



SINGAPORE O&G LTD.

Strengthening Position Expanding Reach

ANNUAL REPORT 2021



Obstetrics & Gynaecology
(Including Endocrinology)

Paediatrics



Cancer-related

Dermatology



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This Annual Report has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.

About SOG

Established in 2011, Singapore O&G Ltd. ["**SOG**", the "**Company**" or collectively with its subsidiaries, the "**Group**"] is a leading healthcare service provider dedicated towards delivering premier medical services to women's and children's health and wellness at affordable prices.

With a long and established track record in Singapore providing obstetrics and gynaecology ["**O&G**"] services such as pre-pregnancy counselling, delivery, pregnancy and post-delivery care, the Group has since further expanded its spectrum of healthcare services to include paediatrics, endocrinology, gynaecological cancer, cancer-related general surgery for breast, thyroid and colon (colorectal), as well as skin and aesthetics treatments.

The Group's clinics, under its four (4) operating segments of



Obstetrics & Gynaecology
(including Endocrinology)



Dermatology



Cancer-related



Paediatrics

are strategically located throughout Singapore to provide easy access to its patients.

SOG has been listed on the Catalist board of the Singapore Exchange Securities Trading Limited since 4 June 2015.

OUR MISSION

To bring new life, health and wellness to our patients and their families through the provision of excellent healthcare.

OUR VISION

To be the premier specialist provider in holistic healthcare for women and children.

To be the preferred choice for patients seeking private specialist healthcare.

OUR VALUES

Accountability

We are responsible for our actions and attitudes.

Commitment to Excellence

We are committed to do our best for the care of our patients and their families.

Integrity

We are open, honest and ethical.

Respect

We embrace diversity and treat one another with dignity and empathy.

Teamwork

We work together to deliver the best medical outcomes and the highest quality of service.

Our Network

STRATEGICALLY LOCATED CLINICS THROUGHOUT SINGAPORE FOR EASY ACCESSIBILITY.





Obstetrics & Gynaecology

(including Endocrinology)

1. SOG - Beh Clinic for Women

Thomson Medical Centre #05-03
339 Thomson Road, Singapore 307677

2. SOG - KW Lee Clinic for Women

Gleneagles Medical Centre #08-15/16
6 Napier Road, Singapore 258499

3. SOG - Heng Clinic for Women

Parkway East Medical Centre #02-08
319 Joo Chiat Place, Singapore 427989

4. SOG - Choo Wan Ling Clinic for Women

Mount Elizabeth Novena Specialist Centre #06-56/57
38 Irrawaddy Road, Singapore 329563

5. SOG - SC Hong Clinic for Women

Mount Alvernia Medical Centre Block D #07-62
820 Thomson Road, Singapore 574623

6. SOG - Natalie Chua Clinic for Women

Parkway East Medical Centre #02-07
319 Joo Chiat Place, Singapore 427989

7. SOG - Clara Ong Clinic for Women

Gleneagles Medical Centre #08-15/16
6 Napier Road, Singapore 258499

8. SOG - LW Cho Endocrine, Diabetes & Thyroid Clinic

Parkway East Medical Centre #02-03
319 Joo Chiat Place, Singapore 427989



Dermatology

9. Joyce Lim Skin & Laser Clinic

Paragon Medical Suites #11-16/20
290 Orchard Road, Singapore 238859

10. SOG - HM Liew Skin and Laser Clinic

Gleneagles Medical Centre #06-01
6 Napier Road, Singapore 258499



Cancer-related

11. SOG - Cindy Pang Clinic for Woman & GynaeOncology

Mount Elizabeth Novena Specialist Centre #08-25
38 Irrawaddy Road, Singapore 329563

13. SOG - CC Tan Breast, Thyroid & General Surgery

Gleneagles Medical Centre #08-15/16
6 Napier Road, Singapore 258499

12. SOG - HL Sim Colorectal, Endoscopy & General Surgery

Mount Elizabeth Novena Specialist Centre #06-53
38 Irrawaddy Road, Singapore 329563



Paediatrics

14. SOG - Clinic for Children (East)

Parkway East Medical Centre #02-03
319 Joo Chiat Place, Singapore 427989

16. SOG - Christina Ong Clinic for Children & Gastroenterology

Mount Elizabeth Novena Specialist Centre #07-53
38 Irrawaddy Road, Singapore 329563

15. SOG - Clinic for Children (Central)

11A Boon Tiong Road #01-11,
Singapore 161011

17. SOG - Petrina Wong Clinic for Children Respiratory & Sleep

Gleneagles Medical Centre #08-14
6 Napier Road, Singapore 258499

Our Business

REVENUE CONTRIBUTION BY OPERATING SEGMENTS

52.1%

Obstetrics & Gynaecology
(including Endocrinology)



14.0%

Paediatrics

13.1%

Cancer-related

20.8%

Dermatology

OUR SERVICES



Obstetrics & Gynaecology
(including Endocrinology)

General obstetrics, labour & delivery	Gynaecological surgery	Medical problems during pregnancy
General gynaecology	Obstetrical complication & its management	Female pelvic medicine /Urogynaecology & reconstruction surgery
Reproductive endocrinology including PCOS*	Management of diabetes and thyroid disorders	Osteoporosis, calcium disorders, pituitary and adrenal diseases



Dermatology

General skin care	Aesthetics & dermatological procedures	Dermatological surgery & laser surgery
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Cancer-related

Gynae-oncological surgery	Breast, thyroid & general surgery	Colorectal surgery, diagnostic & therapeutic endoscopic procedures
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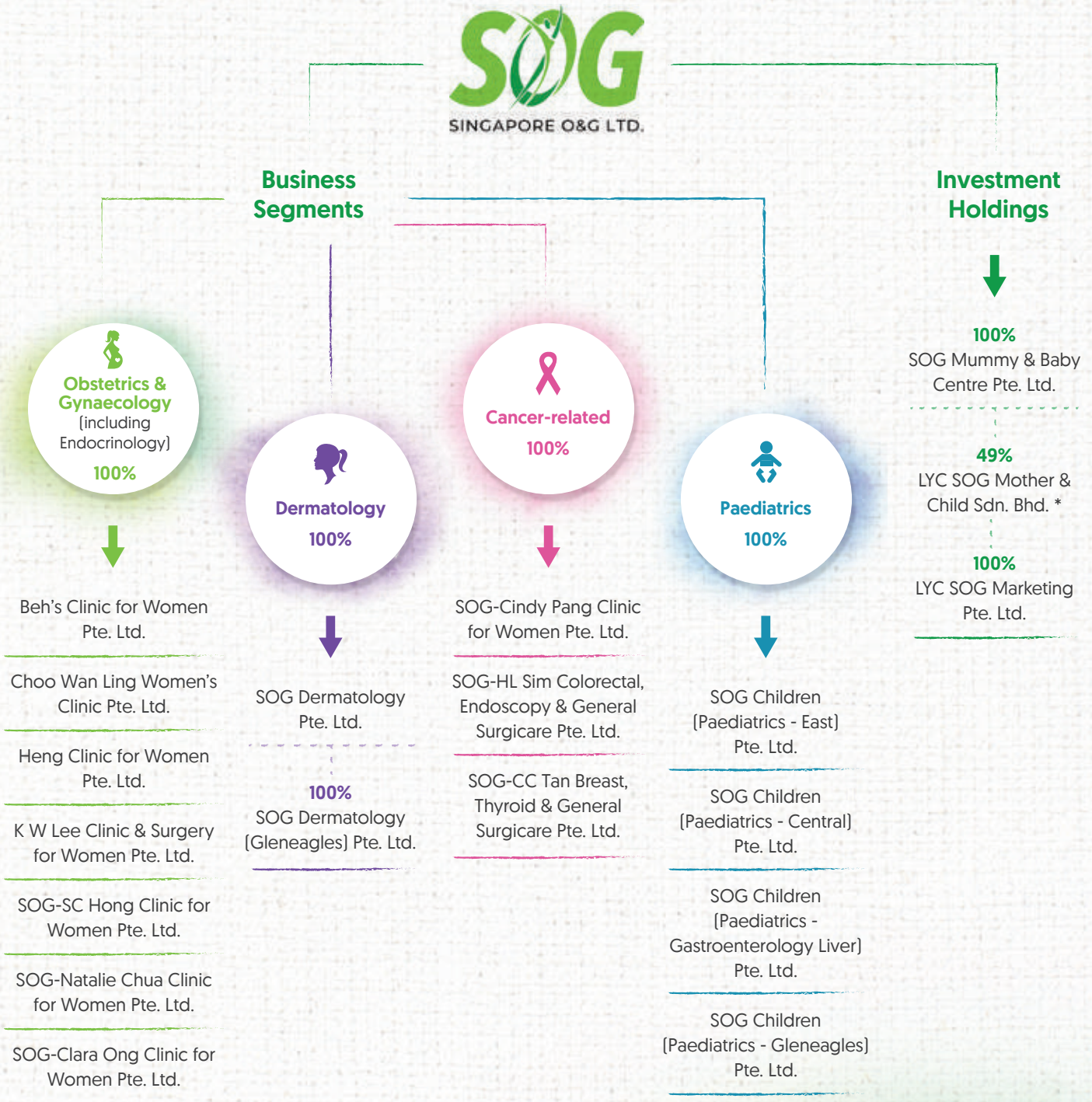
Paediatrics

Newborn & well-baby checks	Common childhood conditions	Childhood immunisation routine & vaccinations
Child nutrition, growth and developmental assessment	Gastrointestinal conditions & endoscopic procedures	Respiratory and behavioural sleep conditions

* PCOS = Polycystic Ovary Syndrome

Our Group Structure

AS AT 31 DECEMBER 2021



* Incorporated in Malaysia

Chairman's Message

Dr. Beh Suan Tiong

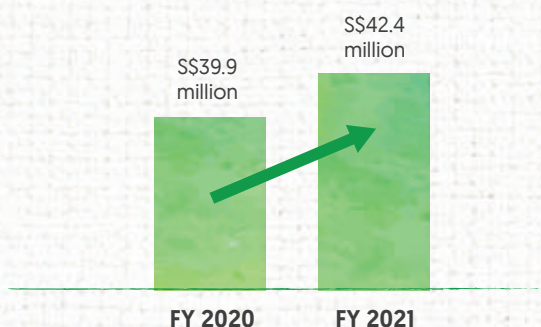
Executive Chairman



DEAR SHAREHOLDERS,

I am delighted to share that Singapore O&G Ltd. ["**SOG**" or the "**Company**"] continues to deliver strong financial performance for the financial year ended 31 December 2021 ["**FY 2021**"], and the milestones and achievements in 2021.

FY 2021 Financial Performance



The Group achieved full year revenue growth of S\$2.5 million or 6.3% from S\$39.9 million for the financial year ended 31 December 2020 ["**FY 2020**"] to S\$42.4 million for FY 2021.

The Group posted a net profit after tax of S\$8.4 million for FY 2021.

This achievement could not be made possible without the contribution of all my fellow doctors, nurses, clinical and management staff.

Rewarding Shareholders

In consideration of the Group's FY 2021 financial performance, the Board of Directors has recommended the payment of a final one-tier tax exempt dividend of 0.90 Singapore cents per share.

Together with the interim dividend payment of 0.65 Singapore cents, this brings the FY 2021 total dividend to 1.55 Singapore cents, representing a dividend payout ratio of 86.7% of the Group's net profit after tax for the year.



Milestones and Achievements



Once again, we are proud to share that SOG has been named **one of the Top 75 Singapore's Fastest-Growing Companies of 2022** in the fourth edition by The Straits Times and global research company, Statista.

As the global pandemic continues to evolve and pose unprecedented challenges for healthcare industries worldwide, being recognised for this award consecutively marks an incredible milestone for us.

With our vision of becoming a premier specialist provider, we remain committed to building resilience and delivering holistic health and wellness services to our patients and their families.



In addition, our performance and efforts were recognised and **SOG is one of the 26 winners for the Singapore Corporate Awards (2021 Special Edition)'s Corporate Excellence & Resilience Award**. The award recognises listed companies that led the way in corporate governance and sustaining shareholder returns during the COVID-19 pandemic.

SOG continues to recruit like-minded doctors to join our family and expand our range of healthcare services. I am very pleased to welcome Dr. Tan Chuan Chien ("**Dr. Tan**") and Dr. Cho Li Wei ("**Dr. Cho**") to the SOG family.



Dr. Tan Chuan Chien



Dr. Cho Li Wei

Dr. Tan joined us in June 2021 as a General Surgeon, specialising in breast and thyroid surgeries. Dr. Cho joined us in August 2021 as an Endocrinologist and she manages patients with diabetes, thyroid disorders, osteoporosis, male and female reproductive endocrinology, calcium disorders, Vitamin D and electrolyte imbalances, pituitary and adrenal diseases, hypertension and obesity and lipid disorders.

With their wealth of clinical experience, SOG will be able to further expand our range of healthcare services particularly in the Cancer-related and O&G segments.

Appreciation

I would like to extend our gratitude to all our patients and their families for your continued trust in SOG for your healthcare needs.

Thank you all my fellow doctors, nurses, clinical and management staff for your dedication and commitment towards the growth of SOG.

Lastly, to our shareholders, thank you for your continued support and faith in SOG.

Dr. Beh Suan Tiong Executive Chairman

CEO's Message

Mr. Eric Choo

Chief Executive Officer



DEAR SHAREHOLDERS,

As we build upon our achievements from FY 2020, we continue to strengthen our position and expand our reach to improve and remain competitive in serving our patients and their families. SOG is well placed for growth as we will be creating a new brand identity to reflect our current business activities and strategic direction moving forward.

Financial Review

As SOG navigates through the ongoing COVID-19 endemic, the Group continues to deliver a revenue growth of 6.3% for FY 2021. Revenue increased by S\$2.5 million from S\$39.9 million for FY 2020 to S\$42.4 million for FY 2021. Our Dermatology and Paediatrics segments contributed the highest revenue growth of S\$2.1 million and S\$1.0 million respectively due mainly to the increase in patient load from the lifting of the suspension of non-essential services during FY 2021. The increase is offset by the decrease of S\$0.4 million and S\$0.2 million from our Cancer-related and O&G segments respectively due mainly to the decrease in patient load.

