fit, direct the Company to appoint independent professional advisers or seek professional advice and the costs will be borne by the Company.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company

The current Board consists of five (5) members comprising the Non-Executive Chairman, one (1) Executive Director, who is also the Chief Executive Officer ("CEO") of the Company, and three (3) Non-Executive and Independent Directors:-

Non-Executive Chairman

Mrs. Celine Tang

Executive Director and CEO

Mr Lock Wai Han

Non-Executive and Independent Directors

Mr Ong Soon Teik

Mr Lim Eng Hoe

Ms Ng Kheng Choo

The Board considers an "Independent Director" as one who has no relationship with the Company, its related companies, its substantial shareholders of not less than 5% of the total votes attached to all voting shares (excluding treasury shares) in the Company, or its officers that could interfere or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement to the best interests of the Company.

On an annual basis, each Director is required to complete a 'Confirmation of Independence' form to confirm his/her independence. The said form was drawn up based on the definitions and guidelines set forth in the Code and the Nominating Committee Guide issued by Singapore Institute of Directors. The Directors are required to disclose to the Board any such relationship as and when arises and the Board will state the reasons if it determines that a director is independent notwithstanding the existence of relationships or circumstances which may appear otherwise.

The NC has reviewed the forms completed by each Director and is satisfied that all the Independent Directors of the Company are independent in accordance with Provision 2.1 of the Code and Rule 210(5)(d) of the Listing Rules of SGX-ST. In this respect, the Company complies with Provision 2.2 of the Code where Non-Executive and Independent Directors make up a majority of the Board where the Chairman of the Board is not independent.

STATEMENT ON CORPORATE GOVERNANCE

To facilitate a more effective review of Management, the Non-Executive and Independent Directors communicate on an ad-hoc basis without the presence of the Management and Executive Director to discuss the performance of the Management and any matters of concern. The current Board composition complies with the Provision 2.3 of the Code where Non-Executive Directors make up a majority of the Board.

As at 30 June 2023, two Independent Directors, Mr Ong Soon Teik and Mr Lim Eng Hoe, have served on the Board for more than nine (9) years from the date of their respective first appointment, the continued appointment of each of Mr Ong and Mr Lim as Independent Directors was approved by the shareholders at the Company's AGM held on 26 November 2021 ("**2021 AGM**") and 26 October 2022 ("**2022 AGM**") respectively, via the two-tier vote mechanism, for a term of three (3) years, with effect from the passing of the relevant ordinary resolutions at the 2021 AGM and 2022 AGM, until the conclusion of the third AGM of the Company following the passing of the aforesaid resolutions, or the retirement or resignation of the Director, whichever is the earlier. However, in view of the removal of Rule 210 (5)(d)(iii) of the SGX Listing Rules on 11 January 2023 with immediate effect, the Singapore Exchange Regulation has limited the tenure of independent director serving on the boards of listed companies to nine (9) years. As a transition, independent director whose tenure exceeds the nine-year limit can continue to be deemed independent until the listed companies' next AGM to be held in 2024, for the financial year ending on or after 31 December 2023.

Notwithstanding that Mr Ong Soon Teik and Mr Lim Eng Hoe had served on the Board for more than nine (9) years, the NC, with the concurrence of the Board, is satisfied that Mr Ong Soon Teik and Mr Lim Eng Hoe are still considered as Independent Directors, after performing rigorous review and taking into consideration the following factors:

- i. There was a reverse takeover of Sinobest Technology Holdings Ltd. in year 2013;
- ii. There was a change of management and controlling shareholder in year 2016;
- iii. There was a change of the composition of the Board in year 2016;
- iv. The considerable knowledge and experience of the industry and business environment contributed by the Independent Director to the Company;
- v. The attendance, preparedness, participation and contribution in the meetings of the Board and Board Committees;
- vi. Provision of reasonable checks and balances for the Management;
- vii. Each of Mr Ong and Mr Lim has devoted adequate attention and sufficient time to the affairs of the Group; and
- viii. Each of Mr Ong and Mr Lim is able to act independently and provide overall guidance to the Management and acts as safeguard for the protection of the Company's assets and shareholders' interest.

Taking into consideration the abovementioned, the NC, with the concurrence of the Board, has concluded that Mr Ong and Mr Lim are independent and may continue as Independent Directors until the Company's next AGM to be held in 2024.

Notwithstanding the foregoing, the NC and the Board had discussed and will start the search process for new Independent Directors as part of Board renewal process and good governance practice to be in line with the new requirement of the nine-year limit for Independent Directors.

Each of Mr Ong and Mr Lim had abstained from the discussions pertaining to the review of his independence.

The Board regularly examines its size and after taking into account the scope and nature of the Group's operations, the diversified background and experience of the Directors that provide core competencies in areas such as finance or accounting, legal, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge. The Board is satisfied that it is of an appropriate size to facilitate effective decision-making.

STATEMENT ON CORPORATE GOVERNANCE

The Board has adopted a Board Diversity Policy to assist the NC and the Board in identifying prospective candidates for directorship that meet the criteria as determined by the NC and that support the diversity objectives. The Board Diversity Policy promotes the diversity among the Directors in order to improve performance and to avoid groupthink, foster constructive debate and ensure that composition is optimal to support the Group's needs in the short-term and long-term goals. This diversity includes but is not limited to gender, skills, experience and knowledge, and other distinctive qualities of the board members. The Board recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from a diverse mixture of various skills, business experience and gender of the Directors.

The NC and the Board are satisfied that there is gender diversity with Mrs Celine Tang and Ms Ng Kheng Choo joining the Board on 2 August 2016. In addition, NC and the Board are of the view that the Board currently comprises Directors who have the appropriate balance and diversity of skills, expertise and experience, knowledge of the industry the Group operates in and collectively possess the necessary core competencies for effective functioning and informed decision-making. Despite the above, the NC will continue to monitor the implementation of its Board Diversity Policy and review the Board Diversity Policy from time to time as appropriate, to ensure its effectiveness and will recommend appropriate revisions to the Board for consideration and approval. The NC will continue its identification and evaluation of suitable candidates to ensure there is diversity (including gender diversity) on the Board as and when needed.

The profile of each Director including their academic and professional qualifications and other appointments is presented on pages 4 to 6 and 38 of this Annual Report.

Although all the Directors have an equal responsibility for the Group's operations, the role of the Non-Executive Independent Directors is particularly important in ensuring that the strategies proposed by Management are constructively challenged, taking into account the long-term interests of shareholders. The Non-Executive Independent Directors participate actively during Board meetings and would constructively challenge and help to develop proposals on short-term and long-term business strategies and review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

The Non-Executive Chairman and Independent Directors are encouraged to meet periodically without the presence of the Executive Director and/or the Management and led by the Lead Independent Director. The Lead Independent Director will provide feedback to the Chairman of the Board after such meetings, where appropriate. The Non-Executive Chairman and Independent Directors had met at least once a year, without the presence of Management so as to facilitate a more effective check on Management.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

The Non-Executive Chairman of the Company is Mrs Celine Tang and the CEO of the Company is Mr Lock Wai Han.

Mrs Tang has extensive experience in the property development industry and plays an instrumental role in shaping the strategic direction of the Group. As the Non-Executive Chairman of the Company, Mrs Tang ensures that Board meetings are held in each quarter of financial year and as and when necessary, sets Board meeting agenda, promotes a culture of openness and debate at the Board and ensures that adequate time is available for discussion of all agenda items, in particular strategic issues. The Non-Executive Chairman of the Company ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group as well as effective communication with shareholders. She encourages constructive relations and effective contribution within the Board and between the Board and the Management. She also takes a leading role in ensuring that the Company strives to achieve and maintain high standards of corporate governance.

STATEMENT ON CORPORATE GOVERNANCE

The roles of the Non-Executive Chairman and the CEO are separate and distinct, each having their own areas of responsibilities to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. As the highest-ranking executive officer, Mr Lock Wai Han, the CEO is responsible for the effective management and supervision of daily business operations of the Group in accordance with the strategies, policies, budget and business plans as approved by the Board. The major decisions are made in consultation with the Board, a majority of which comprises Non-Executive and Independent Directors. The Board is of the opinion that the process of decision-making by the Board has been independent and has been based on collective decision without any individual or small group of individuals dominating the Board's decision-making.

Mr Ong Soon Teik is appointed as the Lead Independent Director. In order to promote high standards of corporate governance and effective communication between the shareholders and the Company, Mr Ong Soon Teik is available to shareholders who may have concerns with regards to the Group and for which contacts through the normal channels of the Non-Executive Chairman, Executive Director and CEO, or Chief Financial Officer has failed to resolve issues or for which such contact is inappropriate. Such concerns may be sent to his e-mail address at ongst100@gmail.com.

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of Directors, taking into account the need for progressive renewal of the Board.

The Company has established a NC to make recommendations to the Board on all board appointments and re-appointments. The NC comprises the following three (3) Directors, all of whom are Non-Executive and Independent Directors:-

Ms Ng Kheng Choo	(Chairman)
Mr Ong Soon Teik	(Member)
Mr Lim Eng Hoe	(Member)

The Company is in compliance with Provision 4.2 of the Code, where Mr Ong Soon Teik, the Lead Independent Director of the Company, is a member of the NC.

The NC is governed by the NC's Terms of Reference which describes the duties and functions of the NC.

The duties and functions of the NC are as follows:-

- (a) to review the Board succession plans for directors, in particular, the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- (b) to make recommendations to the Board on all board appointments, including re-election and re-appointment by taking into account the composition and progressive renewal of the Board and each Director's contribution and performance (e.g. attendance, preparedness, participation, candour and any other salient points);
- (c) to determine annually whether a Director is independent;
- (d) to review the training and professional development programmes for the Board;
- (e) where a Director has multiple board representations and other principal commitments, to decide whether the Director is able to and has adequately carried out his/her duties as Director, taking into account the competing time commitments that he/she faces when serving on multiple boards and other principal commitments, and to decide the maximum number of listed company board representations which any director may hold; and
- (f) to decide on the process for evaluation of the performance of the Board, the Board Committees and Directors.

STATEMENT ON CORPORATE GOVERNANCE

The Company's Bye-Laws further provides that at each AGM, one-third of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest to one-third but not less than one-third shall retire by rotation and that all Directors shall retire at least once every three years and such retiring Director shall be eligible for re-election. Each member of the NC shall abstain from voting on any resolutions in respect to his/her re-nomination as a Director.

The details of Mr Lock Wai Han and Ms Ng Kheng Choo who will retire by rotation at the forthcoming AGM to be held on 25 October 2023 are disclosed in the Directors' Profile on pages 38 to 42 of this Annual Report.

The NC has recommended and the Board has approved to table for shareholders' approval the re-election of Mr Lock Wai Han and Ms Ng Kheng Choo, who are retiring at the forthcoming AGM as Directors of the Company. Mr Lock Wai Han and Ms Ng Kheng Choo have abstained from voting on any resolution related to their re-election.

As mentioned in Principle 2, each Director completes a 'Confirmation of Independence' form to confirm his/her independence and the NC has reviewed the independence of Directors.

Despite some of the Directors having other Board representations, the NC having reviewed and is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company by attending the Board and Board Committees and to attend to the decision-making within the Group as and when necessary. In this respect, the Board is of the view that it is not necessary to adopt internal guidelines to address the competing time commitments that are faced when Directors serve on multiple boards or to determine the maximum number of listed company board representations which any Director may hold.

The Board and the NC do not encourage the appointment of alternate directors. Currently, no alternate director is appointed on the Board.

In the search and nomination process for new directors, the NC identifies the key attributes that an incoming director should have, which is based on a matrix of the attributes of the existing Board and the requirements of the Group. After the Board endorsed the key attributes, the NC taps on the resources of the Directors' personal contacts and recommendations of potential candidates, and proceed with the shortlisting process. The NC will consider each candidate based on the key attributes determined after taking into consideration the qualification and experience of such candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. The NC will recommend the suitable candidate to the Board for approval. If the candidates identified from this process are not suitable, executive recruitment agencies may be appointed to assist in the search process.

STATEMENT ON CORPORATE GOVERNANCE

Key information regarding the Directors is set out below:

NAME OF DIRECTOR	DATE OF FIRST APPOINTMENT	DATE OF LAST RE-ELECTION	PRESENT DIRECTORSHIPS OR CHAIRMANSHIPS IN OTHER LISTED COMPANIES AND MAJOR APPOINTMENTS	PAST DIRECTORSHIPS OR CHAIRMANSHIPS IN OTHER LISTED COMPANIES AND MAJOR APPOINTMENTS OVER THE PRECEDING THREE YEARS
Celine Tang	2 August 2016	26 October 2022		<ul style="list-style-type: none"> Singhaiyi Group Ltd Chip Eng Seng Corporation Ltd
Lock Wai Han	5 October 2016	26 November 2021 (retiring and seeking re-election at the forthcoming AGM)	<ul style="list-style-type: none"> Media Literacy Council ARA Trust Management (Suntec) Ltd. The Hour Glass Ltd 	<ul style="list-style-type: none"> Chip Eng Seng Corporation Ltd
Ong Soon Teik	29 March 2010	26 November 2021	–	–
Lim Eng Hoe	31 October 2013	26 October 2022	–	–
Ng Kheng Choo	2 August 2016	30 November 2020 (retiring and seeking re-election at the forthcoming AGM)		<ul style="list-style-type: none"> ISOTeam Ltd Eagle Hospitality REIT Management Pte Ltd Eagle Hospitality Business Trust Management Pte Ltd

To provide the information as set out in Appendix 7.4.1 relating to the candidate who is proposed to be appointed for the first time or re-elected to the board at a general meeting, in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting pursuant to Rule 720(6) of the SGX-ST Listing Manual. The Directors named below are retiring and being eligible, offer themselves for re-election at the forthcoming AGM:

NAME OF DIRECTOR	LOCK WAI HAN	NG KHENG CHOO
Date of appointment	5 October 2016	2 August 2016
Date of last re-appointment	26 November 2021	30 November 2020
Age	56	49
Country of principal residence	Singapore	Singapore
The Board's comments on the NC's recommendation for re-election	The Board has accepted the NC's recommendation, who has reviewed and considered Mr Lock's credentials, experience and overall contribution since he was appointed as a Director of the Company.	The Board has accepted the NC's recommendation, after taking into consideration of Ms Ng's credentials, experience and overall contribution since she was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive, responsible for the strategic development of the Group's business activities, where he oversees all key aspects of the Group's business functions and is responsible for the business development and investment opportunities of the Group	Non-Executive
Job title	Executive Director and Chief Executive Officer	Independent Director, Chairman of Nominating Committee, Member of Audit Committee and Remuneration Committee