Other operating income decreased by S\$0.5 million or 36.7% from S\$1.4

million for FY 2020 to S\$0.9 million for FY 2021. The decrease is due mainly to the reduction in government grants for the COVID-19 support schemes such as the Jobs Support Scheme, Foreign Workers Levy Rebate and Property Tax Rebate.

Due to the overall increase in revenue, consumables and medical supplies used increased by S\$0.7 million or 9.9% from S\$6.7 million for FY 2020 to S\$7.4 million for FY 2021.

Employee remuneration expense increased by S\$1.9 million or 9.6% from S\$19.4 million for FY 2020 to S\$21.3 million for FY 2021. The increase is due mainly to higher FY 2021 incentive bonus provision and increment for specialist medical practitioners of S\$1.2 million and S\$0.1 million respectively, a net increase of S\$0.3 million for employee remuneration expense arising from two (2) new clinics offset by cessation of service of one (1) clinic in FY 2021, increase in FY 2021 bonus provision and salary increment for clinical and management staff of S\$0.1 million and under-provision of FY 2020 and absence of reversal of over-provision of FY 2019 bonus totalling S\$0.2 million.

Share of results of a joint venture was a net loss of S\$0.2 million in FY 2021. This is due to the start-up expenses such as lease expenses of the postpartum confinement centre in Johor, Malaysia [the "Johor Confinement Centre"] and professional fees incurred by the joint venture company, LYC SOG Mother & Child Sdn. Bhd. and its subsidiary.

As a result of the above, the Group's net profit after tax attributable to shareholders decreased by S\$1.1 million or 11.9% from S\$9.5 million for FY 2020 to S\$8.4 million for FY 2021.

The Group's financial position as at 31 December 2021 remains strong with a cash and cash equivalent balance of S\$35.8 million, with no borrowings or debt securities.

Business Segment Review

O&G

Our O&G segment continued to be the major contributor to the Group's earnings and accounted for 52.1% of the Group's FY 2021 revenue. Revenue from our O&G segment decreased slightly by S\$0.2 million or 0.8% from S\$22.3 million for FY

2020 to S\$22.1 million for FY 2021, while profit from operations decreased by S\$0.7 million or 8.3% due mainly to the increase in employee remuneration expense of certain specialist medical practitioners. Owing to the dip in Singapore's birth rate for 2021, the Group delivered 237 babies or 11.5% lesser for FY 2021 as compared to 2,053 babies for FY 2020. However, we saw an increasing demand for our gynaecological services, which saw our O&G specialists performing 957 procedures and surgeries as compared to 894 procedures and surgeries for FY 2020.

In August 2021, we welcomed Dr. Cho Li Wei ("**Dr. Cho**"). As an Endocrinologist, she manages patients with diabetes, thyroid disorders, osteoporosis, male and female reproductive endocrinology, calcium disorders, Vitamin D and electrolyte imbalances, pituitary and adrenal diseases, hypertension and obesity and lipid disorders. Dr. Cho currently practices at SOG – LW Cho Endocrine, Diabetes & Thyroid clinic, located at Parkway East Medical Centre #02-03.

Paediatrics

Our Paediatrics segment continued to grow in FY 2021. Revenue from our Paediatrics segment increased by S\$1.0 million or 20.3% from S\$4.9 million for FY 2020 to S\$5.9 million for FY 2021. The increase in revenue was due to the increase in patient load. Consequently, profit from operations increased by S\$0.4 million or 44.1%.

Cancer-Related

Our Cancer-related segment posted a decline in revenue of S\$0.4 million or 7.3% from S\$6.0 million for FY 2020 to S\$5.6 million for FY 2021. The decrease in revenue was due to the cessation of one (1) Breast & General Surgicare clinic's service in February 2021 and a lower contribution from the two (2) new clinics – SOG-HL Sim Colorectal, Endoscopy & General Surgery and SOG-CC Tan Breast, Thyroid & General Surgery which only commenced their operations in April and June 2021 respectively. Consequently, profit from operations decreased by S\$1.2 million or 54.1% from S\$2.2 million for FY 2020 to S\$1.0 million for FY 2021.

In June 2021, we welcomed our new Breast & Thyroid Surgeon, Dr. Tan Chuan Chien ("**Dr. Tan**"), on board. Dr. Tan is a General Surgeon specialising in breast

and thyroid surgeries and currently practises at SOG-CC Tan Breast, Thyroid & General Surgery clinic, located at Gleneagles Medical Centre #08-15/16.

We will continue to strengthen our Cancer-related segment, deepen our specialist talent pool and expand on our list of healthcare services offerings for our patients and their families.

Dermatology

With the lifting of suspension of non-essential services during FY 2021, our Dermatology segment posted the highest revenue growth of S\$2.1 million or 31.5% from S\$6.7 million for FY 2020 to S\$8.8 million for FY 2021 due to the increase in patient load. Consequently, profit from operations increased by S\$1.1 million or more than 100% from S\$0.6 million for FY 2020 to S\$1.7 million for FY 2021.

Since the launch of our first ever SOG Dermatology Collection – Stretch Mark Control Cream and Skin Firming Oil in August 2020, we have sold over 1,400 bottles and continue to receive many positive feedbacks from our customers. These products are available at our SOG clinics, website, and major online shopping platforms.



Looking Ahead

Moving forward, we would like to be known as a healthcare service provider who provides more than just obstetrics and gynaecological services. We will strengthen SOG's brand awareness, increase market share and grow our business segments by delivering holistic health and wellness services specially catered to the modern family.

In addition, we are excited to announce that the Johor Confinement Centre has officially opened its doors to welcome customers on 26 March 2022.

Located near the Singapore-Malaysia border, the Johor Confinement Centre provides postpartum confinement care and related services catering to both Singaporean and Malaysian families who wish to spend their post childbirth confinement period in Johor. The Johor Confinement Centre has a current capacity of 71 beds, which will eventually be ramped up to 130 beds.

The postpartum confinement care and its related services are an extension of our current healthcare services, enabling the Group to expand our service offerings beyond Singapore.

Appreciation

My heartfelt thanks to all our specialist medical practitioners, nurses, clinical and management staff for your commitment and contribution in delivering the highest standard of patient care to our patients and their families.

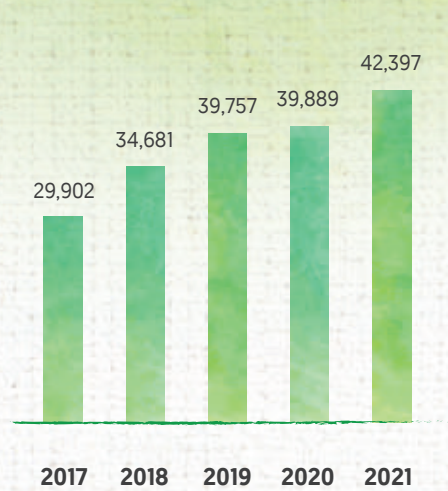
I would also like to express my gratitude to our patients and their families for placing your trust in SOG. Lastly, to our valued shareholders and business partners, thank you for your continuous trust and support.

We will continue to strengthen our position and deliver sustainable growth for the Group.

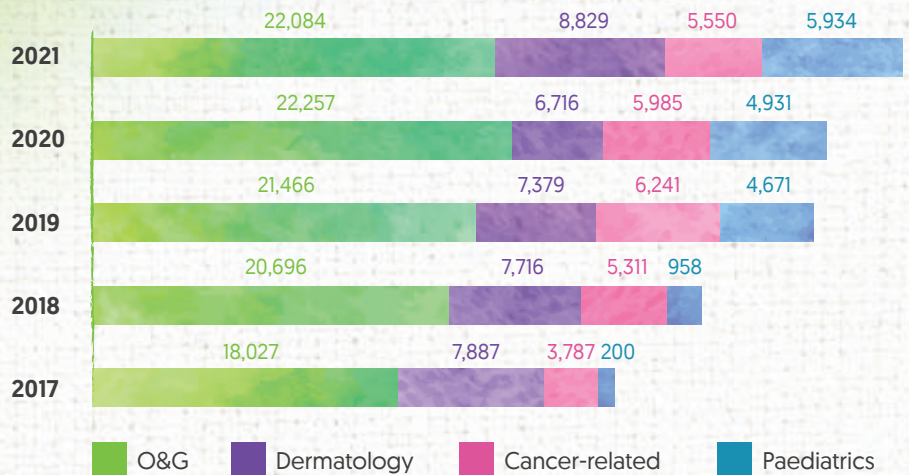
Mr. Eric Choo
Chief Executive Officer

Financial Highlights

REVENUE (S\$'000)



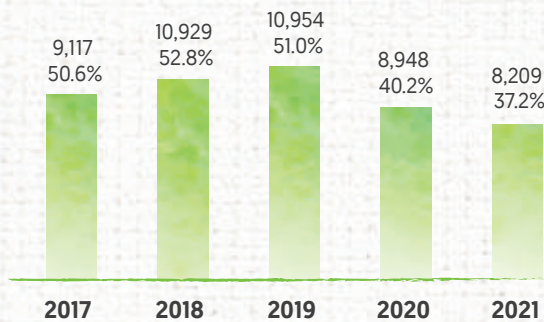
REVENUE BY BUSINESS SEGMENTS (S\$'000)



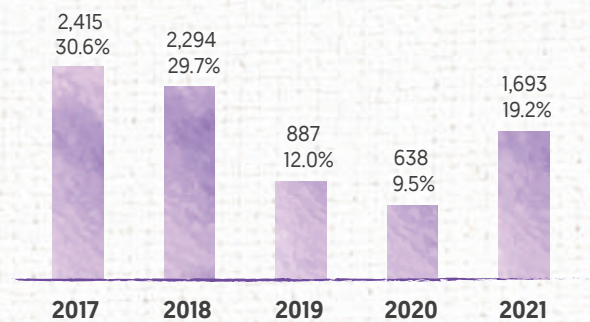
PROFIT (S\$'000)/MARGINS (%) FROM OPERATIONS BY BUSINESS SEGMENTS



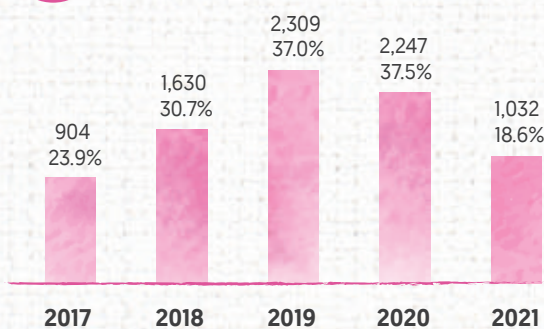
Obstetrics & Gynaecology



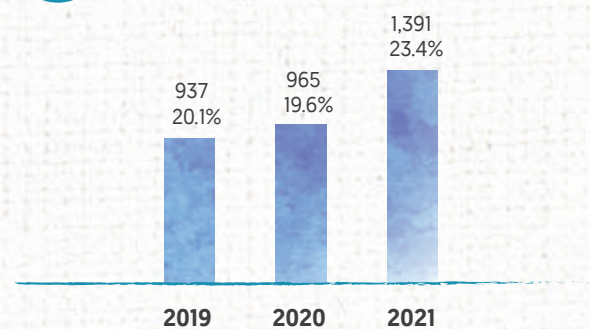
Dermatology



Cancer-related

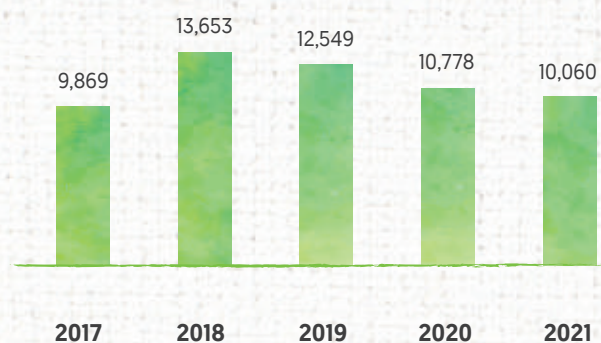


Paediatrics

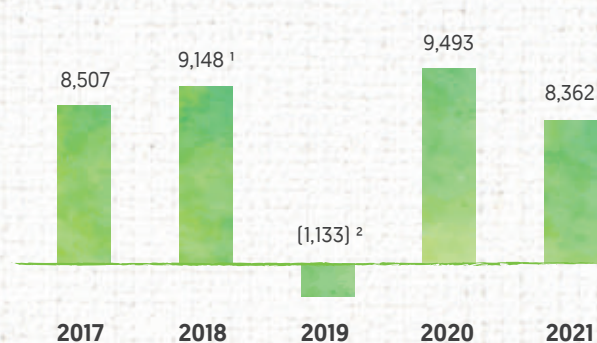


FYs 2017 & 2018 not meaningful to be presented.