STATEMENT ON CORPORATE GOVERNANCE

NAME OF DIRECTOR	LOCK WAI HAN	NG KHENG CHOO
Professional qualifications	<ul style="list-style-type: none"> • Bachelor and Master of Arts (Engineering) from the University of Cambridge, UK • Master of Science (Management) from Leland Stanford Junior University, USA 	<ul style="list-style-type: none"> • Bachelor of Accountancy from Nanyang Technology University
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> • China CEO of CapitaMalls Asia from June 2011 to August 2013 • Executive Director and Group CEO of Rowsley Ltd from 1 November 2013 to 31 December 2015 • Executive Director and Chief Executive Officer of the Company since 5 October 2016 	<ul style="list-style-type: none"> • Independent Non-Executive Director of ISOTeam Ltd from June 2013 to January 2021 • Group Chief Operating Officer of SingHaiyi Group Ltd from July 2014 to September 2016 • Eagle Hospitality REIT Management Pte Ltd from October 2019 to March 2020 • Eagle Hospitality Business Trust Management Pte Ltd from October 2019 to March 2020 • Chief Financial Officer of SingHaiyi Group Ltd from July 2013 to July 2014 • General Manager for the investment in Singapore for Sichuan Chuan Wei Group Ltd from November 2012 to July 2013 • Head of Investor Relations of ChinaVanadium Titano-Magnetite Mining Company Limited from January 2012 to March 2013 • Chief Financial Officer of Sapphire Corporation Ltd from March 2007 to April 2011
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 720(1))	Yes	Yes

STATEMENT ON CORPORATE GOVERNANCE

NAME OF DIRECTOR	LOCK WAI HAN	NG KHENG CHOO
Other Principal Commitments Including Directorships	<p>Other Principal Commitment: Nil</p> <p>Present Directorships:</p> <ul style="list-style-type: none"> • ARA Trust Mgt (Suntec) Ltd • Chip Eng Seng Corporation Ltd • The Hour Glass Limited • Media Literacy Council • OKH (Woodlands) Pte Ltd • Galaxia Development Pte Ltd • OKH Loyang Pte Ltd • OKH Holdings Pte Ltd • OKH Development Pte Ltd • OKH DLRE JV Pte Ltd • OKH Buroh Pte Ltd • Majuven Pte Ltd • Majuven Fund 1 Ltd • Majuven GP2 Ltd • ACS OBA Mgt Comm • ACS Board of Governors • ACS (Independent) BOM • ACS (International) BOM • ACS Foundation <p>Past Directorship (for the past 5 years):</p> <ul style="list-style-type: none"> • Singapore Sports Schools Ltd • OKH China Pte. Ltd. • OKH Spaze Pte. Ltd. • Foxx Media Pte. Ltd. • OKH Management Pte Ltd • OKH Transhub Pte Ltd • Chronoz Investment Pte Ltd • OKH Capital Pte Ltd 	<p>Other Principal Commitment: Nil</p> <p>Present Directorship: Nil</p> <p>Past Directorship (for the past 5 years):</p> <ul style="list-style-type: none"> • Eagle Hospitality REIT Management Pte Ltd • Eagle Hospitality Business Trust Management Pte Ltd • ISOTeam Ltd • VIT Consultancy Pte Ltd • Beehive Asset management Pte Ltd

Mr Lock Wai Han had responded negative to items (a) to (k) listed in Appendix 7.4.1 of the Listing Manual.

Ms Ng Kheng Choo had responded negative to items (a) to (k) listed in Appendix 7.4.1 of the Listing Manual of the SGX-ST, except for the following:-

- (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which she was a director or an equivalent person or a key executive, at the time when she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

Yes.

Ms Ng Kheng Choo was a director of Eagle Hospitality Reit Management Pte Ltd ("EHRM") until 16 March 2020.

On 19 March 2021 (ie. within 2 years of the date on which she ceased to be a director of the EHRM), EHRM was ordered to be wound up.

STATEMENT ON CORPORATE GOVERNANCE

- (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

Yes.

Ms Ng Kheng Choo is currently one of 6 Defendants in a suit commenced on 26 April 2021 in the General Division of the High Court of Singapore, HC/S 384 / 2021. The 6 Defendants comprise 5 independent directors (including Ms Ng Kheng Choo) and 1 executive director of Eagle Hospitality REIT Management Pte Ltd ("REIT Manager").

The Plaintiffs in this suit (who are unitholders) have alleged that the 6 Defendants have breached sections 199(a), 199(b) and 201(d) read with section 234(1A) of the Securities and Futures Act (Cap. 289) ("SFA"), for allegedly making false or misleading statements and/or allegedly omitting to state a material fact necessary in order to make the statements made, not misleading, which is likely to induce, or is in connection with the subscription, sale or purchase of securities or any capital market products.

In Ms Ng Kheng Choo defence, she has denied these allegations.

- (j) Whether she has ever, to her knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-
- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

Yes.

Ms Ng Kheng Choo was formerly an independent director of the REIT Manager and Eagle Hospitality Business Trust Management Pte Ltd from 8 October 2019 until 16 March 2020 when she resigned from that role.

On 30 November 2020, the MAS announced its decision to direct the trustee of Eagle Hospitality Real Estate Investment Trust ("EH-REIT") to remove the REIT Manager as the Manager of EH-REIT, and to appoint a new manager as soon as practicable due to concerns with the REIT Manager's "ability and commitment to comply with MAS' rules and regulations".

- (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when she was so concerned with the entity of business trust?

Yes.

Ms Ng Kheng Choo was formerly an independent director of the REIT Manager and Eagle Hospitality Business Trust Management Pte Ltd from 8 October 2019 until 16 March 2020 when she resigned from that role.

On 30 November 2020, the MAS announced its decision to direct the trustee of Eagle Hospitality Real Estate Investment Trust ("EH-REIT") to remove the REIT Manager as the Manager of EH-REIT, and to appoint a new manager as soon as practicable due to concerns with the REIT Manager's "ability and commitment to comply with MAS' rules and regulations".

STATEMENT ON CORPORATE GOVERNANCE

- (k) Whether she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

Yes.

Ms Ng Kheng Choo was formerly an independent director of the REIT Manager and Eagle Hospitality Business Trust Management Pte Ltd from 8 October 2019 until 16 March 2020 when she resigned from that role.

Ms Ng Kheng Choo is assisting with the joint investigation into the former directors which include herself, and officers responsible for managing Eagle Hospitality Trust, in connection with suspected breaches of disclosure requirements under section 199 and 203 of the Securities and Futures Act (Cap. 289) conducted by Monetary Authority of Singapore and Commercial Affairs Department of the Singapore Police Force.

Ms Ng Kheng Choo, if re-elected, will be considered independent for the purpose of Rule 704(8) of the Listing Manual.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole and that of each of its board committees and individual directors.

The Board has implemented a formal annual process for assessment of the effectiveness of the Board as a whole, each Board Committee and individual Director. Each Director is requested to complete an evaluation form to assess the effectiveness of the Board as a whole and his/her own contribution to the effectiveness of the Board, while each Board Committee member is requested to complete an evaluation form to assess the effectiveness of the respective Board Committees. The assessment of the Board's performance focused on a set of performance criteria for the Board evaluation which includes the Board structure, strategy and performance, governance on Board risk management & internal controls, information to the Board, Board procedures, top management and Directors' standard of conduct, etc.

The assessment criteria for each Board Committee focuses on the nature of the respective roles and responsibilities of the AC, NC and RC.

The annual assessment of individual Directors considers, among others, each Director's attendance as well as generation of constructive debate/participation for meetings of the Board and Board Committees, contribution, initiative, responsiveness of Director, knowledge of senior management and Company's business, and the Directors' self-assessment.

The findings of the above were analysed and discussed with a view to implementing certain recommendations to further enhance the effectiveness of the Board and Board Committees. The Chairman of the Board will act on the results of the performance evaluation and the recommendation of the NC, and where appropriate, in consultation with the NC, new members may be appointed or resignation of directors may be sought. No external facilitator was used in FY2023. However, if need arises, the NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process at the Company's expense.

Following the review of FY2023, the Board is of the view that the Board and its Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

STATEMENT ON CORPORATE GOVERNANCE

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: *There should be a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

The RC comprises the following three (3) Directors, all of whom including the Chairman of the RC, are Non-Executive and Independent Directors:-

Mr Lim Eng Hoe	(Chairman)
Mr Ong Soon Teik	(Member)
Ms Ng Kheng Choo	(Member)

The RC is governed by the RC's Terms of Reference which describes the duties and powers of the RC.

The RC is responsible:

- (a) to recommend to the Board a general framework of remuneration for Directors and key management personnel (including the CEO and other persons having authority and responsibility for planning, directing and controlling activities of the Company and Group), and to determine specific remuneration packages for each Executive Director as well as key management personnel. The RC's recommendations cover all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind;
- (b) in the case of service contracts of Executive Directors and key management personnel, to review and to recommend to the Board, the terms of renewal of service contracts and to ensure the service contracts contain fair and reasonable termination clauses which are not overly generous in the event of termination. The RC aims to be fair and avoid rewarding poor performance;
- (c) to administer OKH Performance Share Plan; and
- (d) to appoint such professional consultancy firm deemed necessary to enable the RC to discharge its duties satisfactorily.

The RC's recommendations are made in consultation with the Chairman of the Board and submitted to the entire Board for endorsement.

The respective Directors of the Company will not be involved in the discussion in deciding their own remuneration.

The RC has full authority to engage any external independent professional advice on matters relating to remuneration as and when the need arises. The expense of such services shall be borne by the Company. No external remuneration consultant was engaged in FY2023.

STATEMENT ON CORPORATE GOVERNANCE

Level and Mix of Remuneration

Principle 7: *The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

The RC noted that there should be appropriate and meaningful measures for the purpose of assessing the performance of Executive Director and key management personnel. In setting remuneration packages for Executive Director and key management personnel, the performance related elements of remuneration form a portion of the total remuneration package to link rewards to corporate and individual performance. This is to align the Executive Director's interests with those of shareholders of the Company and to promote the long-term success of the Group and the Company. The RC will also take into consideration the risk policies of the Company, as well as the pay and employment conditions within the industry and in comparable companies.

The Non-Executive and Independent Directors are paid Directors' fees taking into account factors including but not limited to contribution, effort and time spent, and the responsibilities of the Non-Executive and Independent Directors. Non-Executive and Independent Directors are not over-compensated to the extent that their independence may be compromised. The Directors' fees payable to the Non-Executive and Independent Directors of the Company each year are subject to the approval of the Company's shareholders at the AGM.

The Executive Director does not receive Directors' fees. The remuneration packages of the Executive Director and the key management personnel comprise primarily a basic salary component and a variable component which is the bonuses and other benefits.

The Board is of the view that the remuneration offered to the Directors and key management personnel is fair and competitive, and is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the Company for the long term. The RC will carry out annual reviews of the remuneration packages of the Directors and key management personnel, having due regard to their contributions as well as the financial and commercial needs of the Group.

The RC may recommend the Company to consider the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Director and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company.

Disclosure of Remuneration

Principle 8: *The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

The remuneration of the Directors and the CEO and the key management personnel (who are not Directors or the CEO) of the Group, for the financial year ended 30 June 2023, are disclosed below.

The breakdown of each Directors' and key management personnel's remuneration of the Group for the financial year ended 30 June 2023 is as follows:

BOARD OF DIRECTORS	SALARY	BONUS / COMMISSIONS	BENEFITS IN KIND	DIRECTORS' FEES	TOTAL
	S\$	S\$	S\$	S\$	S\$
Celine Tang	–	–	–	–	–
Lock Wai Han	399,996	–	82,982	–	482,978
Ong Soon Teik	–	–	–	67,000	67,000
Lim Eng Hoe	–	–	–	52,000	52,000
Ng Kheng Choo	–	–	–	67,000	67,000

STATEMENT ON CORPORATE GOVERNANCE

KEY MANAGEMENT PERSONNEL	SALARY %	BONUS / COMMISSIONS %	BENEFITS IN KIND %	TOTAL %
Below S\$250,000				
Ng Khay Wee	73	6	21	100

The Company has only 1 key management personnel (who are not Directors or the CEO) for the financial year ended 30 June 2023. Due to the highly competitive market, the Company believes it is unwise to disclose the breakdown of the remuneration of the key management personnel and the aggregate total remuneration paid to the key management personnel for the financial year ended 30 June 2023.

Other than the Central Provident Fund contributions to the Executive Director and top two key management personnel, none of the Directors (including the CEO) and the top two key management personnel (who are not Directors or the CEO) had received any termination, retirement and post-employment benefits for the financial year ended 30 June 2023.

There is no employee who is an immediate family member of a Director, CEO or substantial shareholder whose remuneration exceeds S\$100,000 for the financial year ended 30 June 2023.

The RC has reviewed and approved the remuneration packages of the Executive Director and key management personnel, having regard to their contributions as well as the financial performance and commercial needs of the Group and has ensured that the Executive Director and key management personnel are adequate but not excessively remunerated. The RC will consider and deliberate on the performance conditions to which Executive Director's and key management personnel's entitlement to short term and long term incentive schemes are subject and make the necessary disclosures, if any.

The shareholders of the Company had during the Special General Meeting held on 23 January 2013 approved and adopted the employee share scheme known as the OKH Performance Share Plan. The OKH Performance Share Plan is in operation for a maximum duration of ten years and has expired in January 2023. As at the date of the annual report, the Company had not granted share awards to any employees and Directors under the OKH Performance Share Plan. The Company is currently exploring a suitable incentive plan/scheme to motivate its employees towards better performance through increased dedication and loyalty.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as determine the Company's levels of risk tolerance and risk policies as well as overseeing the Management in the design, implementation and monitoring of the risk management and internal control systems to control, manage and mitigate these risks. The Management reviews the risk management and internal control systems and highlights all significant matters to the AC and Board from time to time.

The Board acknowledges that it is responsible to ensure that the Company maintains an adequate system of risk management and internal controls to safeguard the assets of the Group. In addition, it is essential to maintain adequate accounting records, develop and maintain an effective control environment within the Group. The Board recognises that all internal control systems contain inherent limitations and no system of internal controls could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities. Nevertheless, the Board strives to identify key risk areas in every aspect of the Group and improve internal controls to mitigate such risks in order to achieve the overall business objective of the Group and enhance long term shareholders' value.

STATEMENT ON CORPORATE GOVERNANCE

The Board and the AC have made reference to the internal audit reports submitted by the internal auditors for the financial year ended 30 June 2023 and management confirmations to assess the effectiveness of the Group's internal control systems.

The Company has appointed KPMG Services Pte. Ltd as the Group's internal auditors for the Group's operations in Singapore, to review the effectiveness of the Group's internal controls in light of the key business and financial risks affecting its business.

The AC and the Board also review the effectiveness of the actions taken by the Management on the recommendations made by the external auditors in this respect. The AC, with the participation of the Board, has reviewed the adequacy and effectiveness of the Group's internal controls that address financial, operational, compliance and information technology risks and risk management systems for the type and volume of business that the Group currently operates.

The Board would ensure that there is an on-going process for identifying, evaluating and managing significant risks covering financial aspects, compliance risks and other operational areas of the Group.

For FY2023, the Board has received assurances from the Executive Director, who is also the Chief Executive Officer, and the Chief Financial Officer of the Company that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and (b) the Group's risk management and internal control systems are adequate and sufficiently effective.

The AC have reviewed the report issued by the external auditors and their recommendations, the various management controls put in place, and reports from the internal auditors, the Board, with concurrence from the AC, are satisfied with the Group's internal controls and are of the opinion that the internal controls maintained by the Group in addressing critical and significant risks relating to financial, operational, compliance and information technology risks and risk management systems are adequate and effective as at 30 June 2023 for the type and volume of business that the Group currently operates. The Board will also continue to enhance and improve the existing internal controls framework to identify and mitigate these risks. The AC will also commission an annual internal audit to satisfy itself that the Group's internal controls are robust and effective to address any significant internal control weaknesses that may arise.

The Board recognises that the risk management and internal control systems established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that all internal control systems contain inherent limitations and no system of risk management and internal controls can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities.

The Board will consider the necessity of establishing a separate Board risk committee when the need arises.

Audit Committee

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises the following three (3) Directors, all of whom are Non-Executive and Independent Directors:-

Mr Ong Soon Teik	(Chairman)
Mr Lim Eng Hoe	(Member)
Ms Ng Kheng Choo	(Member)

None of the AC members is a former partner or director of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation

STATEMENT ON CORPORATE GOVERNANCE

The Board ensures that the members of the AC are appropriately qualified to discharge their responsibilities. The Chairman of the AC, Mr Ong Soon Teik and members of the AC, Mr Lim Eng Hoe and Ms Ng Kheng Choo possess the requisite accounting and financial management expertise and experience.

The AC is governed by its Terms of Reference which highlights its duties and functions as follows:

- (a) to review with the external and internal auditors, the audit plan, their audit report, management letter and the Management's response;
- (b) to review the scope and results of audit and its cost effectiveness and the independence and objectivity of the external auditors. Where the external auditors also provide a substantial volume of non-audit services to the Group, to review the nature and extent of such services to maintain the balance of objectivity and value for money;
- (c) to review the interim and full-year financial results of the Company and the consolidated financial statements of the Group before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Manual of the SGX-ST and any other relevant statutory or regulatory requirements;
- (d) To review the assurance from the CEO and the CFO on the financial records and financial statements;
- (e) to review annually the risk profile of the Company and the adequacy and effectiveness of the Company's internal controls including financial, operational, compliance and information technology controls and risk management systems;
- (f) to review the scope and results of the internal audit procedures as well as risk management policy covering risk frameworks, models and limits to the Board for approval;
- (g) to consider and make recommendations to the Board on the appointment, re-appointment and removal of external auditors and internal auditors, their remuneration and terms of engagement;
- (h) to review the adequacy of the internal audit function annually and ensure that a clear reporting structure is in place between the AC and the internal auditors;
- (i) to meet with the external and internal auditors without the presence of the Management annually to review the assistance given by the Management to the external and internal auditors and any matters which the external and internal auditors would like to draw to the AC's attention;
- (j) to review interested persons transactions ("IPTs") to comply with the rules of the Listing Manual of the SGX-ST and other relevant statutory requirements and any potential conflicts of interest; and
- (k) to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law within or outside the jurisdiction of Singapore, rules or regulations which has or is likely to have a material impact on the operating results and financial position of the Group.

The Group outsources its internal audit function to KPMG Services Pte. Ltd. ("Internal Auditors"). The AC approved the engagement, evaluation, and compensation of the internal auditors of the Company. The AC reviews the scope of work and deliverables by the Internal Auditors who in turn ensures adequate staffing to fulfil the scope of internal audit work agreed upon. KPMG Services Pte. Ltd. has adopted the Standards for Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The AC is further satisfied that the Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel, including the access to the AC. The Internal Auditors will report directly to the AC on audit findings and the Management of the Group on administrative matters.

STATEMENT ON CORPORATE GOVERNANCE

The objective of the internal audit function is to determine whether the Group's risk management, control and governance processes, as designed by the Group, are adequate and observed in the manner acceptable by the Group.

The AC reviews the adequacy and effectiveness of the internal audit function annually and ensures that the internal audit function is adequately resourced by examining the scope of internal audit work and its effectiveness and independence, the qualification and experiences of internal audit team assigned to conduct the internal audit works.

Following the review, the AC is of the view that the internal audit function is effective, has adequate resources to perform its functions, is independent from the activities that it audits and has appropriate standing within the Group.

The AC has the power to conduct and authorise investigations into matters within the AC's scope of responsibility. The AC also has full access to and co-operation of the Company's Management and has full discretion to invite any Director or executive officer to attend the AC meetings, and has been given reasonable resources to enable it to discharge its functions.

The AC has direct access to the internal and external auditors and has met with them without the presence of the Management annually.

The AC has reviewed the key audit matters disclosed in the independent auditors' report and is of the view that there is no material inconsistency between the audit procedures adopted by the independent auditors and Management's assessment and is satisfied that the key audit matters have been appropriately dealt with.

The Company has paid the following aggregate amount of fees to BDO LLP, the external auditors, for services rendered in for the financial year ended 30 June 2023:-

SERVICES	AMOUNT (SGD)
Audit service	102,000
Non-audit service	21,000
Total	<u>123,000</u>

The AC had reviewed all audit and non-audit fees paid to BDO LLP, the scope of services, the qualification, the independence and the objectivity of the external auditors in the meeting held in 2023. BDO LLP has confirmed that they are public accounting firm registered with the Accounting and Corporate Regulatory Authority and provided a confirmation on their independence to the AC.

The AC is satisfied that BDO LLP is able to meet the audit requirements and statutory obligation of the Company. In view of their requisite qualification and independence status, the AC is satisfied that Rule 712 of the Listing Manual of the SGX-ST is complied with.

The Company has complied with Rule 715 of the Listing Manual of the SGX-ST as BDO LLP was engaged as the external auditors for the Company and its subsidiaries in Singapore for FY2023.

The Group has in place a Whistle Blowing Policy to enable persons employed by the Group to report any suspicion or possible improprieties in matters of financial reporting, non-compliance with regulations, policies and fraud, etc, to the members of AC in writing for resolution, without any prejudicial implications for these employees. The AC will, depending on the nature of the concern, initiate inquiries to determine whether an investigation is appropriate and the form that it should take. The Whistle Blowing Policy also serves to ensure that any issues or complaints raised will be dealt with swiftly and effectively and ensures that the identity of the whistle-blower is kept confidential and the Group is committed to ensure protection of the whistle-blower against detrimental or unfair treatment. The AC has been vested with the power and authority to receive, investigate and enforce appropriate action whenever any such non-compliance matter is brought to the AC's attention.

As of to-date, there were no reports received through the whistle blowing mechanism.

STATEMENT ON CORPORATE GOVERNANCE

The AC has reviewed all IPTs during FY2023 and is of the opinion that Chapter 9 of the Listing Manual of SGX-ST has been complied with.

In the event that a member of the AC is interested in any matter being considered by the AC, he/she will abstain from participating in the proceedings in relation to that particular transaction and will not vote on that particular resolution.

To keep abreast of the changes in accounting standards and issues which have a direct impact on financial statements, advice is sought from the external auditors when they attend the AC meetings quarterly, where applicable.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings, Engagement with Shareholders, and Engagement with Stakeholders

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

In line with the continuous disclosure obligations of the Company pursuant to the Listing Manual of SGX-ST, the Company is committed to engage in regular and effective communication with its shareholders and ensures that all shareholders should be equally informed of all major developments of the Group which would likely materially affect the price or value of the Company's shares to facilitate the shareholders to exercise their ownership rights.

The Company does not practice selective disclosure as all material and price-sensitive information is released through SGXNET.

The information is disseminated to shareholders of the Company on a timely basis through:

- announcements and/or press release released through SGXNET;
- annual reports and circulars prepared and issued to all shareholders of the Company; and
- the official website of the Company (<http://www.okh.com.sg>).

To keep shareholders and stakeholders of the Company updated on the latest announcements, press releases and stock details of the Company, the shareholders and potential investors or stakeholders have 24-hour access to the Company's website. In addition, the shareholders and potential investors or stakeholders may subscribe for automated email alerts services from the Company's website to receive email alerts on the latest announcements and press releases disclosed over SGXNET. Enquiries may also be posted to the Company's investor relations by email.

When the opportunities arise, the Company will consider holding analyst briefings or investor roadshows to meet institutional and retail investors as well as to solicit and understand the view of shareholders and stakeholders.

STATEMENT ON CORPORATE GOVERNANCE

In view of the above, the Company did not implement a formal investor relation policy because there are existing channels to actively engage and promote regular, effective and fair communication with shareholders.

All shareholders of the Company are given the opportunity to participate, voice their views or opinions and ask Directors or the Management questions regarding the Company and the Group in every AGM and Special General Meeting of the Company. The Board of Directors of the Company, including the Chairpersons of AC, RC and NC will be present at general meetings to address any questions or concerns of shareholders at general meetings. The external auditors will also be present at the AGM to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report.

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management, if any. The Company has and will publish the minutes of the forthcoming AGM on its corporate website and the SGXNET within one month from the conclusion of the AGM.

There are separate resolutions at the general meetings to address each distinct issue. Each item of special business included in the notice of the general meetings will be accompanied by full explanation of the effects of a proposed resolution. The Company's Bye-Laws allow a shareholder or a depositor to appoint not more than two (2) proxies to attend and vote in absentia at general meetings. Where the member is a Central Depository (Pte) Ltd (or its nominee as notified in writing to the Company), it can appoint more than 2 proxies. Proxies need not be a shareholder of the Company.

The Board will put all resolutions to vote by poll and make an announcement of the detailed results showing the numbers of votes cast for and against each resolution and the respective percentages. Shareholders will be briefed on the rules, including poll voting procedures that govern general meetings of shareholders.

The Company does not have a policy on payment of dividends. The issue of payment of dividend is deliberated by the Board annually having regard to various factors, including but not limited to the Group's actual and projected financial performance; projected levels of capital expenditure and other investment plans; working capital requirements and general financial conditions; and the level of the Group's cash and retained earnings. Taking into account the above factors, the Board has not recommended dividends to be paid in respect of FY2023.

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include, but not limited to, customers, suppliers, employees, investors and regulators. The Company has also undertaken a process to determine the economic, environmental, social and governance issues, which are important to these stakeholders. The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

Detailed approach to the stakeholder engagement and materiality assessment will be disclosed in the Company's sustainability report FY2023, which will be published to keep stakeholders informed on the Company's business and operations.

MATERIAL CONTRACTS

Save as disclosed under Material Contracts in the Company's Circular dated 31 December 2012, Company's Circular dated 4 July 2016 and announcements released over SGXNET, there were no material contracts including loans subsisting at the end of FY2023, involving the interests of any Director, the CEO or the controlling shareholders of the Group.

STATEMENT ON CORPORATE GOVERNANCE

INTERESTED PERSON TRANSACTIONS

There were no interested person transactions equal to or exceeding S\$100,000 in aggregate between the Company or its subsidiaries with any of its interested persons (as defined in Chapter 9 of the Listing Manual of the SGX-ST) other than the following interested person transaction entered into during FY2023:-

NAME OF INTERESTED PARTY	NATURE OF RELATIONSHIP	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTION DURING THE FINANCIAL PERIOD UNDER REVIEW (EXCLUDING TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920)	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTION CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920
		S\$'000	S\$'000
<u>Haiyi Holdings Pte Ltd</u> Interest on loan	Controlling shareholder	143	–
<u>CEL Property Investment Pte. Ltd.</u> Rental expense for rental of units at CES Centre	Associate of Celine Tang	58	–
<u>CES properties (Tai Seng) Pte. Ltd.</u> Sale of 12 Tai Seng Link via a Public Tender	Associate of Celine Tang	Please refer to Note 1 below	–

Note 1 The tender sale of 12 Tai Seng Link for S\$35 million was exempted from shareholders' approval under SGX Listing Rule 916 (4). The transaction was subsequently rescinded after the end of the reporting period, on 9 August 2023 as authority confirmation was not obtained before the deadline under the contract. The Company had released announcements in relation to this transaction.

DEALING IN SECURITIES

The Company has complied with Rule 1207(19) of the Listing Manual of the SGX-ST in relation to the best practices on dealings in the securities:-

- The Company had devised and adopted its own internal compliance code to provide guidance to its officers with regards to dealings by the Company and its officers in its securities;
- Officers of the Company did not deal in the Company's securities on short-term considerations; and
- The Company and its officers did not deal in the Company's shares (i) during the periods commencing one month before the announcement of the Company's financial results for its half yearly and full year financial statements, ending on the date of the announcement of the relevant results, and (ii) if they are in possession of unpublished price-sensitive information of the Group.

In addition, the Directors and Management are expected to observe the insider trading laws at all times even when dealing in securities within permitted trading period.

DIRECTORS' STATEMENT

The Directors of OKH Global Ltd. (the "Company") present their statement to the members together with the audited consolidated financial statements of the Company and its subsidiaries. (the "Group") for the financial year ended 30 June 2023, the statement of financial position of the Company as at 30 June 2023 and the statement of changes in equity of the Company for the financial year ended 30 June 2023.

1. OPINION OF THE DIRECTORS

In the opinion of the Board of Directors,

- (a) the consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2023, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. DIRECTORS

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

Celine Tang
Lock Wai Han
Ong Soon Teik
Lim Eng Hoe
Ng Kheng Choo

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was 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.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

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

NAME OF DIRECTOR AND COMPANY IN WHICH INTERESTS ARE HELD	SHAREHOLDINGS REGISTERED IN NAME OF DIRECTOR			
	AT BEGINNING OF YEAR		AT END OF YEAR	
	DIRECT INTEREST	INDIRECT INTEREST	DIRECT INTEREST	INDIRECT INTEREST
Company: OKH Global Ltd. (No. of ordinary shares) Celine Tang	–	500,000,000	–	500,000,000

DIRECTORS' STATEMENT

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

Mrs Celine Tang is entitled to exercise or control the exercise of not less than 20% of the votes attached to the shares held by her in Haiyi Holdings Pte. Ltd.. She is therefore deemed to have interest in the 500,000,000 shares held by Haiyi Holdings Pte. Ltd..