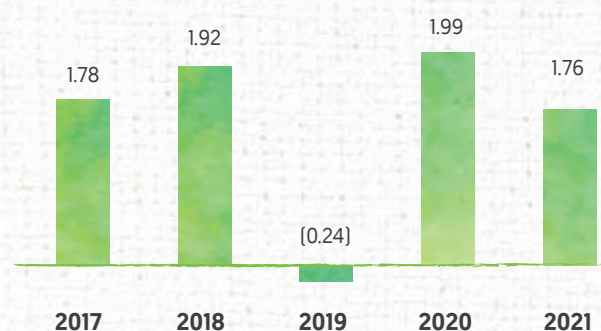
PROFIT FROM OPERATIONS (S\$'000)



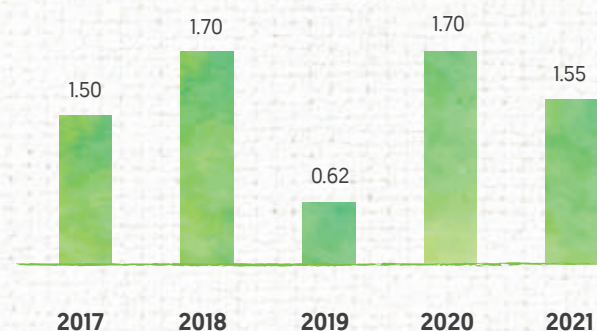
PROFIT AFTER TAX (S\$'000)



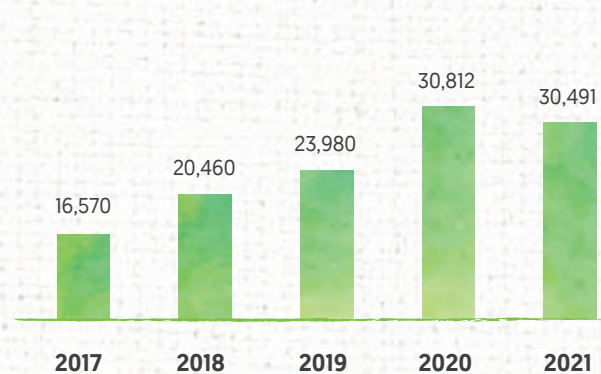
BASIC EARNINGS PER SHARE (SINGAPORE CENTS)



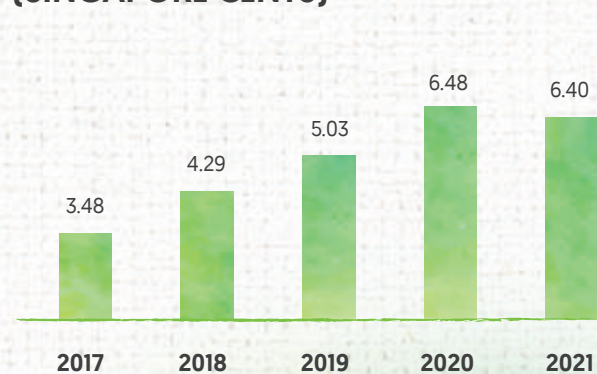
DIVIDEND PER SHARE (SINGAPORE CENTS)



NET TANGIBLE ASSET VALUE (S\$'000)



NET TANGIBLE ASSET VALUE PER SHARE (SINGAPORE CENTS)



¹ Excluding goodwill impairment of S\$2.8 million and non-recurring income net of taxes and associated expenses of S\$0.9 million, net profit for FY 2018 would have been S\$11.0 million.

² Excluding goodwill impairment of S\$11.9 million, net profit for FY 2019 would have been S\$10.8 million.

Financial Review

INCOME STATEMENT

SS'000	FY2021	FY2020	Change (%)	Changes due to:
Revenue	42,397	39,889	6.3	<ul style="list-style-type: none"> • Increase of S\$2.1 million and S\$1.0 million from our Dermatology and Paediatrics segments respectively due mainly to increase in patient load as impact from the Corona Virus Disease 2019 ["COVID-19"] measures was significantly lesser in FY 2021; offset by • Decrease of S\$0.4 million and S\$0.2 million from our Cancer-related and Obstetrics & Gynaecology ["O&G"] segments respectively due mainly to cessation of SOG – SK Lim Breast & General Surgicare clinic's service in February 2021 and lower contribution from the two (2) new clinics - SOG – HL Sim Colorectal, Endoscopy & General Surgery and SOG – CCT Breast, Thyroid & General Surgery which only commenced their operations in April and June 2021 respectively, while the decrease from O&G segment was due mainly to the decrease in patient load.
Other operating income	909	1,435	(36.7)	<ul style="list-style-type: none"> • Reduction in government grants for COVID-19 support schemes such as the Jobs Support Scheme, Foreign Workers Levy Rebate and Property Tax Rebate by S\$0.5 million; • Decrease in sponsorship income of S\$28,000; offset by • Gain on termination of leases of S\$42,000 that was absent in FY 2020.
Consumables and medical supplies used	(7,369)	(6,705)	9.9	<ul style="list-style-type: none"> • Increase in consumables and medical supplies of S\$549,000 and S\$195,000 used by our Dermatology and Paediatrics segments respectively due to the increase in patient load; • Increase in consumables and medical supplies of S\$75,000 used by our Cancer-related segment due to purchase of high value inventories; offset by • Decrease in consumables and medical supplies of S\$155,000 used by our O&G segment which is in line with decrease in patient load.
Employee remuneration expense	(21,348)	(19,472)	9.6	<ul style="list-style-type: none"> • Higher FY 2021 incentive bonus provision and increment for specialist medical practitioners of S\$1.2 million and S\$0.1 million respectively; • Net increase of S\$0.3 million arising from two (2) new clinics offset by cessation of service of one (1) clinic in FY 2021; • Increase in FY 2021 bonus provision and salary increment for clinical and management staff of S\$0.1 million; and • Under-provision of FY 2020 and absence of reversal of over-provision of FY 2019 bonus totalling S\$0.2 million.
Depreciation	(2,234)	(2,177)	2.6	<ul style="list-style-type: none"> • Remained constant at S\$2.2 million due mainly to higher depreciation of S\$147,000 from right-of-use ["ROU"] assets attributed to the higher rental rates for a few of our clinic premises; offset by • Lower depreciation charge of S\$90,000 of plant and equipment from the disposal of end-of-life fixed assets.
Other operating expense	(2,295)	(2,192)	4.7	<ul style="list-style-type: none"> • Increase due mainly to the increase of S\$73,000, S\$45,000, S\$33,000 and S\$16,000 in administrative expense, credit card charges, insurances and advertising expense respectively, offset by • Net decrease in impairment losses on trade receivables of S\$57,000
Profit from operations	10,060	10,778	(6.7)	

INCOME STATEMENT (CONT'D)

SS'000	FY2021	FY2020	Change (%)	Changes due to:
Finance income	87	184	[52.7]	<ul style="list-style-type: none"> Lower interest rate earned on fixed deposit placement.
Finance expense	(146)	(154)	[5.2]	<ul style="list-style-type: none"> Decrease in interest expense from lease liabilities.
Net finance (expense)/ income	(59)	30	N/M	
Share of results of a joint venture	(169)	-	N/M	<ul style="list-style-type: none"> Share of results of a joint venture was a loss of S\$169,000 in FY 2021 due mainly to lease expenses and professional fees incurred by the joint venture company, LYC SOG Mother & Child Sdn. Bhd. ["LSMC"] and its subsidiary.
Profit before income tax	9,832	10,808	[9.0]	
Income tax expense	(1,470)	(1,315)	11.8	<ul style="list-style-type: none"> Increase due mainly to tax effect of non-taxable income relating to government grants in FY 2020.
Profit for the year	8,362	9,493	[11.9]	

CASH FLOW STATEMENT

SS'000	FY2021	FY2020	Change (%)	Changes due to:
Net cash generated from operating activities	11,884	14,388	[17.4]	<ul style="list-style-type: none"> Decrease in operating profit before changes in working capital of S\$0.8 million. Decrease in net working capital inflows of S\$1.2 million. Increase in income taxes paid of S\$0.5 million.
Net cash used in investing activities	(1,119)	(425)	N/M	<ul style="list-style-type: none"> Decrease in purchase of plant and equipment of S\$0.1 million. Investment in a joint venture of S\$0.6 million. Decrease in interest received of S\$0.2 million from the fixed deposit placement and interest-bearing current account.
Net cash used in financing activities	(10,514)	(4,434)	N/M	<ul style="list-style-type: none"> Increase in dividend payment to shareholders of S\$6.4 million. Absence of payment of S\$0.5 million for share buy-back kept as treasury shares in FY 2020. Increase in lease payments of S\$0.1 million.
Net increase in cash and cash equivalents	251	9,529	[97.4]	
Cash and cash equivalents at end of year	35,765	35,514	0.7	

N/M - Not Meaningful

Financial Review

BALANCE SHEET

SS'000	FY2021	FY2020	Change (%)	Changes due to:
Non-current assets	16,594	16,886	[1.7]	<ul style="list-style-type: none"> Investment in a joint venture of S\$0.5 million comprises: <ul style="list-style-type: none"> - Cash injection of Malaysian Ringgit ("MYR") 2.0 million (equivalent to S\$640,000) by the Group for its 49% equity interest in the joint venture company LSMC in June 2021; offset by - The Group's share of loss in LSMC amounting to S\$169,000 and foreign currency loss of S\$7,000 arising from the translation of financial statements of LSMC Group for FY 2021. Plant and equipment decreased by S\$0.1 million due mainly to: <ul style="list-style-type: none"> - Depreciation charge on medical equipment and renovation of S\$0.4 million and S\$0.2 million respectively in FY 2021; - Sale of medical equipment and plant and equipment written off amounting to S\$0.1 million during FY 2021; offset by - S\$0.6 million for renovation and purchase of medical equipment, office equipment and computer & software for clinics. ROU assets decreased by S\$0.6 million due to: <ul style="list-style-type: none"> - Depreciation charge on ROU assets of S\$1.6 million in FY 2021; - Derecognition of ROU assets with net carrying amount of S\$0.5 million for the leases of two (2) clinic premises; offset by - Recognition of ROU assets of S\$1.5 million for the new and renewed lease contracts of five (5) clinic premises, office equipment and office space.
Current assets	41,192	40,974	0.5	<ul style="list-style-type: none"> Inventories increased by S\$0.2 million due to higher inventories balance held by all our segments. Trade and other receivables decreased by S\$0.3 million due to decrease in amounts owing by hospitals and insurance companies resulted from more prompt payments arising from our collection efforts. Cash and cash equivalents increased by S\$0.3 million due to: <ul style="list-style-type: none"> - S\$11.9 million net cash inflows from operating activities in FY 2021; offset by - Payment of S\$5.7 million and S\$3.1 million for FY 2020 final dividend and FY 2021 interim dividend respectively to shareholders in FY 2021; - Payment of S\$1.7 million for the principal and interest on leases in FY 2021; - Capital injection of S\$0.6 million in the joint venture company LSMC; and - Purchase of plant and equipment of S\$0.6 million in FY 2021.
Total assets	57,786	57,860	[0.1]	

BALANCE SHEET (CONT'D)

SS'000	FY2021	FY2020	Change (%)	Changes due to:
Non-current liabilities	1,229	1,946	[36.8]	<ul style="list-style-type: none"> Lease liabilities decreased by S\$0.7 million due to S\$0.4 million from termination of leases and reclassification of S\$1.0 million from the non-current to the current portion of the lease liabilities which are offset by S\$0.7 million lease liabilities arising from the extension of and new lease contracts entered in FY 2021.
Current liabilities	13,836	12,872	7.5	<ul style="list-style-type: none"> Trade and other payables increased by S\$1.4 million due mainly to: <ul style="list-style-type: none"> - Provision of S\$7.6 million and S\$0.4 million for FY 2021 incentive bonuses for our specialist medical practitioners and FY 2021 bonuses for our clinical and management staff respectively; offset by - Payment of S\$6.2 million and S\$0.4 million for FY 2020 incentive bonuses to our specialist medical practitioners and FY 2020 variable bonuses to clinical and management staff respectively. Lease liabilities increased by S\$89,000 due to reclassification of the non-current portion of the lease liabilities to current and additional lease liabilities arising from the extension of and new lease contracts entered in FY 2021, offset by lease payment in FY 2021. Contract liabilities decreased by S\$56,000 due to lesser antenatal, aesthetics and vaccination package fees collected upfront from patients for consultations and/or procedures that have yet to be performed.
Total liabilities	15,065	14,818	1.7	
Share capital	29,986	29,809	0.6	<ul style="list-style-type: none"> Share capital increased by S\$177,000 due to issuance of 666,666 new ordinary shares at 26.5 Singapore cents per share to specialist medical practitioners pursuant to the vesting of one third of the grant of share awards ("Second Tranche") under the SOG Performance Share Plan ("PSP").
Treasury shares	[471]	[471]	-	
Reserves	13,206	13,704	[3.8]	<ul style="list-style-type: none"> Capital reserve decreased by S\$70,000 due to the difference in fair value of 666,666 new ordinary shares issued under the SOG PSP to specialist medical practitioners and fair value of the share awarded at grant date on 8 June 2020. Share-based payment reserve increased by S\$17,000 due to value of employees' services accrued under the SOG PSP for specialist medical practitioners, offset by vesting of 2020 share awards. Deficit in foreign currency translation reserve of S\$7,000 arising from translation of the financial statements of foreign joint venture company LSMC. Retained earnings decreased by S\$0.4 million due to: <ul style="list-style-type: none"> - Payment of S\$5.7 million and S\$3.1 million for FY 2020 final dividends and FY 2021 interim dividends to shareholders respectively; offset by - Net profit after tax of S\$8.4 million for FY 2021.
Total equity	42,721	43,042	[0.7]	

Our Specialist Medical Practitioners



Obstetrics & Gynaecology [including Endocrinology]



Dr. Beh Suan Tiong

MBBS (Singapore), MRCOG (UK), FAMS (Singapore)

Specialisations

- Advanced reproductive surgeries and minimally invasive surgery (key hole surgery), namely, laparoscopic and hysteroscopic surgery
- HIFU treatment

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Member of the Royal College of Obstetricians and Gynaecologists, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- First doctor recipient of the 'KKH Service from the Heart Award' that recognises service excellence
- One of the pioneer Singapore gynaecologists to successfully perform HIFU, a non-invasive surgical procedure for the treatment of uterine fibroids and adenomyosis
- Former President of the Obstetrical & Gynaecological Society of Singapore (2007 - 2009)
- Treasurer of Congress Trust Fund, OGSS
- Chairman of Operating Theatre, ICU Committee and member of medical advisory board at Thomson Medical Centre
- Actively involved in the mentorship, training and development of minimally invasive surgery (MIS) in Singapore
- Served as a part-time senior consultant at KK Women's and Children's Hospital and visiting consultant to the Department of O&G at Singapore General Hospital



Dr. Choo Wan Ling

MBBS (Singapore), MMed (O&G), FAMS (Singapore)

Specialisations

- Antenatal care and risk assessment, vaginal assisted and caesarean delivery, and treatment of gynaecological issues such as endometriosis, fertility challenges and ovarian cysts

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Master of Medicine (Obstetrics and Gynaecology), National University of Singapore
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Winner of the IV Asian Obstetrics and Gynaecology Congress Gold Medal (2000), which recognises academic excellence
- Published articles in scientific journals – Gynaecologic and Obstetrics Investigations on vaginal delivery after previous caesarean section, and Annals of Medicine Osteoporosis on menopause
- Contributed to various other medical publications in her field of specialisation, and penned a few chapters of a pregnancy guidebook
- Elected as a Council Member of the Obstetrical and Gynaecological Society of Singapore (2003) and Honorary Treasurer (2004 - 2006)
- One of the key organisers of the fifth and sixth editions of the Singapore Congress of O&G



Obstetrics & Gynaecology

[including Endocrinology]



Dr. Heng Tung Lan

MBBS (Singapore), MMed (O&G), FAMS (Singapore)

Specialisations

- Pregnancy care and delivery, menopause and female wellness enhancement

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Master of Medicine (Obstetrics and Gynaecology), National University of Singapore
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Mentoring young doctors in the field of Obstetrics and Gynaecology
- Featured in publications to promote awareness for family planning and fertility issues
- Shares her expertise in various public forums and talks



Dr. Hong Sze Ching

MBBS (Singapore), MRCOG (UK), MMed (O&G), FAMS (Singapore)

Specialisations

- Obstetric care, management of general gynaecological conditions, laparoscopic surgery and colposcopy
- HIFU treatment

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Master of Medicine (Obstetrics and Gynaecology), National University of Singapore
- Member of the of Royal College of Obstetricians and Gynaecologists, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Consultant with KKH Minimally Invasive Surgery (KKH MIS) Unit since November 2013
- Awarded Health Manpower Development Programme fellowship (2015)
- Awarded the SingHealth Health Quality Service Awards: Silver (2015)
- One of the pioneer Singapore gynaecologists to successfully perform HIFU, a non-invasive surgical procedure for the treatment of uterine fibroids and adenomyosis
- Adjunct Instructor of both NUS Yong Loo Lin School of Medicine and Duke-NUS Obstetrics and Gynaecology Academic Clinical Programme
- Trainer in local surgical workshops and congresses
- Written book chapters and authored several publications in peer-reviewed journals

Our Specialist Medical Practitioners



Obstetrics & Gynaecology [including Endocrinology]



Dr. Lee Keen Whye

MBBS (Singapore), FRCOG (UK), FAMS (Singapore)

Specialisations

- Endoscopic work – especially hysteroscopy, laparoscopy and vaginal rejuvenation
- HIFU treatment

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Fellow of the Royal College of Obstetricians and Gynaecologists, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Presented the National Serviceman of the Year Award (1996) for his leadership and dedication to Singapore Armed Forces Medical Services
- Awarded the prestigious Benjamin Henry Sheares Gold Medal (2003), by the Obstetrical and Gynaecological Society of Singapore
- One of the pioneer Singapore gynaecologists to successfully perform HIFU, a non-invasive surgical procedure for treatment of uterine fibroids and adenomyosis
- President of Obstetrical and Gynaecological Society of Singapore (2003 to 2005)
- Chairman of the Minimally Invasive Surgery Centre at Gleneagles (2001 to 2008)
- Chairman of Surgeons International Holdings Pte. Ltd. (2005 to 2010)
- Founding member of Asia Pacific Association of Gynaecological Endoscopist
- Associate of Laser Vaginal Institute of Los Angeles, USA
- Medical volunteer at the Singapore International Foundation
- Medical Director of HIFU Centre, Farrer Park Hospital



Dr. Natalie Chua Weilyn

MBBS (Singapore), MRCOG (UK), FAMS (Singapore)

Specialisations

- Obstetric care – preconception health screening, antenatal care and delivery
- Management of common gynaecological problems
- Keen interest in fertility work

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Member of the Royal College of Obstetricians and Gynaecologists, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Honoured with the Excellence Service Award (2010) by SingHealth for her outstanding contributions
- Council Member of the Obstetrical and Gynaecological Society of Singapore (2010 to 2015)
- O&G representative for the Association for Breastfeeding Advocacy (2011 to 2013)
- Chairman of the 12th and 13th Regional MRCOG Preparatory Course for aspiring gynaecologists



Obstetrics & Gynaecology

[including Endocrinology]



Dr. Clara Ong

MBBS (Singapore), MMed (O&G), MRCOG (UK),
FAMS (Singapore)

Specialisations

- Fully-qualified obstetrician and gynaecologist with more than 10 years of experience
- Pregnancy care, menopausal care, family planning, management of general gynaecological conditions and colposcopy

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Master of Medicine (Obstetrics & Gynaecology), National University of Singapore
- Member of the Royal College of Obstetricians and Gynaecologists, United Kingdom
- Fellow of the Academy of Medicine of Singapore
- Accredited colposcopist with Society for Colposcopy & Cervical Pathology of Singapore

Awards/Achievements

- Examiner for the MBBS degree held by the NUS Yong Loo Lin School of Medicine
- Clinical Lecturer for the NUS Yong Loo Lin School of Medicine
- Published articles in both local and international peer-accredited journals
- Presented research papers in various conferences in Singapore and overseas



Dr. Cho Li Wei

MB CHB (University of Glasgow), FRCP (London), MD (UK),
MPH (University of Hong Kong), FAMS (Endocrinology)

Specialisations

- Subspecialty interest in reproductive endocrinology – polycystic ovary syndrome (PCOS)
- Management of diabetes, thyroid disorders, osteoporosis, calcium disorders, pituitary and adrenal diseases

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, University of Glasgow, UK
- Doctorate in Medicine (Diabetes and Endocrinology), University of Hull, UK
- Masters of Public Health, University of Hong Kong
- Fellow of the Academy of Medicine of Singapore
- Fellow of Royal College of Physicians, UK

Awards/Achievements

- Examiner for final year MBBS at NUS Yong Loo Lin School of Medicine
- Chaired symposium at the British Endocrine Society Annual Conference [2007]
- Winner of SingHealth Foundation Research Grant [2009]
- SingHealth Singapore Health Quality Service Silver Award [2011]
- Speaker at the EMSS-Mayo Clinical Course in Advanced Endocrinology in Singapore [2012]
- Chaired Plenary session and symposium at the EMSS-Mayo Clinical Course in Advanced Endocrinology in Singapore [2012]
- Singapore Medical Journal Reviewer Recognition Award [2016]
- Programme Director for Diabetes at Eastern Health Alliance Telehealth Management Unit [2015-2020]
- Published research papers in peer reviewed journals and her work had been cited in more than 500 scientific articles.

Our Specialist Medical Practitioners

Cancer-Related



Dr. Cindy Pang Yi Ping

MBBS (Singapore), MMed (O&G), MRCOG (UK)

Specialisations

- Antenatal care to expectant mothers and manages a wide range of conditions related to the female reproductive system
- Main sub-specialty in gynaecological cancers and complex pelvic surgeries

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Master of Medicine (Obstetrics and Gynaecology), National University of Singapore
- Member of the Royal College of Obstetricians and Gynaecologists, United Kingdom
- Council Member of the Society of Colposcopy and Cervical Pathology of Singapore

Awards/Achievements

- Awarded the Tony McCartney Surgical Innovation Prize (2013) at the Australian Society of Gynaecological Oncologists Annual Scientific Meeting in Darwin
- Committee Member of the Women's Gynaecological Cancer Awareness Campaign organised by Singapore Cancer Society
- Clinical instructor at NUS Yong Loo Lin School of Medicine
- Adjunct Professor at Duke-NUS Graduate School of Medicine
- Written in various medical journals and presented at several international conferences
- Visiting Consultant at Singapore General Hospital
- Medical Quality Assurance Committee of Mount Elizabeth Novena Hospital



Dr. Tan Chuan Chien

MBBS (Australia), FRACS, FAMS (Singapore)

Specialisations

- General Surgery with main sub-specialty in breast and thyroid surgery.
- Breast care services, breast cancer surgery and reconstruction.

Qualifications/Professional Memberships

- Bachelor of Medicine & Bachelor of Surgery, The University of Adelaide, Australia
- Fellow of the Royal Australasian College of Surgeons
- Fellow of the Academy of Medicine, Singapore

Awards/Achievements

- Head, Division of Breast & Endocrine Surgery, Ng Teng Fong General Hospital (NTFGH), Singapore
- Adjunct Assistant Professor, Yong Loo Lin School of Medicine, National University of Singapore (NUS) (2020)
- Associate Lecturer, School of Medicine, The University of Queensland, Australia (2013)
- Associate Programme Director (APD), National University Health System (NUHS): Surgery-In-General (SIG) Residency Program (2018 to 2021)
- Core Clinical Faculty Member (CCFM), Jurong Health National Post-Graduate Year 1 (PGY1) Programme (2017 to 2021)
- Chairman, Tissue Audit Committee, Jurong Health (2018 to 2021)
- National University Health System (NUHS) HEROES Education Award 2020 – in Continuing Education
- Succeeded in obtaining collaborative research grants on cancer research and Quality Improvement (QI) initiatives (in combination totalling >\$4million) for NTFGH
- Service Quality (SQ) Awards, Jurong Health Campus, NUHS-2016, 2017, 2018, 2019 – in recognition of excellent service



Cancer-Related



Dr. Sim Hsien Lin

MBBS (Singapore), MRCS (Edinburgh), MMed (Surgery),
FRCS (Edinburgh)

Specialisations

- General Surgery with sub-specialty in colorectal surgery, surgical management of inflammatory bowel diseases, complex anal fistula, as well as transanal endoscopic microsurgery, diagnostic and therapeutic endoscopic procedures

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Member of the Royal College of Surgeons of Edinburgh
- Master of Medicine (Surgery), National University of Singapore
- Fellow of Royal College of Surgeons, Edinburgh
- Member of Singapore Colorectal Society
- Member of Singapore Cancer Society
- Member of Singapore Geriatric Society

Awards/Achievements

- Winner of Service Champion Awards (2012, 2014, 2015, 2016)
- Postgraduate Teacher Excellence Award (2016)
- Awarded Health Manpower Development Programme Fellowship at St. Mark's Hospital, London (2013)
- Gold Medal at the FRCS Exit Examination (2011)
- NUS Teacher Awards for Undergraduates (2008)
- Winner of 2nd prize oral presentation in the GIHEP – Colorectal meeting
- Adjunct Assistant Professor at NUS Yong Loo Lin School of Medicine, Adjunct Lecturer at Lee Kong Chian School of Medicine (NTU) and Service Lead of Geriatric Surgical Service at Khoo Teck Puat Hospital
- Published a book chapter on hemorrhoids and articles in general surgery in both local and international peer accredited journals, and has presented her research papers in various conferences in Singapore and overseas
- Associate programme director of National Healthcare Group General Surgery residency programme

Our Specialist Medical Practitioners



Dermatology



Dr. Joyce Lim Teng Ee

MBBS (Malaysia), FRCPI (Ireland), FAMS (Singapore)

Specialisations

- Dermatology, lasers and skin surgery

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, University of Malaya
- Fellow of the Royal College of Physicians and Surgeons, Ireland
- Fellow of the Academy of Medicine of Singapore
- Fellow of the American Academy of Dermatology
- Fellow of the American Society of Dermatologic Surgery
- Fellow of the American Society of Cosmetic Dermatology and Aesthetic Surgery
- Fellow of the International Society of Cosmetic Laser Surgeons
- Fellow of the International Society of Cosmetic Dermatology
- Honorary Fellow of the Philippines Dermatology Society
- Member of the Pigment Disorders Academy
- Member of the Asia Pacific Academy of Anti-aging Medicine
- Member of the European Academy of Dermatology and Venereology
- Member of the European Society for Laser and Energy based Devices
- Member of the Dermatological Society of Malaysia
- Member of the International Society of Paediatric Dermatology

Awards/Achievements

- Council Member of the Asian Dermatological Congress
- Co-founded Asian Dermatologic Laser and Surgery Research Group, a platform that gathers dermatologists from the region once a year to share their experiences and exchange professional opinions
- Provides Certification Courses for Aesthetic Medicine under the Singapore Medical Council
- One of the key founding directors of Aesthetic Dermatology Educational Group, approved by Singapore Medical Council to conduct courses and issue certificates of competence in aesthetic procedures
- Published articles in multiple peer-reviewed scientific journals



Dermatology



Dr. Liew Hui Min

MBChB (UK), MRCP (UK), FAMS (Singapore)

Specialisations

- General medical adult dermatology, women's and children's (paediatric) dermatology and genital dermatology

Qualifications/Professional Memberships

- Bachelor of Surgery & Medicine, University of Dundee Medical School, United Kingdom
- Member of the Royal College of Physicians, United Kingdom
- Fellow of the Academy of Medicine of Singapore
- International Fellow of the American Academy of Dermatology
- Member of the Allergy and Clinical Immunology Society [Singapore]
- Collegiate Member of Royal College of Physicians [United Kingdom]
- International Member of Women's Society of Dermatology
- Executive Committee Member of the Dermatological Society of Singapore since 2019
- Member of the Paediatric Dermatology Focus Group of Dermatological Society of Singapore

Awards/Achievements

- Winner of the KKH Service from the Heart Award (2014)
- Visiting Consultant at National University Hospital
- Clinical lecturer at Lee Kong Chian School of Medicine (NTU), NUS Yong Loo Lin School of Medicine and honorary lecturer at the University of Leeds
- Published articles in multiple peer-reviewed scientific journals

Our Specialist Medical Practitioners



Paediatrics



Dr. Lim Xue Yan

MBBS (Singapore), MRCPCH (UK), FAMS (Singapore)

Specialisations

- General paediatrics which includes newborn and well-baby screening, children immunisation, developmental assessment and behavioural care advice, nutrition and growth advice, and management of common childhood conditions like asthma

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Member of the Royal College of Paediatrics and Child Health, United Kingdom
- Fellow of the Academy of Medicine of Singapore
- Member of Singapore Paediatric Society and Royal College of Paediatrics and Child Health

Awards/Achievements

- Awarded Nestlé Gold Medal in Paediatrics (2005)
- Awarded SingHealth Outstanding House Officer Award (2005)
- Member of the NUS Yong Loo Lin School of Medicine Undergraduate Training Committee
- Clinical Physician Faculty Member of Paediatric Residency
- Co-authored numerous articles and papers in the paediatric community
- Chief Resident in the Department of Paediatrics at KK Hospital (2010-2012)



Dr. Irene Teo Ai Ngee

MBBS (London), MRCPCH (UK), FAMS (Singapore)

Specialisations

- General paediatrics which includes newborn and well-baby screening, children immunisation, developmental assessment and behavioural care advice, nutrition and growth advice, and management of common childhood conditions including skin conditions

Qualifications/Professional Memberships

- Bachelor of Medicine & Surgery, Royal Free and University College London, United Kingdom
- Member of the Royal College of Paediatrics and Child Health, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Awarded the Long Service Award by KKH for her dedication and commitment for over 10 years
- Appointed the Physician Faculty Member (2013 to 2016) by SingHealth to develop the SingHealth Residency Programme
- Clinical lecturer at the Department of Paediatrics, NUS Yong Loo Lin School of Medicine
- Co-authored numerous articles and papers in the paediatric community