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interest as at 21 July 2023 in the shares or debenture of the Company have not changed from those disclosed as at 30 June 2023.

5. SHARE OPTIONS

There were no share options granted by the Company or its subsidiary corporations during the financial year.

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 subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option as the end of the financial year.

6. AUDIT COMMITTEE

The audit committee of the Company is chaired by Ong Soon Teik, an independent Director, and includes Lim Eng Hoe and Ng Kheng Choo, who are both independent Directors. The audit committee has met four times since the last Annual General Meeting ("AGM") and has carried out its functions, including reviewing the following, where relevant, with the executive Directors and external and internal auditors of the Company:

- (a) the audit plans of the internal and external auditors and the results of the auditors' examination and evaluation of the Group's systems of internal accounting controls;
- (b) the Company's and the Group's financial and operating results and accounting policies;
- (c) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company and external auditor's report on those financial statements before their submission to the Directors of the Company;
- (d) the half-yearly and full-year announcements as well as the related press releases on the results and financial position of Company and the Group;
- (e) the co-operation and assistance given by the management to the Company's internal and external auditor; and
- (f) the re-appointment of the external auditor of the Company.

The audit committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the audit committee.

The audit committee has recommended to the Directors the nomination of BDO LLP for re-appointment as external auditor of the Company at the forthcoming AGM of the Company.

DIRECTORS' STATEMENT

7. INDEPENDENT AUDITOR

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Directors

Lock Wai Han
Director

Ong Soon Teik
Director

25 September 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of OKH Global Ltd.

OPINION

We have audited the financial statements of OKH Global Ltd. (the "Company") and its subsidiaries (the "Group") as set out on page 59 to page 108, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2023;
- the consolidated statement of 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
- notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements of the Group and the statement of financial position of the Company and the statement of changes in equity of the Company are properly drawn up in accordance with International Financial Reporting Standards ("IFRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2023, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for financial year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

To the Members of OKH Global Ltd.

KEY AUDIT MATTER

Valuation of investment properties

Refer to Notes 3 (i) and 11 to the financial statements.

As at 30 June 2023, the Group has investment properties amounting to S\$80,000,000.

Investment properties represent a significant proportion of the assets in the Group's consolidated statement of financial position.

The Group's investment properties, which are located in Singapore, are measured at fair value.

The fair values of the investment properties are based on the valuation performed by an independent professional valuer (the "Valuer").

The valuation of the investment properties involved significant estimation by management in determining the underlying key assumptions made in the valuation as well as the valuation methodology applicable as disclosed in Note 11 to the financial statements.

Inaccurate management's estimates made in the valuation assessment could result in a significant impact on the carrying amount of the investment properties at the end of financial year and the fair value changes in the profit or loss for the financial year ended 30 June 2023.

OTHER INFORMATION

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

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

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

AUDIT RESPONSE

We performed the following key procedures:

- We obtained the valuation reports performed on the investment properties and considered the competency, capabilities, independence, and reviewed the terms of engagement of the Valuer;
- We involved and engaged our internal valuation specialists to assess and evaluate the reasonableness of the valuation methodology and key assumptions used for the valuation of the investment properties;
- We discussed with the Valuer on the key assumptions used in the valuation reports; and
- We also assessed the adequacy and appropriateness of the Group's disclosures.

INDEPENDENT AUDITOR'S REPORT

To the Members of OKH Global Ltd.

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Directors are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of OKH Global Ltd.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Leong Wenjie Stephen.

BDO LLP

Public Accountants and
Chartered Accountants

Singapore

25 September 2023

STATEMENTS OF FINANCIAL POSITION

As at 30 June 2023

	NOTE	GROUP		COMPANY	
		2023	2022	2023	2022
		S\$'000	S\$'000	S\$'000	S\$'000
ASSETS					
Current assets					
Cash and cash equivalents	5	9,179	14,558	114	77
Trade and other receivables	6	1,505	3,966	7,647	15,476
Properties for sale	7	–	–	–	–
Non-current asset classified as held for sale	8	35,000	850	–	–
Total current assets		45,684	19,374	7,761	15,553
Non-current assets					
Property, plant and equipment	9	594	408	–	–
Investment properties	11	80,000	120,500	–	–
Investments in subsidiaries	12	–	–	–	10,000
Investment in a joint venture	13	–	–	–	–
Investment in associates	14	–	–	–	–
Financial asset at fair value through profit or loss	15	–	–	–	–
Total non-current assets		80,594	120,908	–	10,000
Total assets		126,278	140,282	7,761	25,553
LIABILITIES AND EQUITY					
Current liabilities					
Bank loans	16	17,920	21,920	–	–
Trade and other payables	17	5,408	9,435	3,428	48,315
Lease liabilities	18	206	61	–	–
Income tax payable		898	279	–	–
Total current liabilities		24,432	31,695	3,428	48,315
Non-current liabilities					
Bank loans	16	43,092	49,567	–	–
Other payables	17	830	2,688	830	2,688
Lease liabilities	18	270	195	–	–
Loan due to a shareholder	4	2,000	3,000	2,000	3,000
Total non-current liabilities		46,192	55,450	2,830	5,688
Total liabilities		70,624	87,145	6,258	54,003
Capital, reserves and non-controlling interests					
Share capital	19	27,916	27,916	8,936	8,936
Share premium		69,304	69,304	72,155	72,155
Contributed surplus		12,063	12,063	126,389	126,389
Translation reserve		(1,491)	(1,491)	(1,491)	(1,491)
Accumulated losses		(52,138)	(54,655)	(204,486)	(234,439)
Equity/(Capital deficiency) attributable to owners of the Company		55,654	53,137	1,503	(28,450)
Total liabilities and equity		126,278	140,282	7,761	25,553

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Financial Year Ended 30 June 2023

	NOTE	GROUP	
		2023 S\$'000	2022 S\$'000
Revenue	20	14,528	16,458
Cost of sales		(2,629)	(2,843)
Gross profit		11,899	13,615
Other income	21	2,665	988
Other expenses	22	(2,144)	(27,706)
Loss allowance on trade and other receivables		–	(28)
General and administrative expenses		(5,319)	(4,373)
Finance costs	23	(3,474)	(3,656)
Share of loss of associates	14	–	(106)
Profit / (Loss) before income tax	24	3,627	(21,266)
Income tax expense	25	(1,110)	(87)
Profit / (Loss) for the financial year		2,517	(21,353)
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Reclassification of other comprehensive income on disposal of associates		–	3,836
Share of other comprehensive loss of associates		–	(1,004)
Other comprehensive income for the financial year		–	2,832
Total comprehensive income / (loss) for the financial year		2,517	(18,521)
Earning / (Loss) per share (cents)			
Basic and diluted	26	0.22	(1.89)

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

STATEMENTS OF CHANGES IN EQUITY

For the Financial Year Ended 30 June 2023

	SHARE	SHARE PREMIUM	CONTRIBUTED	TRANSLATION	OTHER RESERVE	ACCUMULATED	EQUITY	NON-	TOTAL
	CAPITAL (NOTE 19) S\$'000	(NOTE I) S\$'000	SURPLUS (NOTE III) S\$'000	RESERVE (NOTE II) S\$'000	(NOTE IV) S\$'000	LOSSES S\$'000	ATTRIBUTABLE TO OWNERS OF THE COMPANY S\$'000	CONTROLLING INTERESTS S\$'000	S\$'000
Group									
Balance as at 1 July 2022	27,916	69,304	12,063	(1,491)	–	(54,655)	53,137	–	53,137
Profit for the financial year, representing total comprehensive income for the financial year	–	–	–	–	–	2,517	2,517	–	2,517
Balance as at 30 June 2023	27,916	69,304	12,063	(1,491)	–	(52,138)	55,654	–	55,654
Balance as at 1 July 2021	27,916	69,304	12,063	(4,141)	(182)	(33,602)	71,358	300	71,658
Total comprehensive loss for the financial year:	–	–	–	–	–	(21,353)	(21,353)	–	(21,353)
Loss for the financial year	–	–	–	2,650	182	–	2,832	–	2,832
Other comprehensive income for the financial year	–	–	–	2,650	182	(21,353)	(18,521)	–	(18,521)
Total	–	–	–	2,650	182	(21,353)	(18,521)	–	(18,521)
<i>Transaction recognised directly in equity:</i>									
Acquisition of shares from non-controlling interest	–	–	–	–	–	300	300	(300)	–
Balance as at 30 June 2022	27,916	69,304	12,063	(1,491)	–	(54,655)	53,137	–	53,137

The accompanying notes form an integral part of the financial statement.

STATEMENTS OF CHANGES IN EQUITY

For the Financial Year Ended 30 June 2023

	SHARE CAPITAL (NOTE 19) S\$'000	SHARE PREMIUM (NOTE I) S\$'000	CONTRIBUTED SURPLUS (NOTE III) S\$'000	TRANSLATION RESERVE (NOTE II) S\$'000	ACCUMULATED LOSSES S\$'000	TOTAL S\$'000
Company						
Balance as at 1 July 2022	8,936	72,155	126,389	(1,491)	(234,439)	(28,450)
Profit for the financial year, representing total comprehensive income for the financial year	–	–	–	–	29,953	29,953
Balance as at 30 June 2023	8,936	72,155	126,389	(1,491)	(204,486)	1,503
Balance as at 1 July 2021	8,936	72,155	126,389	(1,491)	(230,279)	(24,290)
Loss for the financial year, representing total comprehensive loss for the financial year	–	–	–	–	(4,160)	(4,160)
Balance as at 30 June 2022	8,936	72,155	126,389	(1,491)	(234,439)	(28,450)

Notes:

- (i) The Bermuda Companies Act provides that where a company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on those shares shall be transferred to an account, to be called "the share premium account" and the provisions of The Bermuda Companies Act relating to a reduction of share capital shall, except as provided in Section 40 of The Bermuda Companies Act, apply as if the share premium account were paid up share capital for the Company. The share premium account may be applied by the Company in paying for issue of bonus shares, paying for expenses on issue of shares or debentures of the Company and paying premium on redemption of shares and debentures of the Company.
- (ii) Translation reserve represents exchange differences relating to the translation from the functional currency of the Group's foreign associates into S\$; and in 2013, the Company changed its functional currency and presentation currency from RMB to S\$. Accordingly, the exchange differences resulting from translation of assets, liabilities and equity at applicable rate are recognised under the translation reserve.
- (iii) Contributed surplus represents the credit arising from the capital reorganisation through a reduction of par value of each ordinary share in the capital of the Company from US\$0.16 to US\$0.01 pursuant to a special resolution passed by the shareholders at the special general meeting of the Company held on 29 July 2016.
- (iv) Other reserve represents the Group's share of its associates' other comprehensive income (apart from translation reserve (Note (ii) above).

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 30 June 2023

	NOTE	GROUP	
		2023 S\$'000	2022 S\$'000
Operating activities			
Profit/(Loss) for the financial year		2,517	(21,353)
Adjustments for:			
Income tax expense		1,110	87
Write-off of trade and other receivables from third parties		302	–
Loss allowance on trade receivables from third parties		–	24
Loss allowance on other receivables due from joint venture		–	4
(Gain) / Loss on sale of investment properties		(1,024)	19
Loss on sale of investment in associates		–	18,342
Fair value loss on sale of financial asset at fair value through profit or loss		–	1,000
Gain on disposal of property, plant and equipment		(31)	(149)
Depreciation of property, plant and equipment		173	108
Interest expense		3,474	3,656
Changes in fair value of investment properties		2,144	8,364
Write back of payables and accruals		(1,495)	–
Interest income		(31)	–
Share of loss of associates		–	106
Operating cash flows before movement in working capital		7,139	10,208
Trade and other receivables		2,163	(454)
Trade and other payables		(2,563)	(1,084)
Cash generated from operations		6,739	8,670
Interest paid		(5,301)	(7,342)
Income tax (paid) / refund		(491)	36
Net cash from operating activities		947	1,364
Investing activities			
Purchase of property, plant and equipment		(29)	(210)
Proceeds from disposal of property, plant and equipment		31	149
Proceeds from sale of investment properties		5,230	1,459
Proceeds from sale of investment in associates		–	43,400
Proceeds from sale of investment in financial asset at fair value through profit or loss		–	8,000
Interest received		27	–
Net cash from investing activities		5,259	52,798
Financing activities			
Repayment of bank loans		(10,475)	(10,335)
Repayment of lease liabilities		(110)	(3,349)
Proceeds from bank loan		–	4,000
Repayment of loans due to a shareholder		(1,000)	(40,537)
Net cash used in financing activities		(11,585)	(50,221)
Net changes in cash and cash equivalents		(5,379)	3,941
Cash and cash equivalents at beginning of financial year		14,558	10,617
Cash and cash equivalents at end of financial year	5	9,179	14,558

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

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

1. GENERAL

The Company is incorporated in Bermuda with its principal place of business and registered office at 171 Chin Swee Road, #02-01 CES Centre, Singapore 169877 and Clarendon House, 2 Church Street, Hamilton HM11 Bermuda respectively. The Company is listed on the mainboard of Singapore Exchange Securities Trading Limited.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries, joint venture and associates are disclosed in Notes 12, 13 and 14 to the financial statements respectively.

The consolidated financial statements of the Group and the statement of financial position as at 30 June 2023 and statement of changes in equity of the Company for the financial year ended 30 June 2023 were authorised for issue by the Board of Directors on 25 September 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") under the historical cost convention, except as disclosed in the accounting policies below.

The individual financial statements of each entity within the Group are measured and presented in the currency of primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("S\$") which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand ("'\$'000") as indicated.

The preparation of financial statements in compliance with IFRSs requires management to make judgements, estimates and assumptions that affect the Group's application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The areas where such judgements or estimates have significant effect on the financial statements are disclosed in Note 3 to the financial statements.

New standards, amendments and interpretations effective from 1 July 2022

The standards, amendments to standards, and interpretations published that will apply for the first time by the Group are not expected to impact the Group as they are either not relevant to the Group's business activities or require accounting which is consistent with the Group's current accounting policies.

New standards, amendments and interpretations issued but not yet effective

There are number of standards, amendments to standards, and interpretations that are published and effective in future accounting periods which the Group has not decided to early adopt. The Group does not expect any of these standards upon adoption will have a material impact on the financial statements in the period of their initial adoption.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the financial year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

In the Company's financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

2.3 Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under the IFRS are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer in accordance with the method in IFRS 2 *Share-based Payment* at the acquisition date; and

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Business combinations (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held For Sale and Discontinued Operations* are measured in accordance with that standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

2.4 Financial instruments

Financial assets and financial liabilities are recognised on the statements of financial position when Group and the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Except for debt instruments that meet the conditions for subsequent measurement at amortised cost, all other financial assets are subsequently measured at fair value through profit or loss ("FVTPL").