Paediatrics



Dr. Christina Ong

MBBS (London), MRCPCH (UK), FRCPC (UK),
FAMS (Singapore)

Specialisations

- Management of children with gastrointestinal conditions and performing endoscopic procedures, as well as treating children with general medical conditions

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, Imperial College School of Medicine, London, United Kingdom
- Member of the Royal College of Paediatrics and Child Health, United Kingdom
- Fellow of the Royal College of Paediatrics and Child Health, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Awards/Achievements

- Awarded KKH Service from the Heart Awards (2013 & 2015)
- Awarded SingHealth Quality Service Award: Silver (2012), Gold (2013) and Star (2014 & 2015)
- Authored multiple peer-reviewed articles in international journals
- Key opinion leader in the field of paediatric gastroenterology
- Head and Senior Consultant at the Gastroenterology service, Paediatric Medicine at KKH (2018)
- Winner of several research grants including the Great Ormond Street scientific initiation award, SingHealth Foundation grant and Tan Cheng Lim Grant
- Organising chairman of the inaugural paediatric Singapore Clinical Nutrition Conference (2018)
- Previously held positions of Adjunct Assistant Professor at NUS Yong Loo Lin School of Medicine, Duke-NUS Medical School and Lee Kong Chian Medical School



Dr. Petrina Wong Poh Chen

MBBS (Singapore), MRCPCH (UK), FAMS (Singapore)

Specialisations

- General Paediatrics with special interest in childhood respiratory and sleep conditions such as pneumonia, asthma, snoring, sleep apnea, parasomnias and behavioural sleep problems

Qualifications/Professional Memberships

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Member of the Royal College of Paediatrics and Child Health, United Kingdom
- Fellow of the Academy of Medicine of Singapore
- European Diploma in Paediatric Respiratory Medicine by the European Respiratory Society
- Certified Polysomnologist by the Board of Registered Polysomnographic Technologists for Clinical Sleep Health

Awards/Achievements

- Awarded SingHealth Outstanding Medical Officer Award (2004)
- Awarded KKH Service from the Heart Award (2014)
- KKH Service Chief in the SingHealth - Duke Sleep Centre (2017)
- Authored several peer-reviewed articles in international journals
- Visiting Consultant at KK Women's and Children's Hospital

Board of Directors

Dr. Beh Suan Tiong

EXECUTIVE CHAIRMAN



**Date of first appointment
as Director**
14 May 2015



**Length of service as Director
(As at 31 December 2021)**
6 years 7 months

Board Committees

Nil

Academic & Professional Qualification

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Member of the Royal College of Obstetrician and Gynaecologists, United Kingdom
- Fellow of the Academy of Medicine of Singapore

Present Directorships

SOG

- Beh's Clinic for Women Pte. Ltd.
- Choo Wan Ling Women's Clinic Pte. Ltd.
- Heng Clinic for Women Pte. Ltd.
- K W Lee Clinic & Surgery for Women Pte. Ltd.
- SOG Children (Paediatrics – Central) Pte. Ltd.
- SOG Children (Paediatrics – East) Pte. Ltd.
- SOG Children (Paediatrics – Gastroenterology Liver) Pte. Ltd.
- SOG Children (Paediatrics – Gleneagles) Pte. Ltd.
- SOG Dermatology (Gleneagles) Pte. Ltd.
- SOG Dermatology Pte. Ltd.
- SOG Mummy & Baby Centre Pte. Ltd.
- SOG-Cindy Pang Clinic for Women Pte. Ltd.
- SOG-Clara Ong Clinic for Women Pte. Ltd.
- SOG-CC Tan Breast, Thyroid & General Surgery Pte. Ltd.
- SOG-Natalie Chua Clinic for Women Pte. Ltd.
- SOG-HL Sim Colorectal, Endoscopy & General Surgery Pte. Ltd.
- SOG-SC Hong Clinic for Women Pte. Ltd.

Other Companies

- Behealthy LLP

Past Directorships in Listed Companies Held Over the Preceding Five Years

Nil



Dr. Heng Tung Lan

EXECUTIVE DIRECTOR



**Date of first appointment
as Director**
18 Oct 2011



**Length of service as Director
(As at 31 December 2021)**
10 years 2 months

Board Committees

Nil

Academic & Professional Qualification

- Bachelor of Medicine and Bachelor of Surgery, National University of Singapore
- Master of Medicine (Obstetrics and Gynaecology), National University of Singapore
- Fellow of the Academy of Medicine of Singapore

Present Directorships

SOG

- Beh's Clinic for Women Pte. Ltd.
- Choo Wan Ling Women's Clinic Pte. Ltd.
- Heng Clinic for Women Pte. Ltd.
- K W Lee Clinic & Surgery for Women Pte. Ltd.
- SOG Children (Paediatrics – Central) Pte. Ltd.
- SOG Children (Paediatrics – East) Pte. Ltd.
- SOG Children (Paediatrics – Gastroenterology Liver) Pte. Ltd.
- SOG Children (Paediatrics – Gleneagles) Pte. Ltd.
- SOG Dermatology (Gleneagles) Pte. Ltd.
- SOG Dermatology Pte. Ltd.
- SOG Mummy & Baby Centre Pte. Ltd.
- SOG-Cindy Pang Clinic for Women Pte. Ltd.
- SOG-Clara Ong Clinic for Women Pte. Ltd.
- SOG-CC Tan Breast, Thyroid & General Surgery Pte. Ltd.
- SOG-Natalie Chua Clinic for Women Pte. Ltd.
- SOG-HL Sim Colorectal, Endoscopy & General Surgery Pte. Ltd.
- SOG-SC Hong Clinic for Women Pte. Ltd.

Past Directorships in Listed Companies Held Over the Preceding Five Years

Nil



Board of Directors

Mr. Ng Boon Yew BBM, BBM(L)

LEAD INDEPENDENT DIRECTOR



**Date of first appointment
as Director**

1 February 2018



**Length of service as Director
(As at 31 December 2021)**

3 years 10 months

Board Committees

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

Academic & Professional Qualification

- Fellow Member of the Institute of Chartered Accountants in England & Wales
- Fellow of CPA Australia
- Fellow of the Association of Chartered Certified Accountants

Present Directorships

Other Companies

- Bismac Consultants Pte. Ltd.
- Kee Song Bio-Technology Holdings Limited
(Listed on Taiwan Stock Exchange)
- National Kidney Foundation
- Pek Chuan Development Pte. Ltd.
- Pek Tiong Seng Foundation
- Raffles Campus Foundation Ltd.
- Raffles Campus Pte. Ltd.
- SingHealth Fund Limited

Past Directorships in Listed Companies Held Over the Preceding Five Years

- Fischer Tech Ltd.
- Equal-Ark Singapore Ltd.



Ms. See Tho Soat Ching

INDEPENDENT DIRECTOR



Date of first appointment as Director

11 February 2019



Length of service as Director [As at 31 December 2021]

2 years 10 months

Board Committees

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

Academic & Professional Qualification

- Bachelor of Accountancy, Nanyang Technological University
- Master of Business Administration, Adelaide University
- Member of the Institute of Singapore Chartered Accountants
- Member of Chartered Institute of Management Accountants
- Member of ISACA
- Member of Singapore Institute of Directors

Present Directorships

Other Companies

- Pronoia Foods LLP

Past Directorships in Listed Companies Held Over the Preceding Five Years

Nil



Board of Directors

Ms. Linda Hoon Siew Kin

INDEPENDENT DIRECTOR



**Date of first appointment
as Director**
4 June 2021



**Length of service as Director
(As at 31 December 2021)**
7 months

Board Committees

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

Academic & Professional Qualification

- Advocate & Solicitor, Supreme Court of Singapore
- Member of Singapore Institute of Directors
- Member of Institute of Corporate Directors Malaysia
- Member of Association of Corporate Counsel
- Member of Singapore Institute of Directors

Present Directorships

Other Companies

Nil

Past Directorships in Listed Companies Held Over the Preceding Five Years

Nil



Senior Management

Mr. Eric Choo

CHIEF EXECUTIVE OFFICER



Mr. Eric Choo (“**Mr. Choo**”) was appointed as Chief Executive Officer in February 2020. He is responsible for leading the management in setting and executing the Group’s strategies, goals and missions, and oversees the day-to-day operations, overall administration, business and strategic development, marketing, corporate planning and management of the Group.

Mr. Choo has 10 years of experience in the healthcare industry which include holding senior management role as Chief Financial Officer (“**CFO**”) for two healthcare companies, Eagle Eye Centre Pte. Ltd. and Singapore O&G Ltd. He was the former CFO of Singapore O&G Ltd. and was one of the key executive officers during the initial public offering of the Company in 2015. During his tenure with the Company from 2014 to 2018, he was also involved in its operations and administration matters.

Prior to joining the Group, he was an Audit Senior Manager with KPMG LLP. He was with KPMG LLP from 2005 to 2014. He has about 10 years of professional experience working as an auditor in Singapore and the United States, and his experience includes providing audit and assurance services to public companies listed on the Singapore Exchange and stock exchanges in the United States. During his tenure with KPMG LLP, he was involved in several sustainability advisory and assurance projects.

Mr. Choo holds a Bachelor of Business (Accountancy) degree from the Royal Melbourne Institute of Technology and is a member of the Institute of Singapore Chartered Accountants, CPA Australia and Singapore Institute of Directors.

Ms. Doreen Chew

CHIEF FINANCIAL OFFICER



Ms. Doreen Chew (“**Ms. Chew**”) was appointed as Chief Financial Officer in December 2018. She is responsible for managing the entire spectrum of the Group’s financial, taxation and regulatory compliance functions. She also assists the Group’s CEO on merger and acquisition activities.

Ms. Chew has over 18 years of experience in the accounting and finance sector. Prior to joining the Group, she was Finance Director (Asia) for Harris Pye Engineering Group. She also has over 8 years of audit and assurance experience as Audit Manager at KPMG Singapore. Her professional experience includes provision of assurance and advisory services to clients from a wide range of industries.

Ms. Chew graduated from the National University of Malaysia with a Bachelor of Accountancy (Honours) degree and is a member of the Institute of Singapore Chartered Accountants and Singapore Institute of Directors.

Investor Relations

SOG is committed to good communications with all our stakeholders and recognises the importance of investor relations (“IR”) as a strategic management responsibility.

INVESTOR RELATIONS POLICY

We are committed to providing timely and consistent disclosure of financial results and significant corporate activities to our shareholders, investors, the financial community and the investing public.

Our IR policy ensures fair and open communications with all our stakeholders. We ensure that relevant and material information is disclosed in a clear, concise and consistent manner in accordance with the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) [“**Catalist Rules**”] and the Securities and Futures Act.

All announcements are released via SGXNet and on our IR website (<https://sog.listedcompany.com/>) which include the half-year and full-year financial results, annual reports, distribution of notices, press releases, presentations and any major corporate developments.

Price sensitive information to shareholders is publicly released on an immediate basis where required under the Catalist Rules.

We maintain and update our corporate website regularly to ensure investors are kept abreast with the latest developments of the Group.

We have also continuously improved the presentation and contents of our Annual Report, to provide readers with a better understanding of the Group.

DIVIDEND POLICY

The Company currently does not have a dividend policy. However, the Company has declared and paid dividends each year since IPO. The form, frequency and amount of any proposed dividend will take into consideration the Group’s operating results, financial position, committed capital expenditures and any other relevant considerations the Board of Directors may deem appropriate in the best interest of the Company. In the event that no dividend has been declared and/or recommended, the Company will disclose the reason(s) for the decision, following the requirements of the Catalist Rules.

For FY 2021, the Board of Director has recommended a final one-tiered exempt dividend of 0.90 Singapore cents per share,

which together with the interim dividend payment of 0.65 Singapore cents, will bring the total dividend payment for FY 2021 to 1.55 Singapore cents per share, representing 86.7% of the Group’s net profit after tax for the year.

STAKEHOLDER’S ENGAGEMENT

In keeping with the pro-active investor and media relations approach, SOG engages financial analysts, existing and potential investors, and shareholders through multiple channels. Key senior management is present at such engagements to keep the stakeholders informed of SOG’s financial performance and to discuss its business strategies and outlook.

SOG regularly review our disclosures to provide investors with the material information needed to address their areas of concern. During FY 2021, SOG held corporate webinars, interviews and results briefings with analysts and investors virtually to share SOG’s corporate strategy updates, operational performance and business outlook through the following events:



Half yearly results briefings;



Corporate webinars
[ShareInvestors, POEMS and SmartKarma];



SIAS-SGX Corporate Connect Webinar; and



Annual General Meeting webcast.

Tentative Financial Calendar for FY 2022 *

11 August 2022	1H 2022 Results Announcement
23 February 2023	FY 2022 Results Announcement

* Subject to change

Corporate Information

BOARD OF DIRECTORS

Dr. Beh Suan Tiong (Executive Chairman)
Dr. Heng Tung Lan (Executive Director)
Mr. Ng Boon Yew (Lead Independent Director)
Ms. See Tho Soat Ching (Independent Director)
Ms. Linda Hoon Siew Kin (Independent Director)

AUDIT COMMITTEE

Mr. Ng Boon Yew (Chairman)
Ms. See Tho Soat Ching
Ms. Linda Hoon Siew Kin

REMUNERATION COMMITTEE

Ms. See Tho Soat Ching (Chairman)
Ms. Linda Hoon Siew Kin
Mr. Ng Boon Yew

NOMINATING COMMITTEE

Ms. Linda Hoon Siew Kin (Chairman)
Mr. Ng Boon Yew
Ms. See Tho Soat Ching

COMPANY SECRETARY

Ms. Nor Hafiza Alwi
 [A member of the Chartered Secretaries Institute of Singapore and Singapore Institute of Chartered Secretaries and Administrators]

REGISTERED OFFICE

229 Mountbatten Road
 #02-02 Mountbatten Square, Singapore 398007
Tel: +65 6440 4123
Fax: +65 6440 8240

WEBSITE

<https://www.sog.com.sg/>

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services
 [A division of Tricor Singapore Pte. Ltd.]
 80 Robinson Road #02-00, Singapore 068898

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.
 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318

AUDITORS

Foo Kon Tan LLP
 24 Raffles Place, #07-03 Clifford Centre, Singapore 048621

Partner-in-charge: Mr. Chan Ser
 [Since financial year ended 31 December 2019]

PRINCIPAL BANKERS

United Overseas Bank Limited
DBS Bank Ltd

INVESTOR RELATIONS

ir@sog.com.sg

Sustainability Report

Since 2015 when SOG first embarked on the sustainability reporting journey, we have continuously discussed the challenges and material issues that are important to our stakeholders. We recognise the importance and virtuous cycle of improvement in sustainability reporting. This report features the environmental, social and governance (“**ESG**”) factors, approaches and practices of SOG and its subsidiaries (“**Group**”)

and identification of more material topics and disclosure of our key performance indicators.

The Board has considered material ESG topics as part of its strategic formulation, determined the material ESG factors and overseen the management and monitoring of the material ESG factors identified.

SCOPE OF THIS REPORT

Reporting Boundaries and Standards

The Report is prepared with reference to the Sustainability Reporting Guide in Practice Note 7F of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist in defining report content, including:

- **Materiality:** Focusing on issues that impact business growth and are of utmost importance to stakeholders;
- **Stakeholder Inclusiveness:** Responding to stakeholder expectations and interests;
- **Sustainability Context:** Presenting performance in the wider context of sustainability; and
- **Completeness:** Including all information that is of significant economic, environmental and social impact to enable stakeholders to assess the Group’s performance.

SOG Group’s Sustainability Report draws on the internationally recognized standard of reporting, the Global Reporting Initiative (“**GRI**”) Standards, which represent the global best practice for reporting on a range of economic, environmental and social impacts. For reference to the GRI Content Index, please refer to page 72 to 77.

We use a consolidated operating approach to determine organisational boundaries. Our data is an aggregation of all our clinics and corporate office in Singapore, and our base year is FY 2020.

Report Period and Scope

This report covers data and information from 1 January 2021 to 31 December 2021 (“**FY 2021**”) and discusses the Group’s achievements and performance towards ESG issues.

This report has been prepared in accordance with the GRI Standards: Core Option.

External Assurance on this Report

This report has not been audited by external auditors.

Accessibility

Current electronic editions of the report are available at www.sog.com.sg.

OUR STRATEGIC APPROACH TO SUSTAINABILITY

With our vision and corporate values in mind, we are constantly striving to integrate sustainability into the businesses of SOG so that it is systematic and seamless. Where possible, we incorporate sustainability considerations in our decision-making processes.

Our sustainability efforts are led by the Board of Directors and senior management who ensure that the Company's business objectives are in line with our commitments to sustainable development. Senior management updates the Board of Directors on key performance and developments, at least on an annual basis.



The Board of Directors and senior management determined material topics where SOG can have the greatest economic, environmental and social impact, as well as the topics that are most important to our stakeholders. The Board also reviews and approves our annual report, which includes our sustainability report.

Sustainability Report



STAKEHOLDERS' ENGAGEMENT

SOG has taken efforts to seek the opinion of many stakeholders either casually or formally. We aspire to understand the needs and expectations of our key stakeholders and strive to build mutually beneficial relationships.

During the year, SOG engaged our key stakeholders through the following ways:

Conducted formal and informal feedback sessions with some of our patients and their families.

Conducted meetings and interviews with various working groups, consisting of our specialist medical practitioners, clinical and management staff, and independent directors.

Engaged in conversations with current and potential investors, especially institutional fund managers.

Our patients and their families are our top priority and we are committed to doing the best for them through the Group's beliefs in bringing new life, health and wellness to our patients and their families through the provision of excellent healthcare services.

DEFINING OUR MATERIALITY ISSUES

With the top 10 risks identified in our Risk Refresher exercise in FY 2021, and from the results of our engagement with key stakeholders, we have performed a materiality analysis to identify challenges and issues that are important to our stakeholders and which are relevant to our businesses today and in the future.

Our material issues are identified and marked on the materiality matrix taking into consideration the following:

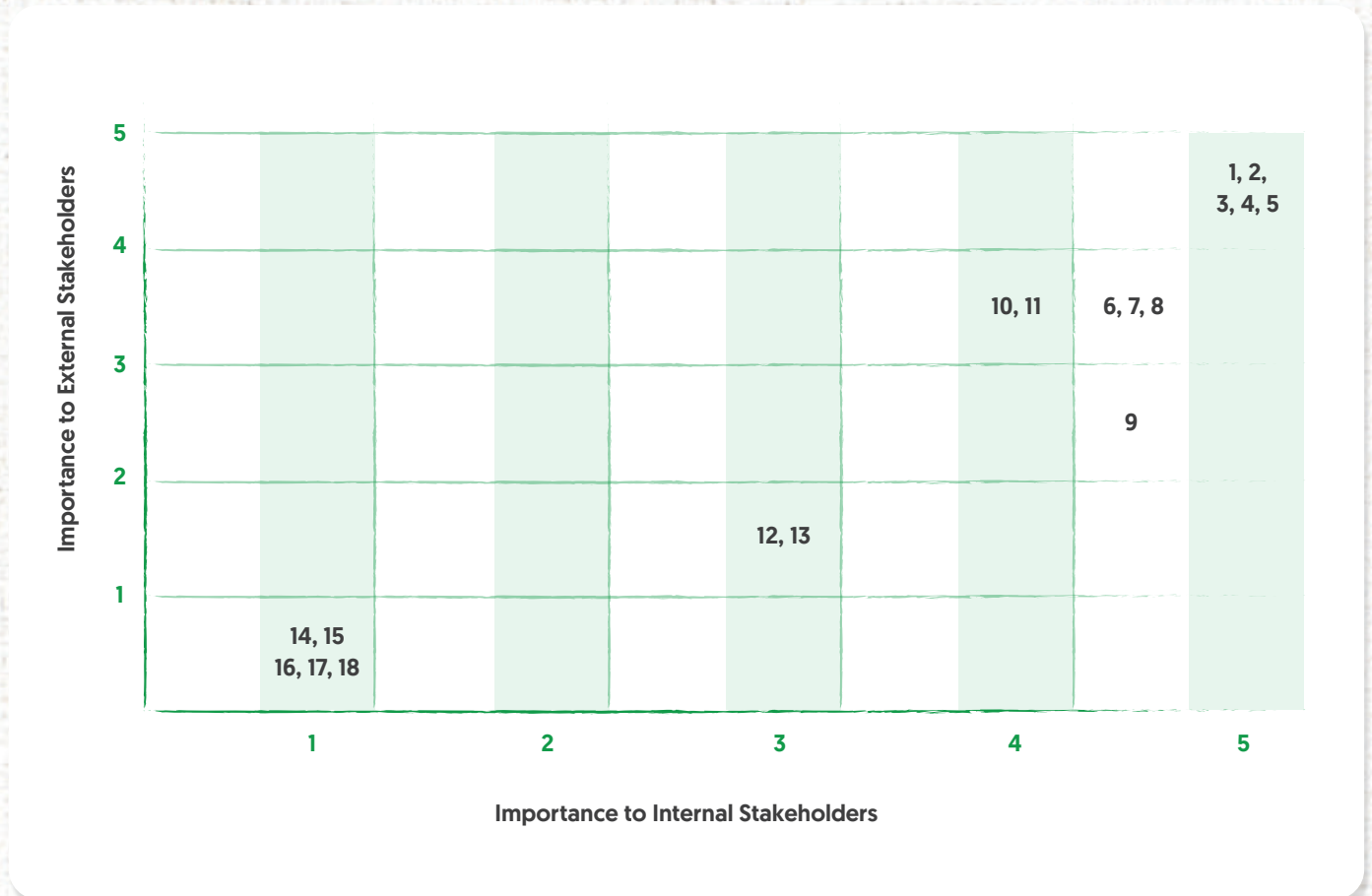
Those risks ranked as high impact and the likelihood of occurrence to the Group, and

Those that are ranked as high and critical by both our internal and external stakeholders for sustainability issues.

Accordingly, we focus our sustainability efforts and reporting on these issues.

We have identified and compiled 18 relevant sustainability issues for development of this report. These issues were further deliberated and narrowed down through our engagement process with stakeholders. The senior management then reviewed the list of issues, identified and prioritised 11 material issues based on importance to our stakeholders and the sustainability impact on our businesses.

OUR MATERIALITY MATRIX



Issue	Description	Page	Issue	Description	Page
1	Legal compliance and corporate governance	43	12	Wages and local hiring	-
2	Service quality and responsibility	62	13	Business partners engagement	-
3	Patients and community engagement	69	14	Energy management	-
4	Health and safety	63	15	Certified green clinic/ office interior	-
5	Economic contribution to society	43	16	Environmental impact assessment and mitigation	-
6	Anti-corruption and anti-fraud	60	17	Water conservation	-
7	Training and staff development	65	18	Climate change and emission	-
8	Labour-management relations	68			
9	Diversity and equal opportunity	68			
10	Biohazard and medical waste management	63			
11	Supply chain and procurement practices	62			

Sustainability Report



ACCOUNTABILITY TO STAKEHOLDERS

In determining our stakeholders, we look at who are the individuals, groups or organisations that affect and/or could potentially be affected by our business activities, products or services, and associated performance.

We strive to be a responsible corporate citizen by working closely with our key stakeholders to understand their concerns and feedback. Stakeholder engagement provides valuable information for our sustainability reporting, particularly in determining the material environmental and social issues.

We will continue to engage our stakeholders more extensively and through different engaging channels to gather feedback and identify areas that are material, sustainable and necessary for future development.

Our Key Stakeholders	How We Engage Them	Key Topics/ Concerns Discussed	Our Responses
Our patients and their families	<ul style="list-style-type: none"> • Adhoc informal feedback from our patients and their families to our specialist medical practitioners and clinical staff • Public forum/webinars organised by SOG and/or external sponsors • Adhoc formal and informal surveys conducted by management staff 	<ul style="list-style-type: none"> • Medical-related topics in treating certain medical conditions and issues • Patient care and customer service satisfaction 	<p>Our specialist medical practitioners provide:</p> <ul style="list-style-type: none"> • Proper explanation of the medical conditions and issues, and the required treatment and procedures for their patients • Ensure good patient care and satisfactory customer service to our patients and their families
Shareholders and Financial Community	<ul style="list-style-type: none"> • Half-yearly results briefing • Annual General Meeting • Corporate webinars/ interviews • Adhoc emails and teleconferences 	<ul style="list-style-type: none"> • Financial results • Key business developments such as the recruitment of new specialist medical practitioners and acquisitions • Investor relations 	<ul style="list-style-type: none"> • Publish concise and clear financial statement announcements • Update our key business developments on a timely basis via SGXNet • Adhere to our investor relations policies and procedures

Our Key Stakeholders	How We Engage Them	Key Topics/ Concerns Discussed	Our Responses
Employees (including Specialist Medical Practitioners)	<ul style="list-style-type: none"> Quarterly and adhoc townhall meetings Annual performance appraisals Adhoc team bonding and company events Adhoc internal communication through emails and social media 	<ul style="list-style-type: none"> Patient care and customer service satisfaction Staff performance and skills Information update by management Staff morale 	<ul style="list-style-type: none"> Continuously review our internal clinical policies and procedures to ensure patient care and customer service satisfaction Provide regular feedback to staff concerning their performance Provide updates on the Group's direction and plans Continuously review our staff morale and have two-way communication to understand their problems
Suppliers	<ul style="list-style-type: none"> Adhoc meetings Adhoc emails and teleconferences 	<ul style="list-style-type: none"> Feedbacks on their products and services Information about their new products or services 	<ul style="list-style-type: none"> Gather feedback from our patients and their families and pass on the feedback to our suppliers for improvement Obtain clarifications or understanding of their products or services
Government and Regulatory Agencies	<ul style="list-style-type: none"> Adhoc consultations Adhoc discussions 	<ul style="list-style-type: none"> Regulatory and industry standards and guidelines 	<ul style="list-style-type: none"> Obtain clarifications or understanding of the new or revised regulatory and industry standards and guidelines
Local Community	<ul style="list-style-type: none"> Adhoc donations to worthy causes Participation in local community fundraising events 	<ul style="list-style-type: none"> Partner with local not-for-profit charitable organisations to identify the target beneficiaries 	<ul style="list-style-type: none"> Identify the beneficiaries, needs and support required
Media	<ul style="list-style-type: none"> Half-yearly financial statements announcements and adhoc press releases Adhoc communication through emails and teleconferences 	<ul style="list-style-type: none"> Financial results Key business developments such as the recruitment of new specialist medical practitioners and acquisitions 	<ul style="list-style-type: none"> Ensure timely communication of our financial results, key business developments and any other reportable matters

Sustainability Report

OUR SUSTAINABILITY VALUE MODEL



Economic

- **Generate reasonable returns to shareholders** by sustaining efficient capital structure and good dividend payout.
- **Business model** focuses on cost and skills leadership without compromising our service level and priority on patient care.
- **Drive organic growth** from the existing pool of specialist medical practitioners as well as through the acquisition of new synergistic businesses.
- **Maintain market position** by ensuring we gain the trust of our patients and their families, and continually build our reputation and brand name in the healthcare industry.



Legal Compliance and Corporate Governance

- **Focus on risk by having good corporate governance processes** underpinned by openness, transparency and being risk prepared.
- **Business ethics** built into the SOG culture and articulated by a Code of Ethics.
- **Compliance management** for compliance with all applicable laws and regulations.
- **Risk management** reflects our Enterprise Risk Management system and risk minimisation measures.



Environmental

- **Environmental conservation** through adopting 'Reduce', 'Re-use', 'Recycle' and energy efficient practices.
- **Hygiene and safety through proper biohazard and medical waste management** focused on the proper disposal of infectious and biomedical waste.



Social

Employees (including Specialist Medical Practitioners)

- **Recruitment and retention of talent** includes grooming them through mentorship, talent development and retention, and grievance mechanism.
- **Occupational health and safety** includes adherence to government regulations such as Private Hospitals and Medical Clinics Act, Nurses and Midwives Act, Medicine Act, Singapore Medical Council Ethical Code and Ethical Guidelines.
- **Personnel development** focuses on key performance indicators, trainings, employee feedbacks and conducting townhall meetings.