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost, except for short-term balances when the effect of discounting is immaterial.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income ("FVTOCI") are measured at FVTPL. Specifically:

- * Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

Financial assets at FVTPL are measured at fair value as at each reporting date, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other receivables and financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries subsequent to the written-off made are recognised in profit or loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

Trade and other payables (excluding rental received in advance) are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, except for short-term payables where the recognition of interest would be immaterial.

Bank loans and loans due to a shareholder are initially measured at fair values, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs (see below).

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.5 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell. The assets are not depreciated or amortised while classified as held for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

2.6 Leases

The Group as lessor

When the Group is a lessor, it determines whether each lease entered is a finance or an operating lease at the lease inception date and reassessed only if there is a lease modification. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Whereas it is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

If the lease arrangement contains lease and non-lease components, the Group applies the principles within IFRS 15 to allocate consideration in the lease arrangement.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Revenue". Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Leases (Continued)

The Group as lessor (Continued)

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The Group as lessee

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses the incremental borrowing rate specific to the lessee.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options. The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use assets recognised as investment property

The right-of-use assets recognised as investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, the right-of-use assets recognised as investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

Such right-of-use assets are included in investment properties in the consolidated statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Leases (Continued)

The Group as lessee (Continued)

All other right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent possible, the costs are included in the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2.7 Property, plant and equipment

Property, plant and equipment are initially recognised at cost. The cost includes its purchase price and any costs 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 if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Subsequent expenditure on an item of property, plant and equipment is added to the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Depreciation on the property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives, on the following bases:

Computer equipment	3 to 5 years
Machinery	5 years
Motor vehicles	4 to 5 years
Office equipment and fittings	3 to 5 years
Renovation	3 to 5 years
Office premises	2 years

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Property, plant and equipment (Continued)

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

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

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

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

2.8 Investment Properties

Investment properties, which are properties held to earn rentals and/or for capital appreciation, including properties under construction for such purposes, are measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Transfers are made to investment properties when and only when there is a change in use. For a transfer from properties for sale to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss.

2.9 Investment in joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Investment in joint venture (Continued)

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

2.10 Impairment of non-financial assets

At the end of each reporting period, the Group reviews 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. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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 for which the estimates of future cash flows have not been adjusted.

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.

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 reversal of an impairment loss is recognised immediately in profit or loss.

2.11 Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of cash flows comprise cash on hand and demand deposits that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.13 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Construction service income

Revenue from rendering of construction services is recognised as and when services are performed and rendered that is at a point in time.

Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Property management income

Project management income pertains to services included in leasing contracts which gives rise to revenue from non-lease components that is under the scope of IFRS 15. The property management services provided to tenants include a series of distinct services, for example, maintenance, cleaning and administrative and support services, which are recognised as a single performance obligation satisfied over time.

2.14 Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 Financial guarantee contract

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

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less cumulative amortisation.

2.16 Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense when employees have rendered the services entitling them to the contributions. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

2.17 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.

2.18 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

2.19 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the financial year. Taxable profit differs from profit before income tax as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Management evaluates its income tax provisions on periodical basis.

Deferred tax is recognised on the temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Income tax (Continued)

Deferred tax liabilities are recognised on taxable temporary differences associated with investments in subsidiaries and joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Except for investment properties measured using the fair value model, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The directors of the Company reviewed the Group's investment property portfolios and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the Directors have determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted. The Group has not recognised any deferred taxes on changes in fair value of the investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

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 they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

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

Sales tax

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

- when the sales taxation that is incurred on purchase of assets or services is not recoverable from the taxation authorities, in which case the sales tax is recognised as part of cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statements of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Foreign currency transactions and translation

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are translated into Singapore dollars using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the header of translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

Goodwill and fair value adjustments assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange difference arising are recognised in other comprehensive income.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's Chief operating decision maker, who is responsible for allocating resources and assessing performance of operating segments.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2 to the financial statements, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying the Group's accounting policies

In the application of the Group's accounting policies, which are describe in Note 2 to the financial statements, apart from those involving estimations (see below), management has not made any judgements in the process of applying the Group's accounting policies that will have a significant effect on the amounts recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty

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

i) Valuation of investment properties

The Group has investment properties measured at fair value. The finance team, who reports to the Board of Directors of the Company, determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the investment properties, the Group uses market-observable data to the extent it is available. The Group engages third party qualified valuers to perform the valuation on a yearly basis. The finance team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs. The finance team reports the findings to the Board of Directors of the Company to explain the cause of fluctuations in the fair value of the investment properties.

These estimated fair values may differ significantly from the prices at which the investment properties can be sold due to the actual negotiations between willing buyers and sellers as well as changes in assumptions and conditions arising from unforeseen events. Consequently, the actual results and the realisation of these investment properties could differ significantly from the estimated fair values determined.

The carrying amounts of the investment properties are disclosed in Note 11 to the financial statements.

ii) Impairment in investments in subsidiaries

The Group assesses annually whether its investments in subsidiaries has any indication of impairment in accordance with its accounting policy. Management has carried out a review of the recoverable amount of the investment in subsidiaries having regard to the existing performance and the carrying value of the net tangible assets of the respective subsidiaries. Management has estimated that the net tangible assets of the respective subsidiaries approximate their fair values less cost to sell as the investment properties, if any, recorded in these subsidiaries' books are already measured at fair value. The remaining assets which are largely current together with the current liabilities approximate their respective fair values and non-current liabilities relate mainly to bank loans. Allowance for impairment is provided for, where necessary.

As at the end of the financial year, total allowance for impairment loss of S\$124,185,000 (2022: S\$133,918,000) have been made for investments in subsidiaries based on the market conditions reflecting the recoverability of the net assets in subsidiaries.

The carrying amounts of the investment in subsidiaries are disclosed in Note 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

4. RELATED COMPANIES AND OTHER RELATED PARTIES TRANSACTIONS

Related companies in these financial statements refer to members of the Company's group of companies. Related parties refer to joint venture, Directors, and companies which Directors have a beneficial interest in.

Some of the Group's transactions and arrangements are with related parties and related companies and the effect of these on the basis determined between the parties is reflected in these financial statements.

As at 30 June 2023, the Company has one (2022: one) loan due to a shareholder, Haiyi Holdings Pte. Ltd.. The loan of S\$2,000,000 (2022: S\$3,000,000), is unsecured, bears interest of 4.8% per annum (2022: 4.8% per annum) and is due for repayment in July 2024 (2022: July 2023).

Management is of the view that the carrying amounts of the loans due to shareholder recognised in the financial statements approximate their respective fair values at the end of the reporting period as they approximate market interest rate.

Other receivables or payables with intercompany balances, including subsidiaries, joint venture and related parties are unsecured, interest free, repayable on demand and expected to be settled in cash. Details of the balances are disclosed in Notes 6 and 17 to the financial statements respectively.

In addition to the related party transactions disclosed elsewhere in the financial statements, the following are significant related party transactions entered into by the Group with related parties:

	GROUP	
	2023 S\$'000	2022 S\$'000
<u>Shareholder</u>		
Interest on loans due to a shareholder	143	1,972
<u>Associate of controlling shareholder</u>		
Rental expense for office premises	58	–

Compensation of Directors and key management personnel

The remuneration of Directors and other members of key management during the financial year are as follows:

	GROUP	
	2023 S\$'000	2022 S\$'000
Short-term benefits	879	840
Post-employment benefit	25	27
	904	867

The remunerations of Directors and other members of key management is determined by the remuneration committee having regard to the performance of the individuals and market trends.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

5. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
Cash at bank	8,673	14,054	114	77
Cash in hand	1	1	–	–
Fixed deposits	505	503	–	–
Cash and cash equivalents in the consolidated statement of cash flows	9,179	14,558	114	77

As at 30 June 2023, fixed deposits bear an effective interest rate of 2% (2022: 0.05%) per annum and for tenure of three (2022: three) months.

Included in the cash at bank of the Group is an amount of approximately S\$3,596,000 (2022: S\$3,389,000), withdrawals from which are restricted to payments for approved expenditure incurred in relation to i) investment properties (Note 11) and ii) repayment of certain bank loans (Note 16).

6. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
Trade receivables from third parties	870	2,580	–	–
Other deposits	188	499	3	3
Advance payments to suppliers	97	343	53	56
Deferred rental income	240	261	–	–
Other receivables from:				
– Third parties	110	307	20	20
– Subsidiaries (Notes 4)	–	–	92,530	96,042
– Joint venture (Notes 4)	1,303	1,303	–	–
	2,808	5,293	92,606	96,121
Less: Loss allowance	(1,303)	(1,327)	(84,959)	(80,645)
	1,505	3,966	7,647	15,476

The average credit period for trade receivables is approximately 14 to 30 days (2022: 14 to 30 days). No interest is charged on the outstanding balance.

Other deposits and other receivables are non-trade in nature, unsecured and repayable on demand.

Deferred rental income refer to rent-free incentives which will be recognised as a reduction to revenue on a straight line basis over the lease term in respect of the investment properties.

Loss allowance for trade receivables has been measured at an amount equal to ECL. The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

6. TRADE AND OTHER RECEIVABLES (CONTINUED)

Except for the amount due from subsidiaries and joint venture, other deposits and other receivables are considered to have low risk of default and there has been no significant increase in the risk of default on the receivables since initial recognition.

Accordingly, for the purpose of impairment assessment for amount due from subsidiaries and joint venture, the loss allowance is measured at an amount equal to lifetime ECL. During the financial year ended 30 June 2023, the Group made a loss allowance of S\$ Nil (2022: S\$4,000) arising from receivable from its joint venture as the joint venture continued to incur losses for the financial year ended 30 June 2023, the Group is of the view that the above receivable from its joint venture is no longer recoverable, and accordingly, assessed to be credit-impaired based on lifetime ECL (stage 3) and have been fully impaired during the financial year.

The Company's amounts due from subsidiaries are unsecured, interest-free and repayable on demand. For purpose of impairment assessment, the receivables have been measured based on lifetime ECL (stage 3).

The following table details the risk profile of trade receivables from contracts with customers based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer base.

	GROUP TRADE RECEIVABLES – DAYS PAST DUE				TOTAL S\$'000
	NOT PAST DUE S\$'000	< 3 MONTHS S\$'000	3 – 6 MONTHS S\$'000	6 – 12 MONTHS S\$'000	
2023					
Expected credit loss rate	*%	*%	*%	*%	
Estimated total gross carrying amount at default collectively assessed	654	124	58	34	870
Lifetime ECL	–	–	–	–	–
2022					
Expected credit loss rate	*%	*%	*%	21%	
Estimated total gross carrying amount at default collectively assessed	1,324	1,137	5	114	2,580
Lifetime ECL	–	–	–	(24)	(24)

* The expected credit loss rate is assessed as negligible.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

6. TRADE AND OTHER RECEIVABLES (CONTINUED)

The movements in credit loss allowance are as follows:

	GROUP	
	2023 S\$'000	2022 S\$'000
Balance at beginning of financial year	1,327	1,379
Loss allowance recognised in profit or loss during the financial year on:		
– Trade receivables due from third parties	-	24
– Other receivables due from joint venture	-	4
Loss allowance written off	(24)	(80)
Balance at end of financial year	1,303	1,327

	COMPANY	
	2023 S\$'000	2022 S\$'000
Balance at beginning of financial year	80,645	77,301
Loss allowance recognised in profit or loss during the financial year	4,393	3,344
Loss allowance written off during the year	(79)	-
Balance at end of financial year	84,959	80,645

7. PROPERTIES FOR SALE

	GROUP	
	2023 S\$'000	2022 S\$'000
Cost incurred for properties for sale	-	311,141
Less: Allowance for diminution in value	-	-
Cost of units of property recognised as cost of sales, to date	-	(182,943)
Transferred to investment properties, to date	-	(128,198)
Net properties for sale	-	-

Movement in the allowance of diminution in value

	GROUP	
	2023 S\$'000	2022 S\$'000
Balance at beginning of the financial year	-	892
Transferred to investment properties	-	(892)
Balance at end of the financial year	-	-

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

8. NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE

On 25 July, 2022, the Company's wholly owned subsidiary, OKH (Woodlands) Pte Ltd approved and launched a public tender for the sale of the its investment property located at 12 Tai Seng Link ("12TSL"). A successful bidder for 12TSL was identified and a letter of acceptance in relation to the proposed sale of 12 TSL for a consideration of \$35,000,000 was issued by the OKH (Woodlands) Pte Ltd to the purchaser on 8 November 2022. As at 30 June 2023, 12TSL was reclassified as non-current asset classified as held for sale and the carrying amount of the investment property was revalued to its realisable value of S\$35,000,000 as management is of the view that the tender will still be completed subjected to approval from the authorities.

Subsequent to the end of the financial year, approval was still not obtained from the authorities. As time being of the essence in the transaction and there is no indication of when a satisfactory response will be obtained from the authorities, the purchaser ultimately decided to terminate the tender contract on 9 August 2023. The Group continued to classify 12TSL as non-current asset classified as held for sale as the intention of the Group is to sell the property and the Group had continued to actively market the property subsequent to the termination of the tender contract.

As at 30 June 2023, the Group's non-current asset held for sale with carrying amount \$35,000,000 is mortgaged to a bank as security for credit facility obtained by the Group (Note 16).