Community

- **Proactive communities relations** include organising public forums and conducting public and private seminars and lectures to create health awareness, participating in analysts' forums and engaging fund managers, referring our patients and their families to other medical colleagues for services that are not within our specialisation.

ECONOMIC

As of 31 December 2021, we operate 17 clinics in Singapore. SOG Corporate Office oversees the entire group of clinics and each clinic is operated by one of our specialist medical practitioners. We work closely with our specialist medical practitioners and clinical staff to identify and consider any sustainability opportunities and risks that may arise.

The success of our business is highly dependent on the commitment of our specialist medical practitioners. Their medical knowledge, willingness to work and job satisfaction are key to our economic sustainability. In the competitive landscape in which SOG operates, we have to look beyond short-term gains and financial bottom line by introducing long term sustainability opportunities and recognising risks. Our conviction is to achieve a balanced bottom line for sustained growth for the organisation and the community we operate in.

More importantly, we strive to contribute positively to society through our economic presence by contributing to the health and well-being of our patients and their families, maintaining good stewardship of the resources we manage and generating good shareholders' value.

Our business model focuses on cost leadership without compromising on our mission to provide holistic and excellent healthcare for our patients. We seek organic growth from the existing pool of specialist medical practitioners as well as through the acquisition of new synergistic businesses that reap good returns. For our new junior specialist medical practitioners, we seek to groom and grow them through the mentorship of our senior specialist medical practitioners as part of the Group's succession planning.

We strive to maintain our market position by ensuring we gain the trust of our patients and their families, and continually build our reputation and brand name in the healthcare industry.

In today's highly volatile and complex business environment, SOG has gone beyond sustaining earnings to diligently embrace prudent financial management, capitalise on our assets and investments, and remain focused on our growth and sustainability strategies, in enhancing shareholders' value.

For more information on SOG's financial performance, please refer to the "**Financial Highlights**" section of this Annual Report.

LEGAL COMPLIANCE AND CORPORATE GOVERNANCE

Legal compliance and corporate governance have always been one of the top priorities for SOG. The decision-making process in SOG is strictly in line with legal and regulatory requirements and in compliance with the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore and the regulations and guidelines issued by the Ministry of Health.

The Group has not received any correspondences or notifications in relation to any non-compliance of legal and regulatory requirements or the Code of Corporate Governance from any government and regulatory agencies in FY 2021. Neither has the Audit Committee received any whistle-blowing notifications during the year.

For further details on Corporate Governance, please refer to the "**Corporate Governance Report**" section of this Annual Report.



Sustainability Report



LEGAL COMPLIANCE AND CORPORATE GOVERNANCE

Below is our self-assessment based on the Singapore Governance and Transparency Index (“SGTI”) Assessment Framework:

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
A	BOARD RESPONSIBILITIES – 35%				
1.	Board size				
(a)	Number of directors on board	1	1	If the Board comprises at least 6 members but not more than 11.	
2.	Board independence				
(a)	Proportion of independent directors on board	2	3	3 points, if proportion of independent directors on board is more than 50%,	During FY 2021, the Company has 3 executive directors and 3 independent directors.
(b)	Number of directors on board				
(c)	Number of independent directors on board			2 points, if proportion of independent directors on board is equal to 50%.	
3.	CEO-Chairman separation				
(a)	Is the chairman an independent director?	1	3	3 points, if chairman is independent,	The Chairman is not an Independent Director. Given the nature of our business which is bespoke in nature, our Executive Chairman needs to have hands-on understanding of the business. To provide further checks and balances, the Group has appointed a Lead Independent Director.
(b)	If the answer to the above is no, is the chairman a non-executive director and not related to the CEO?			2 points if chairman is non-independent and lead independent director is appointed,	
(c)	If chairman is the CEO, is related to the CEO, is a controlling shareholder or is an executive director, does the company have a lead independent director?			1 point, if chairman is executive and lead independent director is appointed.	
4.	Board competencies				
(a)	Does at least one of the independent directors have experience in the industry the company is in?	1	1		
(b)	Does the company disclose a board diversity policy?	1	1		The Company disclosed its Board Diversity Policy Statement together with the measurable objectives in the Annual Corporate Governance Report and on our website.
(c)	Does the company disclose the orientation programmes for new directors?	1	1		The Nominating Committee has recommended training courses to the existing and new directors.

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
A	BOARD RESPONSIBILITIES – 35%				
5.	Board duties and responsibilities				
[a]	Does the company clearly state the roles and responsibilities of the board of directors?	1	1		The principal functions of the Board and matters reserved for the Board are clearly stated and disclosed in the Annual Report. A formal letter will also be given to any new Director upon his/her appointment, setting out clearly the Director's duties and obligations.
6.	Board and committee meetings				
[a]	How many times did the board meet during the year?	1	1	1 point, if the board meets at least 6 times during the year.	In FY 2021, the Board has 6 formal meetings. During the year, the Board has also conducted at least 2 informal meetings and on numerous occasions used circular resolutions in writing to approve certain decisions.
[b]	How many times did the remuneration and nomination committee meet during the year?	1	1	If the remuneration and nominating committee each meets at least 2 times during the year.	In FY 2021, the Remuneration Committee met 4 times whilst the Nominating Committee met 2 times. Both committees also approved certain decisions by circular resolutions in writing.
[c]	How many times did the audit committee meet during the year?	1	1	1 point, if the audit committee meets at least 4 times during the year.	In FY 2021, the Audit Committee met 4 times.
[d]	Is individual director attendance at board and committee meetings given?	1	1		
7.	Nominating Committee				
[a]	Number of members in the committee	1	1		The Nominating Committee has 3 members, including the Chairman, who are Independent Directors.
[b]	Number of independent members in the committee				
[c]	Is the Chairman independent?				
[d]	Does the company set limits on the number of directorships that can be held?	1	1		The Company has set a limit of 6 directorships.

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
A	BOARD RESPONSIBILITIES – 35%				
8.	Selection of directors				
(a)	Is the skills/experience sought disclosed?	1	1		The resume of candidates were circulated to the Nominating Committee and the Board for review.
(b)	Is the process followed disclosed?	1	1		The Nominating Committee oversees and reviews the director selection process before the recommendation to the Board. Board approves the appointment of Director.
9.	Board and individual director appraisal				
(a)	For board appraisal, is the process disclosed in detail?	1	1		Each director of the Company is required to complete the Board Performance Evaluation Forms and Board Composition Matrix after each financial year-end. The Board Performance Evaluation Report and the Board Composition Matrix Report are tabled at the Nominating Committee for review and discussion. The feedback, comments and recommendations by Directors are discussed constructively by the Nominating Committee and the Board.
(b)	For board appraisal, is the criteria disclosed?	1	1		The criteria is set out in the Performance Evaluation Forms.
(c)	For individual director appraisal, is the process disclosed in detail?	1	1	Both the questions should be "Y", in order to get 1 point.	Each director of the Company is required to complete a Board Composition Matrix after each financial year-end. A summary report is also tabled at the Nominating Committee meeting for review and discussion. The criteria is set out in the assessment form.
(d)	For individual director appraisal, is the criteria disclosed?				
(e)	Does the company conduct an annual performance assessment of the board committee?	1	1		Each director of the Company is required to complete a Board and Board Committees Performance Evaluation Form after each financial year-end. A summary report is also tabled at the Nominating Committee meeting for review and discussion.
10.	Remuneration Committee				
(a)	Number of members in the committee	1	1		The Remuneration Committee has 3 members, including the Chairman, who are Independent Directors.
(b)	Number of independent members in the committee				
(c)	Is the chairman independent?				

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
A	BOARD RESPONSIBILITIES – 35%				
11.	Executive director/Top 5 executives' remuneration				
(a)	Is the remuneration of executive directors disclosed? [E=Exact, B1=Bands of \$100K or less with upper limit, B2=Bands of between \$100K-\$250K with upper limit, B3=Bands of \$250K with upper limit, ND=Not disclosed]	2	2		Rounded to nearest S\$1.
(b)	Is the remuneration of CEO disclosed? [E=Exact, B1=Bands of \$100K or less with upper limit, B2=Bands of between \$100K-\$250K with upper limit, B3=Bands of \$250K with upper limit, ND=Not disclosed]	1	1		The CEO's remuneration is shown in bands due to commercial sensitivities.
(c)	Is the remuneration of top 5 executives disclosed? [E=Exact, B1=Bands of \$100K or less with upper limit, B2=Bands of between \$100K-\$250K with upper limit, B3=Bands of \$250K with upper limit, ND=Not disclosed]	1	2	2 points, if exact remuneration of key executives is disclosed, 1 point, if the disclosure is in \$250K bands, and the total remuneration of key executives and key executives' names are provided.	There is only 1 senior management identified. The remuneration is shown in bands due to commercial sensitivities.
(d)	Are the names of the top 5 executives given?				
(e)	Is the aggregate remuneration paid to the top 5 key management personnel disclosed?				
(f)	Are short-term incentives used?	1	1		
(g)	Are long-term incentives used?	1	1		
(h)	Does the company disclose information on the link between remuneration paid to the executive directors and key management personnel, and performance?	1	1		
(i)	Does the Remuneration Committee periodically seek remuneration consultants' advice on remuneration matters for directors?	1	1		

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
A	BOARD RESPONSIBILITIES – 35%				
12.	Non-Executive director fees				
(a)	Is the fees of non-executive directors disclosed? [E=Exact, ND=Not disclosed]	1	1		
(b)	Is the fee structure disclosed?	1	1		
TOTAL: SECTION A		31	35		
B	RIGHTS OF SHAREHOLDERS – 20%				
1.	Fundamental shareholder right				
(a)	Does the company pay dividend (final/annual/ interim/special dividends) to all its shareholders within 30 days after the declaration of dividends and/or after shareholders' approval of final dividends at shareholder general meetings?	1	1		
2.	Right to participate effectively and vote in general shareholder meetings				
(a)	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors?	1	1		The Company seeks Shareholders' approval for the Independent Directors' fees.
(b)	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	1	1		
(c)	Do shareholders have opportunities to ask questions in the latest AGM, and does the meeting minutes record details of shareholders' questions and answers?	1	1		Yes. The Company prepares the minutes of AGM that include substantial and pertinent comments or queries raised by shareholders relating to the agenda of the meetings and responses from the Board and Management. The minutes of the AGM is published to the shareholders via SGXNET together with the Corporate Presentation slides that were presented to the shareholders at the AGM.

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
B	RIGHTS OF SHAREHOLDERS – 20%				
(d)	Does the company disclose the appointment of an independent party (scrutineers/inspectors) to count and validate the votes at the AGM?	2	2		
(e)	Does the company disclose the attendance of the chairman of the Board at the latest AGM?	1	1	Both the questions should be "Y", in order to get 1 point.	
(f)	Does the company disclose the attendance of the CEO/ Managing Director at the latest AGM?				
(g)	Is poll voting used, instead of show of hands, for all resolutions at the latest AGM?	2	2		All resolutions at AGM are voted by poll.
3.	Conduct of interested party transactions ("IPTs") and management of conflicts of interest				
(a)	Does the company disclose policy that requires directors of the board to refrain from participation in board discussions and decision making process on a particular agenda when they have conflicts of interest?	1	1		
(b)	Does the company ensure that IPTs are conducted fairly and on arm's length basis?	2	2		
4.	Institutional investors				
(a)	Does the share ownership of institutional investors, other than controlling shareholders, exceed 5%?	1	1		
5.	Shareholder participation				
(a)	Does the company disclose that it allows shareholders who hold shares through nominees to appoint more than two proxies or to attend AGMs as observers without being constrained by the two-proxy rule?	1	1		
(b)	Does the company disclose detailed information on each agenda item for the AGM in the Notice?	1	1		

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
B	RIGHTS OF SHAREHOLDERS – 20%				
(c)	Does the company publish detailed information of the vote results?	1	1		
(d)	Are all the directors required to stand for re-election at least once every three years?	1	1		
(e)	Do shareholders or the board of directors approve the remuneration of the executive directors and/or the senior executives?	1	1		
6.	Dividend payment				
(a)	If dividends are paid, is there disclosure of company's policy on payment of dividends?	2	2		
(b)	If dividends are not paid, is there disclosure of reasons for not paying out dividends during the financial year?				
TOTAL: SECTION B		20	20		
C	ENGAGEMENT OF STAKEHOLDERS – 10%				
1.	Rights of stakeholders established through law and mutual agreements upheld				
1.1	Does the company disclose a policy and its relevant activities that:				
(a)	Specify company's efforts to ensure customers' [patients'] health and safety?	1	1		
(b)	Demonstrate the company's attempts to employ eco-friendly and sustainable value chain processes?	1	1		
(c)	Describe the company's interaction and cooperation with the relevant communities?	1	1		
(d)	Describe the company's anti-corruption programmes and procedures?	1	1		
(e)	Explain how the company protects creditors' rights?	1	1		

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
C	ENGAGEMENT OF STAKEHOLDERS – 10%				
2.	Stakeholders' avenue for redress for violation of rights				
2.1	Performance enhancing mechanisms for employee participation				
[a]	Does the company disclose relevant policy to ensure the health, safety and welfare of its employees?	1	1		
[b]	Does the company provide training and development programmes for its employees?	1	1	Company should disclose both the details of the training and development programmes and relevant data on training and development programmes undergone by its employees.	
[c]	Does the company publish relevant results of such training and development programmes that its employees participated in?				
3.	Stock options				
[a]	Is the vesting period for stock options/PSP [Performance Share Plan] 3 years or more?	1	1		PSP was awarded to 1 specialist medical practitioner on 25 August 2021 with 5 vesting periods.
4.	Whistleblowing policy				
[a]	Does the company have a whistleblowing policy?	1	1		Yes. It is reviewed by the Audit Committee.
[b]	If the answer to the above is yes, are key details of the policy disclosed and is anonymous reporting allowed?	1	1		
TOTAL: SECTION C		10	10		
D	ACCOUNTABILITY AND AUDIT – 10%				
1.	Composition of the audit committee				
[a]	Are all the audit committee members independent?	2	2	2 points, if all the members are independent,	The Audit Committee has 3 members and is chaired by the Lead Independent Director. All members are Independent Directors.
[b]	If the answer to the above is no, are the audit committee members non-executive with an independent chairman?			1 point if all the audit committee members are non-executive with an independent chairman.	