In prior year, the Company's wholly owned subsidiary, OKH Loyang Pte Ltd entered into a binding option to purchase with a buyer for 1 unit at Loyang Enterprise for the price of S\$850,000. As at 30 June 2022, the property which was held as investment property amounting to S\$769,000 was reclassified as non-current asset classified as held for sale and the carrying amount of the investment property was revalued to its realisable value of S\$850,000. The sale transaction was completed on 26 July 2022.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

9. PROPERTY, PLANT AND EQUIPMENT

	OFFICE EQUIPMENT AND FITTINGS						TOTAL
	COMPUTER EQUIPMENT	MACHINERY	MOTOR VEHICLES	AND FITTINGS	RENOVATION	OFFICE PREMISES	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group							
Cost							
Balance as at 1 July 2022	390	350	1,054	268	220	–	2,282
Additions	11	–	–	–	18	330	359
Disposals	–	–	(380)	–	–	–	(380)
Balance as at 30 June 2023	401	350	674	268	238	330	2,261
Accumulated depreciation							
Balance as at 1 July 2022	343	350	697	264	220	–	1,874
Depreciation	27	–	89	–	2	55	173
Disposals	–	–	(380)	–	–	–	(380)
Balance as at 30 June 2023	370	350	406	264	222	55	1,667
Carrying amount							
Balance as at 30 June 2023	31	–	268	4	16	275	594

	OFFICE EQUIPMENT AND FITTINGS						TOTAL
	COMPUTER EQUIPMENT	MACHINERY	MOTOR VEHICLES	AND FITTINGS	RENOVATION	OFFICE PREMISES	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group							
Cost							
Balance as at 1 July 2021	410	383	1,101	273	220	–	2,387
Additions	32	–	446	–	–	–	478
Disposals	(52)	(33)	(493)	(5)	–	–	(583)
Balance as at 30 June 2022	390	350	1,054	268	220	–	2,282
Accumulated depreciation							
Balance as at 1 July 2021	376	383	1,101	269	220	–	2,349
Depreciation	19	–	89	–	–	–	108
Disposals	(52)	(33)	(493)	(5)	–	–	(583)
Balance as at 30 June 2022	343	350	697	264	220	–	1,874
Carrying amount							
Balance as at 30 June 2022	47	–	357	4	–	–	408

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 10 to the financial statements.

The addition during the financial year included an amount of S\$330,000 (2022: S\$268,000) which is financed through lease arrangements (Note 18).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

10. RIGHT-OF-USE ASSETS

	MOTOR VEHICLES S\$'000	COMPUTER EQUIPMENT S\$'000	OFFICE PREMISES S\$'000	TOTAL S\$'000
Group				
Cost				
Balance as at 1 July 2022	452	26	–	478
Additions	–	–	330	330
Balance as at 30 June 2023	452	26	330	808
Accumulated depreciation				
Balance as at 1 July 2022	95	18	–	113
Depreciation	89	6	55	150
Balance as at 30 June 2023	184	24	55	263
Carrying amount				
Balance as at 30 June 2023	268	2	275	545
Cost				
Balance as at 1 July 2021	6	26	–	32
Additions	446	–	–	446
Balance as at 30 June 2022	452	26	–	478
Accumulated depreciation				
Balance as at 1 July 2021	6	12	–	18
Depreciation	89	6	–	95
Balance as at 30 June 2022	95	18	–	113
Carrying amount				
Balance as at 30 June 2022	357	8	–	365

The Group's right-of-use assets relates to lease payments for computer equipment and motor vehicles under hire purchase arrangement and lease for office premises. The average lease term ranges from 2 to 9 years (2022: 2 to 9 years).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

11. INVESTMENT PROPERTIES

	GROUP	
	2023 S\$'000	2022 S\$'000
At fair value		
Balance at beginning of the financial year	120,500	128,600
Transfer from properties for sale (Note 7)	–	2,592
Sale of investment properties during the financial year	(3,356)	(1,478)
Changes in fair value of investment properties	(2,144)	(8,364)
Reclassified to non-current asset classified as held for sale (Note 8)	(35,000)	(850)
Balance at end of the financial year	80,000	120,500

All of the Group's property interests held under operating leases to earn rentals are classified and accounted for as investment properties and are measured using the fair value model.

During the financial year, an investment property was reclassified to non-current asset held for sale. Further details are disclosed in Note 8 to the financial statements.

As at 30 June 2023, the fair values of the Group's investment properties amounting to S\$80,000,000 (2022: S\$120,500,000) have been arrived at on the basis of a valuation carried out by United Valuers Pte. Ltd., independent qualified professional valuers not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

As at 30 June 2023, the valuations of completed investment properties are determined by market comparison approach that reflects recent sales transaction prices for similar properties.

As at 30 June 2022, the valuations of completed investment properties were determined by:

- market comparison approach that reflects recent sales transaction prices for similar properties; or
- income capitalisation approach, which is arrived at by reference to net rental income allowing for reversionary income potential and market evidence of transaction prices for similar properties in the same locations and conditions, where appropriate. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties.

There has been no change in the valuation technique used in prior years. In estimating the fair values of the properties, highest and best use of the properties are their current use.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

11. Investment properties (Continued)

Fair value measurement of the Group's investment properties

Details of the Group's investment properties and information about the fair value hierarchy as at 30 June 2023 and 30 June 2022 are as follows:

	LEVEL 1 S\$'000	LEVEL 2 S\$'000	LEVEL 3 S\$'000	FAIR VALUE AS AT 30 JUNE 2023 S\$'000
2023				
Investment properties	–	–	80,000	80,000
2022				
Investment properties	–	–	120,500	120,500

There were no transfers between the respective levels during the financial year.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

LOCATION AND NAME OF PROPERTIES	TYPE OF PROPERTIES	VALUATION TECHNIQUE(S)	SIGNIFICANT UNOBSERVABLE INPUT(S)	RANGE
56 Loyang Way Singapore 508775 ^(a)	Industrial leasehold property	Market comparison	Price per square foot ⁽¹⁾	S\$175 – S\$330 (2022: S\$182 – S\$350)
2 Buroh Crescent Singapore 627546 ^(b)	Industrial leasehold property	Market comparison	Price per square foot ⁽¹⁾	S\$155 – S\$319 (2022: S\$126 – S\$319)
46 & 58 Kim Yam Road The Herencia Singapore 239351	Commercial leasehold office	Income capitalisation method	Market rent per square foot per month ⁽¹⁾ Capitalisation rate ⁽²⁾	S\$nil (2022: S\$3.48) nil (2022: 10.0%)
12 Tai Seng Link Singapore 534233	Industrial leasehold property	Market comparison	Price per square foot ⁽¹⁾	S\$nil (2022: S\$326)

(a) The units are
#01-03/04/05/09/10/11/12/13/14/15/20/22,
#02-03/04/11/12/13/14/15/16/19/20/22/23,
#03-04/14/19,
#04-01/04/11/12/13/14,
#05-03/04/05/06, and #06-01/03/06
(2022: #01-03/04/05/09/10/11/12/13/14/15/20/22,
#02-03/04/11/12/13/14/15/16/19/20/21/22/23,
#03-04/14/19,
#04-01/04/11/12/13/14,
#05-03/04/05/06, and #06-01/03/06)

(b) The units are
#01-10/18, #02-06, #04-01, #05-04, #06-03/04, #07-01/02 and #08-01/02
(2022: #01-10/18, #02-06, #04-01, #05-04, #06-02/03/04, #07-01/02 and #08-01/02)

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

11. INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of the Group's investment properties (Continued)

- (1) Any significant isolated increase (decrease) in these inputs would result in a significantly higher (lower) fair value measurement.
- (2) Any significant isolated increase (decrease) in this inputs would result in a significantly lower (higher) fair value measurement.

Certain of the Group's investment properties with carrying amount of S\$80,000,000 (2022: S\$120,000,000) are mortgaged to banks as security for credit facilities obtained by the Group (Note 16).

The carrying amounts of investment properties shown above comprise properties situated on land in Singapore with remaining lease terms as follows:

	GROUP	
	2023 S\$'000	2022 S\$'000
Lease term within 10 to 50 years	80,000	120,000
Lease term less than 10 years	–	500
	80,000	120,500

The gross rental income and direct operating expenses (including repairs and maintenance) arising from rental-generating investment properties are as follows:

	GROUP	
	2023 S\$'000	2022 S\$'000
Gross rental income	14,479	16,334
Direct operating expenses	(2,611)	(2,832)

12. INVESTMENTS IN SUBSIDIARIES

	COMPANY	
	2023 S\$'000	2022 S\$'000
Unquoted equity shares, at cost	124,185	143,918
Less: Impairment loss	(124,185)	(133,918)
	–	10,000

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

12. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Movement in impairment loss

	COMPANY	
	2023	2022
	S\$'000	S\$'000
Balance at beginning of the financial year	133,918	133,918
Impairment written off during the financial year	(9,733)	–
Balance at end of the financial year	124,185	133,918

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

NAME	COUNTRY OF INCORPORATION AND OPERATION	COMPANY'S PROPORTION OF OWNERSHIP INTEREST		PRINCIPAL ACTIVITIES
		2023	2022	
		%	%	
<u>Held by the Company</u>				
OKH Holdings Pte. Ltd. ⁽¹⁾	Singapore	100	100	Construction services
OKH Loyang Pte. Ltd. ⁽¹⁾	Singapore	100	100	Property development and investment properties
OKH Transhub Pte. Ltd. ⁽¹⁾⁽³⁾	Singapore	–	100	Investment holding
Chronoz Investment Holding Pte. Ltd. ⁽¹⁾⁽³⁾	Singapore	–	100	Investment holding
OKH Capital Pte. Ltd. ⁽¹⁾⁽³⁾	Singapore	–	100	Dormant
<u>Held by OKH Holdings Pte. Ltd.</u>				
OKH Development Pte. Ltd. ⁽²⁾	Singapore	100	100	Dormant
OKH (Woodlands) Pte. Ltd. ⁽¹⁾	Singapore	100	100	Property development and investment properties
Galaxia Development Pte. Ltd. ⁽¹⁾	Singapore	100	100	Investment properties
OKH Buroh Pte. Ltd. ⁽¹⁾	Singapore	100	100	Property development and investment properties
OKH Management Pte. Ltd. ⁽¹⁾⁽³⁾	Singapore	–	100	Dormant

Notes:

- (1) Audited by BDO LLP, Singapore.
- (2) Audited by Deloitte & Touche LLP, Singapore
- (3) Struck off during the financial year

The Company has no significant non-controlling interests as at 30 June 2023 and 2022. Accordingly, no details of non-controlling interests is presented.

On 30 June 2022, the Company's subsidiary, OKH Holdings Pte Ltd had acquired 300,000 paid-up ordinary shares of OKH Development Pte Ltd from the minority shareholder, ZACD (Woodlands) Pte Ltd for a nominal fee of S\$1 which represent the 15% of the issued and paid-up ordinary share capital of OKH Development Pte. Ltd.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

13. INVESTMENT IN A JOINT VENTURE

	GROUP	
	2023	2022
	S\$'000	S\$'000
Unquoted equity shares, at cost	265	265
Share of post-acquisition losses and other comprehensive expenses	(265)	(265)
	–	–

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

NAME	COUNTRY OF INCORPORATION AND OPERATION	PROPORTION OF OWNERSHIP INTEREST AND VOTING POWER		PRINCIPAL ACTIVITIES
		2023	2022	
		%	%	
OKH DLRE JV Pte. Ltd.	Singapore	50	50	Dormant

The joint venture is accounted for using the equity method in the consolidated financial statements.

The information about the Group's investments in immaterial joint venture is as follows:

	2023	2022
	S\$'000	S\$'000
Loss for the financial year	(7)	(42)
Share of joint venture's loss for the financial year	–	–
Unrecognised share of loss for the financial year	(3)	(21)
Cumulative unrecognised share of loss of a joint venture	(595)	(592)

The Group has not recognised loss relating to a joint venture where its share of loss exceeds the Group's carrying amount of its investment in the joint venture. The Group has no obligation in respect of those losses.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

14. INVESTMENT IN ASSOCIATES

	GROUP	
	2023	2022
	S\$'000	S\$'000
Unquoted equity shares, at cost	–	30,000
Goodwill	–	3,987
Share of post-acquisition profits and other comprehensive income, net dividend received	–	23,919
Derecognised due to disposal	–	(57,906)
	–	–

On 8 June 2022, the Group disposed of its entire 40% stake in Equalbase Pte. Ltd. which accounts for the Group's entire investment in associates. The proceeds from the sales amounted to S\$43,400,000 and the carrying amount of the Group's interest in the associates amounted to S\$57,906,000 was derecognised and the translation reserves and other reserves relating to the associate's amounted to S\$3,836,000 was reclassified to consolidated statement of comprehensive income during the financial year ended 30 June 2022. A net loss of disposal of S\$18,342,000 was recorded in the consolidated statement of comprehensive income during the financial year ended 30 June 2022.

	2022
	S\$'000
Proceeds from the sales of the associates	43,400
Less:	
Carrying amount of the Group's interest in the associates	(57,906)
Translation and other reserves related to the associate's reclassified to consolidated statement of comprehensive income	(3,836)
Loss on disposal of the associates	(18,342)

Summarised financial information in respect of each of the Group's material associates was set out below. The associates were accounted for using the equity method in the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

14. INVESTMENT IN ASSOCIATES (CONTINUED)

Equalbase Pte. Ltd. and its subsidiaries

	2022* S\$'000
Current assets	72,798
Non-current assets	204,496
Total assets	<u>277,294</u>
Current liabilities	24,781
Non-current liabilities	117,716
Total liabilities	<u>142,497</u>
Net assets	<u>134,797</u>
Revenue	<u>17,890</u>
Profit for the period	<u>(264)</u>
Other comprehensive loss for the period	<u>(2,510)</u>
Total comprehensive loss for the period	<u>(2,774)</u>
Share of associates' loss for the period	<u>(106)</u>
Share of associates' other comprehensive loss for the period	<u>(1,004)</u>

Reconciliation of the above summarised financial information to the carrying amount of the interest in associates recognised in the consolidated financial statements:

	2022* S\$'000
Net assets of the associates	134,797
Proportion of the Group's ownership in the associates	40%
Share of net assets	53,919
Goodwill	3,987
Carrying amount of the Group's interests in the associates	<u>57,906</u>

* Represent the summarised financial information of the associates up to the date of disposal.

15. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

The investment in unquoted equity shares represents a 15% equity interest of Deltanvil Pte. Ltd.. The investment in unquoted equity shares was acquired in September 2014 and is recognised as a financial asset measured at fair value through profit or loss.

On 8 June 2022, the Group disposed of its entire 15% equity interest of Deltanvil Pte. Ltd. for S\$8,000,000 and a fair value loss of S\$1,000,000 was recognised in the consolidated statement of comprehensive income during the financial year ended 30 June 2022.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

16. BANK LOANS

	GROUP	
	2023	2022
	S\$'000	S\$'000
Bank loans – secured	61,012	71,487
Presented in the consolidated statement of financial position:		
<u>Current</u>		
On demand or within one year	17,920	21,920
<u>Non-current</u>		
Between one and five years	43,092	49,567
Total	61,012	71,487

The weighted average effective interest rates at the end of the reporting period were as follows:

	GROUP	
	2023	2022
	%	%
Bank loans (floating rate)	5.64	2.76

The interest rates for the bank loans are reset for periods ranging from 1 month to 3 months (2022: 1 month to 3 months) based on changes to swap offer rate or the bank's cost of funds.

The following assets are pledged to secure the above bank loans:

	GROUP	
	2023	2022
	S\$'000	S\$'000
Investment properties (Note 11)	80,000	120,000
Non-current asset classified as held for sale (Note 8)	35,000	–
	115,000	120,000

In addition, the bank facilities are supported by the following:

- (a) corporate guarantees issued by the Company;
- (b) corporate guarantees issued by a controlling corporate shareholder of the Company;
- (c) assignment of rental proceeds; and
- (d) charge over the receivables and project proceeds in respect of certain projects.

No material adjustment was required in the separate financial statements of the Company to recognise financial guarantee liability.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

17. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
Trade payables to third parties	9	105	3	3
Rental received in advance	1,102	2,349	–	–
Other payables:				
– Third parties	3,615	4,956	29	23
– Subsidiaries (Note 4)	–	–	3,252	48,170
Accrued project costs	17	1,017	–	–
Accrued operating expenses	1,495	3,696	974	2,807
	6,238	12,123	4,258	51,003
Current	5,408	9,435	3,428	48,315
Non-current	830	2,688	830	2,688
	6,238	12,123	4,258	51,003

Trade payables to third parties comprise of amounts outstanding from trade purchases and sub-contractor costs. The average credit period granted by suppliers is 30 days (2022: 30 days). No interest is charged on the outstanding balance.

Considerations in respect of rental income are received in accordance with the terms of the related tenancy agreement, certain portions are received on or before the date of tenancy period which are recorded as rental received in advance.

18. LEASE LIABILITIES

	GROUP	
	2023 S\$'000	2022 S\$'000
Maturity analysis:		
Year 1	220	67
Year 2	159	46
Year 3	44	44
Year 4 and beyond	91	135
	514	292
Less: Unearned interest	(38)	(36)
	476	256
Analysed as:		
Current	206	61
Non-current	270	195
	476	256

The above represent leases for office premises, computer equipment and motor vehicles of the Group. The Group's weighted average incremental borrowing rate applied to the lease liabilities recognised in the statement of financial position is 4.19% (2022: 3.79%) per annum.

Total cash outflow for payment of principal portion of all leases in financial year ended 30 June 2023 was S\$1,953,000 (2022: S\$4,366,000).

Included in lease liabilities is an amount of \$200,725 (2022: \$261,000) representing the lease of motor vehicles from financial institutions, which are secured against motor vehicles with average lease term of 7 to 9 years (2022: 7 to 9 years).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

18. LEASE LIABILITIES (CONTINUED)

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	GROUP			
	BALANCE AT BEGINNING OF THE FINANCIAL YEAR	NET FINANCING CASH FLOW	ADDITION OF PROPERTY, PLANT AND EQUIPMENT UNDER LEASES	BALANCE AT END OF THE FINANCIAL YEAR
	S\$'000	S\$'000	S\$'000	S\$'000
2023				
Bank loans	71,487	(10,475)	–	61,012
Lease liabilities	256	(110)	330	476
Loans due to a shareholder	3,000	(1,000)	–	2,000
	74,743	(11,585)	330	63,488
2022				
Bank loans	77,822	(6,335)	–	71,487
Lease liabilities	3,337	(3,349)	268	256
Loans due to a shareholder	43,537	(40,537)	–	3,000
	124,696	(50,221)	268	74,743

19. SHARE CAPITAL

	COMPANY			
	2023		2022	
	NUMBER OF ORDINARY SHARES '000	S\$'000	NUMBER OF ORDINARY SHARES '000	S\$'000
<i>Issued and fully paid up:</i>				
At the beginning and end of financial year	1,128,657	8,936	1,128,657	8,936

The cost of acquisition in the consolidated financial statements, amounting to S\$27,916,000 (2022: S\$27,916,000), was initially determined using the fair value of issued equity before reverse takeover in 2013, while the cost of acquisition of the Company was initially determined by reference to share issue based on par value.

Fully paid ordinary shares, which have a par value of US\$0.01 (2022: US\$0.01), carry one vote per share and carry a right to dividend as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

20. REVENUE

	GROUP	
	2023	2022
	S\$'000	S\$'000
Type of goods and services		
Rental income	11,259	12,459
Property management income	3,220	3,875
Revenue from construction services	49	124
	14,528	16,458
Timing of revenue recognition		
At a point in time	49	124
Over time	3,220	3,875
	3,269	3,999

21. OTHER INCOME

	GROUP	
	2023	2022
	S\$'000	S\$'000
Write back of payables and accruals	1,495	–
Gain on disposal of investment properties	1,024	–
Gain on disposal of property, plant and equipment	31	149
Interest income	31	–
Grant income	18	665
Others	66	174
	2,665	988

22. OTHER EXPENSES

	GROUP	
	2023	2022
	S\$'000	S\$'000
Changes in fair value of investment properties (Note 11)	2,144	8,364
Loss on sale of investment in associates (Note 14)	–	18,342
Fair value loss on sale of financial asset at fair value through profit or loss	–	1,000
	2,144	27,706

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

23. FINANCE COSTS

	GROUP	
	2023	2022
	S\$'000	S\$'000
Interest on bank loans	3,317	1,631
Interest on loans due to a shareholder (Note 4)	143	1,972
Interest on lease liabilities	14	53
	3,474	3,656

24. PROFIT/(LOSS) BEFORE INCOME TAX

Except for disclosures elsewhere, profit/(loss) before income tax has been arrived at after charging/(crediting):

	GROUP	
	2023	2022
	S\$'000	S\$'000
Depreciation of property, plant and equipment	173	108
Write-off of trade and other receivables from third parties	302	–
Loss allowance on trade and other receivables from third parties	–	24
Loss allowance on amount due from a joint venture	–	4
Loss on sale of investment properties	–	19
Lease expenses on short-term leases	1,842	981
Employee benefits expense:		
– Directors and key management remuneration	879	840
– Other than Directors and key management	965	1,067
Total employee benefits expense	1,844	1,907
Cost of defined contribution plans (included in employee benefits)	107	115
Audit fees paid to auditors of the Company	102	111
Non-audit related services fees:		
– paid to auditors of the Company	21	7
– paid to other auditors	–	28
Total non-audit fees	21	35

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

25. INCOME TAX EXPENSE

	GROUP	
	2023	2022
	S\$'000	S\$'000
Current income tax		
- Current financial year	828	197
- Under/(over) provision in respect of prior financial year	282	(110)
	1,110	87

The income tax expense for the Group is calculated at 17% (2022: 17%) of the estimated assessable profit for the financial year, which is Singapore Corporate Income Tax ("CIT") rate where the operation of the Group is based.

The total charge for the financial year can be reconciled to the accounting profit / (loss) as follows:

	GROUP	
	2023	2022
	S\$'000	S\$'000
Profit/(Loss) before income tax	3,627	(21,266)
Tax at Singapore CIT rate	617	(3,615)
Tax effect of share of results of associates	–	(18)
Effect of expense that is not deductible	318	4,452
Effect of tax exemption	(52)	(35)
Effect of deferred tax assets not recognised	–	–
Utilisation of tax losses previously unrecognised as deferred tax asset	(55)	(452)
Under/(over) provision in prior financial year	282	(110)
Others	–	(135)
	1,110	87

The amount of temporary differences for which no deferred tax assets have been recognised are as follows:

	GROUP	
	2023	2022
	S\$'000	S\$'000
Tax losses at end of financial year	10,430	10,755
Deferred tax assets not recognised	1,773	1,828

No deferred tax asset has been recognised on the temporary differences due to unpredictability of profit streams. Subject to the agreement by the tax authority, these temporary differences may be carried forward indefinitely subject to the conditions imposed by law.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

26. EARNINGS/(LOSS) PER SHARE

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

	GROUP	
	2023 S\$'000	2022 S\$'000
Profit/(Loss) for the purposes of basic and diluted loss per share:		
– Profit/(Loss) for the financial year attributable to owners of the Company	2,517	(21,353)
Number of shares '000		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	1,128,657	1,128,657
Basic and diluted earnings/(loss) per share (cents)	0.22	(1.89)

Diluted earnings/(loss) per share in 2023 and 2022 is the same as basic earnings/(loss) per share in 2023 and 2022 respectively as there are no dilutive potential ordinary shares.

27. CONTINGENT LIABILITIES AND GUARANTEES

The Group provided corporate guarantees to banks in respect of bank facilities provided to its subsidiaries. The fair values of the corporate guarantees were assessed by management to be insignificant at the inception of the guarantees as the primary securities were mortgaged properties.

28. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At 30 June 2023, the Group is committed to S\$nil (2022: S\$1,824,000) for short-term leases.

The Group as lessor

Operating leases, in which the Group is the lessor, relate to land, office, warehouse premises and certain office equipment owned by the Group with lease terms between 1 year to 4 years. The lessee does not have an option to purchase the property at the expiry of the lease period.

	GROUP	
	2023 S\$'000	2022 S\$'000
Maturity analysis of operating lease payments:		
Year 1	8,913	13,151
Year 2	6,811	4,667
Year 3	3,044	2,139
Year 4	139	18
Total	18,907	19,975

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

29. SEGMENT INFORMATION

For the purpose of the resource allocation and assessment of segment performance, the Group's chief operating decision makers have focused on the business operating units which in turn, are segregated based on their services. This forms the basis of identifying the segments of the Group under IFRS 8 *Operating Segments*.

Operating segments are aggregated into a single operating segment if they have similar economic characteristics. The Group's reportable operating segments under IFRS 8 are as follows:

- (i) Construction services: General builders and construction contractors, general engineering and sale of construction materials.
- (ii) Property development: Development of industrial properties.
- (iii) Property investment: Leasing of investment properties to generate rental income and to gain from the appreciation in the value of the properties in the long term.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2 to the financial statements. Segment profit represents the profit earned by each segment without allocation of central administrative costs, share of profit of a joint venture, finance costs, and income tax expense or credit. Share of (loss)/ profit of associates were included in property investment segment in accordance with its business activities. This is the measure reported to Mr. Lock Wai Han, the Executive Director and Chief Executive Officer of the Company, being the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments, the chief operating decision maker monitors the tangible and financial assets attributable to each segment.

All assets are allocated to reportable segments other than assets held under the Company and dormant subsidiaries, interests in joint venture, deferred tax assets and financial asset at fair value through profit or loss. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments. Segment liabilities include all operating liabilities and consist primarily of financial liabilities other than liabilities held under the Company and income tax payable.

The Group's main operations are located in Singapore, hence no analysis by geographical area of operation is provided.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

29. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

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

	CONSTRUCTION SERVICES S\$'000	PROPERTY INVESTMENT S\$'000	ELIMINATIONS S\$'000	TOTAL S\$'000
2023				
Revenue:				
External customers, representing total revenue	49	14,479	–	14,528
Results	250	7,531	(82)	7,699
Unallocated expenses				(598)
Finance costs				(3,474)
Profit before income tax				3,627
Income tax expense				(1,110)
Profit for the financial year				2,517
2022				
Revenue:				
External customers, representing total revenue	124	16,334	–	16,458
Results	(191)	(15,564)	(125)	(15,880)
Unallocated expenses				(1,730)
Finance costs				(3,656)
Loss before income tax				(21,266)
Income tax expense				(87)
Loss for the financial year				(21,353)

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

29. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities and other segment information

	CONSTRUCTION SERVICES S\$'000	PROPERTY DEVELOPMENT S\$'000	PROPERTY INVESTMENT S\$'000	TOTAL S\$'000
2023				
Segment assets:				
Total segment assets	2,832	–	123,228	126,060
Unallocated assets				218
Total consolidated assets				126,278
Segment liabilities:				
Total segment liabilities	775	–	66,772	67,547
Unallocated liabilities				3,077
Total consolidated liabilities				70,624
Other segment information:				
Gain on sale of investment properties	–	–	1,024	1,024
Depreciation	(173)	–	–	(173)
Changes in fair value of investment properties	–	–	(2,144)	(2,144)
Write-off of trade and other receivables from third parties	(298)	–	(4)	(302)
Write back payables and accruals	1,279	–	216	1,495
2022				
Segment assets:				
Total segment assets	1,795	850	137,051	139,696
Unallocated assets				586
Total consolidated assets				140,282
Segment liabilities:				
Total segment liabilities	1,695	–	79,632	81,327
Unallocated liabilities				5,818
Total consolidated liabilities				87,145
Other segment information:				
Loss on sale of investment properties	–	–	(19)	(19)
Loss on sale of investment in associates	–	–	(18,342)	(18,342)
Depreciation	(108)	–	–	(108)
Changes in fair value of investment properties	–	–	(8,364)	(8,364)
Loss allowance on amount due from joint venture	(4)	–	–	(4)
Loss allowance on trade receivables	–	–	(24)	(24)

Major customer information

During the current and previous financial year, there are no customers who individually account for 10% or more of the Group's revenue.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

30.1 Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	GROUP		COMPANY	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
Financial assets				
At amortised cost:				
Cash and cash equivalents	9,179	14,558	114	77
Trade and other receivables	1,168	3,362	7,594	15,420
	10,347	17,920	7,708	15,497
Financial liabilities				
At amortised cost:				
Bank loans	61,012	71,487	-	-
Trade and other payables	5,136	9,774	4,258	51,003
Loans due to a shareholder	2,000	3,000	2,000	3,000
Lease liabilities	476	256	-	-
	68,624	84,517	6,258	54,003

30.2 Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

During the current and previous financial year, the Group and the Company do not have any financial instruments which are subject to offsetting, enforceable master netting arrangements or similar netting agreements.

30.3 Financial risk management policies and objectives

Management of the Group monitors and manages the financial risks relating to the operations of the Group to ensure appropriate measures are implemented in a timely and effective manner. These risks include market risk (foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Group does not hold or issue derivative financial instruments for speculative purposes.

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

Foreign exchange risk management

The Group is exposed to minimal foreign exchange rate risk as the financial assets and financial liabilities are mainly denominated in respective functional currency of the group entity. Any movement in foreign exchange rate is unlikely to have a significant impact in the results of the Group. Accordingly, no sensitivity analysis is prepared.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (Continued)

Interest rate risk management

The Group's exposure to fair value interest rate risk relates primarily to fixed deposits (Note 5), loan due to a shareholder (Note 4) and lease liabilities (Note 18). The Group's exposure to cash flow interest rate risk relates primarily to its variable-rate bank loans (Note 16). The Group manages interest by using a mixture of fixed and variable rate debts.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period and on the assumption that the change took place at the beginning of the reporting period and is held constant throughout the reporting period. The magnitude represents management's assessment of the likely movement in interest rates under normal economic conditions.

If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's profit/(loss) before income tax for the financial year ended 30 June 2023 would have decreased or increase (2022: increased or decreased) by S\$305,000 (2022: S\$357,000).

Credit risk management

Credit risks refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position of the Group; and
- the maximum amount the Group would have to pay if the financial guarantee is called upon, irrespective of the likelihood of the guarantee being exercised.

The Group's exposure to credit risk on receivables arising from the sale of industrial property units is not significant as such payments are usually arranged through loans taken up by customers with reputable financial institutions.

Rental deposits are received as security from tenants of its investment properties, and accordingly credit risk is limited in this aspect.

Further details of credit risks on trade and other receivables are disclosed in Note 6 to the financial statements.

The Group also has concentration of credit risk by geographical location as all of the customers are located in Singapore.

The credit risk on bank balances and fixed deposits are limited because the counterparties are banks with good reputation and good credit rating.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (Continued)

Credit risk management (Continued)

The tables below detail the credit quality of the Group's and the Company's financial assets, as well as the maximum exposure to credit risk:

	INTERNAL CREDIT NOTE RATING	12-MONTH OR LIFETIME ECL	GROSS CARRYING AMOUNT S\$'000	LOSS ALLOWANCE S\$'000	NET CARRYING AMOUNT S\$'000
Group					
2023					
Trade receivables	6 (a)	Lifetime ECL (simplified approach)	870	–	870
Other receivables	6 (b)	12-month ECL	298	–	298
Other receivables	6 (b)	Lifetime ECL	1,303	(1,303)	–
			2,471	(1,303)	1,168
2022					
Trade receivables	6 (a)	Lifetime ECL (simplified approach)	2,580	(24)	2,556
Other receivables	6 (b)	12-month ECL	806	–	806
Other receivables	6 (b)	Lifetime ECL	1,303	(1,303)	–
			4,689	(1,327)	3,362
Company					
2023					
Other receivables	6 (b)	12-month ECL	23	–	23
Other receivables	6 (b)	Lifetime ECL	92,530	(84,959)	7,571
			92,553	(84,959)	7,594
2022					
Other receivables	6 (b)	12-month ECL	23	–	23
Other receivables	6 (b)	Lifetime ECL	96,042	(80,645)	15,397
			96,065	(80,645)	15,420

(a) The Group determines the expected credit losses on trade receivables by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the receivables, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

(b) The Group and Company determine that these receivables are not past due and have low risk of default except for the amount due from joint venture and amounts due from subsidiaries (Company level) which are determined to be in default and has been measured based on lifetime ECL (stage 3).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (Continued)

Liquidity risk management

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

Management has prepared a month-to-month consolidated cash flows forecast up to 30 September 2024 based on the latest available financial information and assessed that the Group is still able to maintain sufficient liquidity to enable the Group to continue as a going concern for at least the next 12 months from the date of authorisation of these financial statements.

Liquidity risk analysis

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The table includes both interest and principal cash flows. The adjustment column represents the difference between the discounted cash flows and the carrying amount of the financial liability on the statements of financial position. The undiscounted cash flow for variable interest rate instruments are subject to change if changes in variable interest rates differs to those estimates of interest rates determined at the end of the reporting period.

	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	ON DEMAND OR WITHIN 1 YEAR S\$'000	WITHIN 2 TO 5 YEARS S\$'000	AFTER 5 YEARS S\$'000	ADJUSTMENT S\$'000	TOTAL S\$'000
Group						
2023						
Non-interest bearing	–	5,136	–	–	–	5,136
Lease liabilities	4.19	220	290	4	(38)	476
Other fixed rate instruments	4.80	96	2,008	–	(104)	2,000
Other variable interest rate instruments	5.64	21,364	44,000	–	(4,352)	61,012
		26,816	46,298	4	(4,494)	68,624
2022						
Non-interest bearing	–	9,774	–	–	–	9,774
Lease liabilities	3.79	67	178	47	(36)	256
Other fixed rate instruments	4.80	144	3,012	–	(156)	3,000
Other variable interest rate instruments	2.76	23,895	51,646	–	(4,054)	71,487
		33,880	54,836	47	(4,246)	84,517
Company						
2023						
Non-interest bearing	–	4,258	–	–	–	4,258
Other fixed rate instruments	4.8	96	2,008	–	(104)	2,000
		4,354	2,008	–	(104)	6,258
2022						
Non-interest bearing	–	51,003	–	–	–	51,003
Other fixed rate instruments	4.8	144	3,156	–	(300)	3,000
		51,147	3,156	–	(300)	54,003

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 30 June 2023

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

30.3 Financial risk management policies and objectives (Continued)

Liquidity risk management (Continued)

Liquidity risk analysis (Continued)

Non-derivative financial assets

All financial assets of the Group and the Company at the end of the reporting period are non-interest bearing and repayable on demand or current except for fixed deposits as disclosed in Note 5 to the financial statements.

Fair value of financial assets and financial liabilities

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) quoted prices (unadjusted) in active markets for identified assets or liabilities (Level 1);
- (b) input 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) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair value of the financial asset at fair value through profit or loss was determined based on the net asset value approach, with fair value hierarchy categorised as level 3.

Apart from the above financial asset, the carrying amounts of the Group's and the Company's remaining financial assets and financial liabilities recognised in the financial statements approximate their respective fair values at the end of the reporting period due to their relatively short-term maturity, unless otherwise disclosed in the respective notes to financial statements.

30.4 Capital risk management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of bank borrowings and equity attributable to owners of the Company, comprising issued capital, reserves net of accumulated losses.

In addition, the Group also specifically monitors the financial ratio of its debt covenants stated in the agreements with the financial institutions providing the facilities to the Group. The Group is in compliance with externally imposed capital requirements for the financial years ended 30 June 2023 and 2022 for the facilities that have been utilised by the Group (Note 16).

The Group reviews the capital structure on an annual basis. The Group's overall strategy remains unchanged from the financial year ended 2022.

STATISTICS OF SHAREHOLDINGS

As at 15 September 2023

Authorised share capital	:	US\$500,000,000
Issued and fully paid-up capital	:	US\$11,286,574.45
Class of shares	:	Ordinary share of US\$0.01 each
Voting rights	:	One vote per share
Number of issued shares	:	1,128,657,445
Number of treasury shares	:	Nil

DISTRIBUTION OF SHAREHOLDINGS AS AT 15 SEPTEMBER 2023

SIZE OF SHAREHOLDINGS	NUMBER OF SHAREHOLDERS		NUMBER OF SHARES	
		%		%
1 – 99	3	0.32	49	0.00
100 – 1,000	162	17.22	98,000	0.01
1,001 – 10,000	123	13.07	836,883	0.07
10,001 – 1,000,000	581	61.74	102,497,599	9.08
1,000,001 and above	72	7.65	1,025,224,914	90.84
Total	941	100.00	1,128,657,445	100.00

SUBSTANTIAL SHAREHOLDERS ACCORDING TO REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 15 SEPTEMBER 2023

NAME OF SUBSTANTIAL SHAREHOLDERS	DIRECT INTEREST		INDIRECT INTEREST	
	NUMBER OF SHARES	%	NUMBER OF SHARES	%
Haiyi Holdings Pte Ltd	500,000,000	44.3	–	–
Gordon Tang ¹	–	–	500,000,000	44.3
Celine Tang ²	–	–	500,000,000	44.3
Li Lee Yu	66,554,800	5.9	–	–

1 Pursuant to Section 7 of the Companies Act, Mr Gordon Tang is deemed to be interested in the 500,000,000 shares of the Company held by Haiyi Holdings Pte Ltd.

2 Pursuant to Section 7 of the Companies Act, Mrs Celine Tang is deemed to be interested in the 500,000,000 shares of the Company held by Haiyi Holdings Pte Ltd.

STATISTICS OF SHAREHOLDINGS

As at 15 September 2023

TWENTY LARGEST SHAREHOLDERS AS AT 15 SEPTEMBER 2023

	NAME OF HOLDERS	NO. OF SHARES	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	511,362,600	45.31
2	UOB KAY HIAN PRIVATE LIMITED	96,542,000	8.55
3	OCBC SECURITIES PRIVATE LIMITED	68,326,000	6.05
4	MAYBANK SECURITIES PTE. LTD.	32,470,802	2.88
5	TAN SEOW LENG	31,676,200	2.81
6	DBS NOMINEES (PRIVATE) LIMITED	30,626,200	2.71
7	BON WEEN FOONG	25,880,552	2.29
8	XU YONGSHENG	16,500,000	1.46
9	CHONG CHOON MEOW	13,869,260	1.23
10	YEO KHEE YEOW ANTHONY	12,200,000	1.08
11	SUPER BEND PTE LTD	11,800,000	1.05
12	TOR TECK JIN	10,809,800	0.96
13	PHILLIP SECURITIES PTE LTD	10,728,400	0.95
14	TEOH CHIN HONG (ZHAO JINFENG)	8,979,800	0.80
15	NG TEE KANG	6,885,000	0.61
16	RAFFLES NOMINEES (PTE.) LIMITED	6,649,100	0.59
17	HSBC (SINGAPORE) NOMINEES PTE LTD	6,480,500	0.57
18	NAI YIONG OO	6,450,000	0.57
19	TIGER BROKERS (SINGAPORE) PTE. LTD.	5,686,300	0.50
20	WEE BOO TEE	5,000,000	0.44
	Total	918,922,514	81.41

Note: The percentages are computed based on the Company's total number of issued shares of 1,128,657,445.

Based on information available to the Company as at 15 September 2023, approximately 49.80% of the total number of issued shares listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") was held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of SGX-ST which requires at least 10% of the total number of issued shares of the Company to be held in the hands of the public.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of OKH Global Ltd. (the “Company”) will be held at Furama City Centre, 60 Eu Tong Sen Street, Singapore 059804, Ballroom 1, Level 5 on Wednesday, 25 October 2023 at 2.00 p.m., to transact the following businesses:

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2023, together with the Directors’ Statement and Independent Auditor’s Report thereon. *Resolution 1*
2. To approve the payment of Directors’ fees of S\$186,000 for the financial year ending 30 June 2024, to be paid quarterly in arrears. [2023: S\$186,000]. *Resolution 2*
3. To re-elect the following Directors retiring by rotation pursuant to Bye-Law 104 of the Company’s Bye-Laws:
 - (a) Mr Lock Wai Han *Resolution 3*
 - (b) Ms Ng Kheng Choo *Resolution 4*

Mr Lock Wai Han will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company. Please refer to Corporate Governance Report on pages 38 to 40 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Ms Ng Kheng Choo is considered independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited (“SGX-ST”).

Ms Ng Kheng Choo will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director of the Company, Chairman of the Nominating Committee, a member of the Audit and Remuneration Committee. Please refer to Corporate Governance Report on pages 38 to 42 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

4. To re-appoint BDO LLP as auditors of the Company until the conclusion of next general meeting and authorise the Directors to fix their remuneration *Resolution 5*

AS SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

5. **Authority to Allot and Issue Shares** *Resolution 6*

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and Bye-laws of the Company, the Directors of the Company be authorised and empowered to:-

- (a) issue shares in the capital of the Company (“shares”) whether by way of bonus issue, rights issue or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

(the "Share Issue Mandate"),

provided that:

- (I) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution:-
 - (a) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under paragraph (I) above, the total number of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;Adjustment in accordance with (II)(a) and (II)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.
- (III) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and
- (IV) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(See Explanatory Note 1)

NOTICE OF ANNUAL GENERAL MEETING

6. Renewal of the Share Purchase Mandate

Resolution 7

That:

- (a) for the purpose of the Listing Manual of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire from time to time the issued and fully-paid ordinary shares of par value US\$0.01 each in the capital of the Company (the "**Shares**") (excluding treasury shares and subsidiary holdings) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases transacted on the SGX-ST through the ready market or the special trading counter on the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose (each a "**Market Purchase**"); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors of the Company as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST (each an "**Off-Market Purchase**"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act 1981 of Bermuda (as modified, supplemented or amended from time to time) and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally

(the "**Share Purchase Mandate**");

- (b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
 - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting;
- (c) in this ordinary resolution:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last consecutive 5 Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

NOTICE OF ANNUAL GENERAL MEETING

“**date of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

(See Explanatory Note 2)

- 7. To transact any other business which may properly be transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Siau Kuei Lian
Company Secretary
3 October 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

1. Resolution No. 6, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

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

2. Resolution No. 7, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the earliest of (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, (ii) the date on which the authority conferred by this mandate is revoked or varied by shareholders in general meeting, or (iii) the date on which the Company has purchased the maximum number of shares mandated under this mandate, to purchase or otherwise acquire issued ordinary shares in the capital of the Company by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company. For more information on this resolution, please refer to the Appendix to the Annual Report dated 3 October 2023.

Notes:

- (a) The AGM of the Company will be held, in a wholly physical format at Furama City Centre, 60 Eu Tong Sen Street, Singapore 059804, Ballroom 1, Level 5, on Wednesday, 25 October 2023 at 2:00 p.m., **There will be no option for members to participate virtually.**
- (b) If a member wishes to submit questions related to the resolutions tabled for approval at the AGM prior to the AGM, all questions must be submitted by no later than 2:00 p.m. on 10 October 2023 through email to admin@okh.com.sg and provide the following particulars, for verification purpose:
 - full name as it appears on his/her/its CDP records;
 - NRIC/Passport/UEN number;
 - contact number and email address; and
 - the manner in which you hold in the Company (e.g. via CDP).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Alternatively, member may also ask question during the AGM.

- (c) The Company will endeavour to address all substantial and relevant questions received from shareholders by 21 October 2023, 2:00 p.m., being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form, via SGXNet and the Company's website. The Company will also address any subsequent clarifications sought or follow up questions during the AGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at the URL <https://www.okh.com.sg>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the AGM.
- (d) Shareholders (whether individual or corporate) appointing the proxy, proxies or the Chairman of the AGM as proxy must give specific instructions as to their manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (e) The proxy form, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted to the Company's Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 by 2:00 p.m. on 23 October 2023 (being 48 hours before the time fixed for the AGM).

NOTICE OF ANNUAL GENERAL MEETING

- (f) A proxy need not be a member of the Company.
- (g) The instrument appointing the proxy, proxies or the Chairman of the AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an attorney or an officer duly authorised. Where the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy
- (h) The Company shall be entitled to reject the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the proxy, proxies or the Chairman of the AGM as proxy 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 AGM, as certified by The Central Depository (Pte) Limited to the Company

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM of the Company in accordance with this Notice, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions, (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



OKH GLOBAL LTD.

ANNUAL REPORT 2023

171 Chin Swee Road, #02-01
CES Centre, Singapore 169877

Tel: +65 6345 0544 Fax: +65 6344 5811

WWW.OKH.COM.SG