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
D	ACCOUNTABILITY AND AUDIT – 10%				
(c)	Does the majority of the audit committee members have an accounting or finance background?	1	1		
(d)	Does the audit committee chairman have an accounting or finance background?	1	1		
2.	Risk management and internal control system				
(a)	Is there disclosure of the process and framework used to assess the adequacy of risk management and internal control systems?	1	1		
(b)	Is there disclosure that the internal auditor meets or exceeds the Institute of Internal Auditors standards?	1	1		
(c)	Does the annual report have a statement by the board or audit committee on the adequacy of the risk management and internal control systems (including operational, financial compliance, and information technology)?	1	1		
(d)	Does the company identify the in-house head/team of internal audit or the name of the external firm that conducts its internal audit?	1	1		Internal audit functions are outsourced to a reputable and adequately resourced firm.
(e)	Is there a CEO/CFO certification of financial statements?	1	1	Both questions should be "Y", in order to get 1 point.	
(f)	Is there an assurance from the CEO and the CFO regarding the effectiveness of the company's risk management and internal control systems?				
3.	External auditor and auditor report				
(a)	Is the Audit Committee primarily responsible for proposing the appointment and removal of the external auditor?	1	1		
TOTAL: SECTION D		10	10		

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
E	DISCLOSURE AND TRANSPARENCY – 25%				
1.	Transparent ownership structure				
(a)	Does the company disclose the direct and indirect (deemed) shareholdings of directors?	1	1		
2.	Quality of Annual Report				
2.1	Does the company's annual report disclose the following items:				
(a)	Corporate objectives	1	1		
(b)	Financial performance indicators	1	1		
(c)	Non-financial performance indicators	1	1		
(e)	Key risks (including operational risks) and how these risks are assessed and managed	1	1		
3.	Disclosure of related party transactions (RPTs) and interested person transactions (IPTs)				
(a)	Does the company disclose a detailed policy that sets out procedures for the review and approval of material/significant IPTs?	1	1		
(b)	For each material/significant IPT, does the company identify all related parties and its relationship with each party?	1	1	Both the questions should be "Y", in order to get 1 point.	
(c)	For each material/significant IPT, does the company disclose the nature and value of each transaction?				
(d)	Does the company disclose the type of material transactions that require board approval?	1	1		

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
E	DISCLOSURE AND TRANSPARENCY – 25%				
4.	Directorships/Chairmanships in listed companies				
(a)	Is there disclosure of all the directorships and chairmanships held by its directors at present and over the past 3 years?	2	2	Disclosure of 3 years = 2 points, Disclosure of only current year = 1 point.	The Company discloses all the directors and chairmanships held by its directors at present and over the past 5 years.
(b)	Is there disclosure of only the current directorships and chairmanships held by its directors?				
5.	Timeliness of release of results				
(a)	Financial year-end	2	3	3 points, if released within 30 days, 2 points, if financial statements released within 31-60 days.	The Group released its financial results within 31-60 days.
(b)	Results release date				
(c)	Number of days taken to release the results				
(d)	Does the company release its audited annual/financial report no later than 60 days from the company's financial year-end?	-	1		As the announcement is released after 30 days, it is highly unlikely for the Group to release its audited annual/financial report no later than 60 days from the Company's financial year-end.
5.	Medium of communication				
5.1	Does the company use the following modes of communication?				
(a)	Analyst's briefing	1	1	At least either of the questions should be "Y" to get 1 point.	
(b)	Media briefing/press conferences				
6.1	Corporate website				
(a)	Are details of its code of conduct or ethics disclosed?	1	1		
(b)	Is the link provided on the SGX website and/or annual report?	1	1		
(c)	Does the website have a clearly dedicated investor relations ["IR"] link instead of providing the financial information under links such as "News" or "Announcements"?	1	1		

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
E	DISCLOSURE AND TRANSPARENCY – 25%				
(d)	Are the latest financial results available on the website?	1	1	Both the questions should be “Y”, in order to get 1 point.	
(e)	Is the latest annual report available on the website?				
(f)	Is the IR contact given on the website/annual report?	1	1		
6.2	Does the company have a website disclosing up-to-date information on the following:				
(a)	Group corporate structure	1	1		
(b)	Clear vision and mission statements?	1	1		
(c)	Does the company demonstrate email responsiveness to investor relations function promptly and effectively (i.e., within a week)?	1	1		The Group acknowledges all relevant emails and must respond with a reasoned answer within 10 days.
7.	Results briefings				
(a)	In the company’s annual report, are the commentaries of the board on steps and measures being taken to understand shareholders’ viewpoints and concerns, e.g. through analyst briefings, investor roadshows or Investors’ Day briefings?	1	1		
(b)	Does the company carry out adequate investor relations policy in order to ensure regular and effective convey of pertinent information to shareholders?	1	1		
TOTAL: SECTION E		23	25		
TOTAL BASE SCORE [A, B, C, D, E]		94	100		

ADD:	BONUSES				
1.	Having a positive Corporate Governance confirmation	3	3		
2.	Disclosing information on the succession planning for the board and senior management	-	3		The Group has not formalised the succession planning for the board and senior management.

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
ADD:	BONUSES				
3.	Having a board-level risk committee comprising independent directors	3	3		The Audit Committee also oversees the risk management framework of the Company.
4.	Having a comprehensive description of how the company assesses the independence of its directors and independent director should be independent from major shareholders	3	3		The Nominating Committee assessed the independent directors' independence based on the Code of Corporate Governance guidelines.
5.	Having a policy which prevents non-executive directors from selling stock prior to leaving the company	2	2		
6.	Publishing an annual sustainability report	3	3		The Group has published an annual sustainability report and included it in its Annual Report since FY 2016.
7.	Reducing share issue mandate	-	5		Currently, the Company has not reduced its share issue mandate. The Company may consider reducing its share issue mandate in the near future.
8.	Having a share trading policy which requires board approval for trading by directors and disclosing the policy	3	3		Currently, each director is required to inform the Company of any trading of shares of the Company. The Company has a share trading policy in place.
9.	Setting the risk tolerance, or having a risk management policy describing the tolerance for various classes of risk by the board	2	2		The Group has implemented an Enterprise Risk Management framework and performed a risk refresher in FY 2021.
10.	All directors attended the latest AGM	3	3		
11.	External search done when appointing new directors	3	3		
12.	Disclosing detailed information on director training	3	3		
13.	Publishing its notice of AGM (with detailed agendas and explanatory circulars) at least 28 days before the meeting date	-	3		As the Annual Report is required to be published together with the notice of AGM, it is highly unlikely for the Group to release its notice of AGM earlier than 28 days before the AGM date.
14.	Adopting integrated reporting in its Annual Report	2	2		The Group has prepared its FY 2021 Annual Report based on the combined reporting format with a section on "Sustainability Report".

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
ADD:	BONUSES				
15.	Having assurance from the Board and/or the Remuneration Committee that the level and structure of remuneration align with the long-term interests and risk management policies of the company	2	2		
TOTAL: BONUS SECTION		32	43		
LESS:	PENALTIES				
1.	Non-disclosure of director information	N/A			
2.	Tenure of independent directors (points)	N/A			
3.	Independent Directors concurrently hold multiple directorship	N/A			The external directorships are disclosed for Independent Directors.
4.	Number of external directorships concurrently held by Executive Directors	N/A			The external directorships are disclosed for Executive Directors.
5.	Presence of board interlocks	N/A			
6.	Same independent directors sitting on the nominating, remuneration and audit committee	-1			The Company has all the independent directors sitting on the nominating, remuneration and audit committee.
7.	CEO/MD/ED not subject to re-election	N/A			
8.	The Lead Independent Director (LID), if any, is not on the Nominating Committee or the LID failed to meet other independent directors separately	N/A			Lead Independent Director, Mr. Ng Boon Yew, is a member of the Nominating Committee.
9.	Issuance of a profit warning within 30 days after the IPO or after a results announcement	N/A			
10.	Earnings restatements	N/A			
11.	Frequent turnover of senior management (CEO, Executive Directors & CFO) – More than one change within a year	N/A			

Sustainability Report

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
LESS:	PENALTIES				
12.	Resignation of senior management (CEO, Executive Directors & CFO) without adequate disclosure of information regarding the circumstances, search for replacement and expected time frame for appointing a new person	N/A			
13.	Other directors resigning without disclosure of reasons	N/A			
14.	Appointments or resignation of independent directors which are closely linked to controlling shareholders	N/A			
15.	Directors or senior management resigning and raising corporate governance-related concerns	N/A			
16.	External auditors unable to issue an opinion or raises red flag, allegations of fraud reported, unauthorised trading	N/A			
17.	Breach of listing rules	N/A			
18.	Retention or appointment of directors or senior management who have been subjected to regulatory actions	N/A			
19.	Significant interested party transactions involving major shareholders, directors or senior management or evidence of serious conflicts of interest (points)	N/A			
20.	Issue of share options to independent directors	N/A			
21.	Issue of share options when stock prices are at or near year end lows	N/A			
22.	Late announcement of stock option grants (points)	N/A			
23.	Investor relations issues	N/A			

Section	Questions	Self Assessment	Points (Maximum)	Guidelines	Reasons for not achieving maximum points/Remarks
LESS:	PENALTIES				
24.	Appointment of alternate IDs, insufficient disclosure of nominating process	N/A			
25.	Director attendance at board and committee meetings	N/A			
26.	Query on trading activity	N/A			
27.	Non-audit fees exceed audit fees if the company engages the same audit firm	N/A		If the non-audit fees exceed audit fees consecutively for last 2 years.	
28.	Chairman has also been the CEO in the last three years	N/A			
29.	Presence of a pyramid and/or cross holding ownership structure	N/A			
30.	Legal violations pertaining to labour/employment/ consumer/insolvency/ commercial/ competition or environmental issues	N/A			
31.	Directors or senior managers have an employment relationship with the current external auditor in the past 2 years	N/A			
TOTAL MAXIMUM (BASE + BONUS):		125	143		

N/A denotes not applicable.

Sustainability Report



LEGAL COMPLIANCE AND CORPORATE GOVERNANCE



Ethics and Integrity

We promote an ethical and 'act with integrity' culture throughout the Group and our clinics and seek to conduct our business in an ethical manner and in compliance with best practices. All directors, specialist medical practitioners, clinical and management staff are required to fully comply with our Code of Ethics.

The Code of Ethics details our expected standards of employee's professional behaviour towards our business partners with whom we have business dealings, the people in the society whom we serve as patients and their families, and towards each other as

employees of the Company. Above all, we are inculcated with strong corporate values to act with integrity.

All directors, specialist medical practitioners and key management personnel are required to complete and sign an annual declaration form declaring any and all direct or indirect interests they have in the Group or its associated companies. The Board of Directors is required to declare and confirm their direct or indirect directorships and any interested person transactions in relation to the Group on a quarterly basis.

Anti-Corruption and Anti-Fraud

SOG adopts a zero-tolerance policy to bribery and corruption. Internal monitoring and management control systems are put in place which serves as a necessary check and balance to ensure our employees are compliant with the company's anti-corruption policy, Code of Ethics and prescribed business processes.

We have also established a whistle-blowing mechanism for employees (including specialist medical practitioners) and any other stakeholders concerned such as patients and their families, suppliers, competitors and contractors.

The Group has assessed the need to have more than one whistle-blowing channels. Our stakeholders can use any of the following whistle-blowing channels:

Audit Committee Chairman

Mr. Ng Boon Yew
[Email: boonyew@rafflescampus.edu.sg]

Auditors

Foo Kon Tan LLP
Attention to Audit Partner-in-charge: Mr. Chan Ser
[Email: ser.chan@fookontan.com]

By doing so, our stakeholders can be assured that all reports or suspicions of potential breaches of our Code of Ethics, corruption and frauds are taken seriously by the Group. The whistleblowers can also be assured their identities are kept anonymous.



LEGAL COMPLIANCE AND CORPORATE GOVERNANCE

Compliance with Laws and Regulations

We are proactive in ensuring compliance with all relevant laws and regulations. Our management team is responsible to review and monitor the Group's policies and practices concerning legal and regulatory requirements across all clinics and corporate office. Any non-compliance of the relevant laws and regulations together with the proposed resolutions will be reported to the Board of Directors on a quarterly basis.

In FY 2021, due to the Corona Virus Disease 2019 ["**COVID-19**"], the Group's clinics continue to observe the guidelines from the Ministry of Health ["**MOH**"] and Ministry of Trade and Industry ["**MTI**"]. This includes adhering to the precautionary measures for persons issued with health risk warnings and implementation of rostered routine testing for staff.

The Group also complied with the prescribed alternative arrangement for the conduct of general meetings of companies under the COVID-19 (Temporary Measures) Act 2020, as these were deemed to be compliant with the relevant provisions of written law.

There is no incidence of non-compliance with the relevant laws and regulations in FY 2021 and the Group has met its targets set for FY 2021 in the FY 2020 Sustainability Report.



Target for FY 2022:

To continue to achieve full compliance with laws and regulations

The Group has put in place policies and procedures to ensure compliance with the relevant laws and regulations, particularly those relating to the MOH and Singapore Medical Council. At the corporate level, we also ensure compliance both in substance and in form with the Listing Rules of SGX-ST,

Securities and Futures Act, and Singapore Companies Act.

Any new enactment of or changes to the relevant laws and regulations will be communicated to all clinical and management staff via emails and small group meetings. Such communication is necessary to ensure that all staff are aware of the changes and can take the necessary steps and actions to ensure compliance.

We seek to use our patient's data to serve our patients and their families responsibly, and adhere to and uphold the provisions of the Personal Data Protection Act ["**PDPA**"]. We have put in place policies to ensure we are in compliance with PDPA and we respect our patients' choices in protecting their data and privacy.

The main purpose for which personal data is collected, used or disclosed by SOG and its clinics, and any of our service providers in Singapore include furnishing our patients and their families with information relating to our products and services, managing their accounts, processing payments, addressing questions and feedbacks, improving our products and service level; as well as, where permitted under law, sending them our marketing and promotional offers on products and services, and personalised content and advertising based on their preferences and demographics.

There is no incidence of breach of PDPA, product and service mis-information and labelling, or marketing communications in FY 2021 and the Group has met its targets set for FY 2021 in the FY 2020 Sustainability Report.



Target for FY 2022:

To continue to achieve full compliance with PDPA

Sustainability Report



LEGAL COMPLIANCE AND CORPORATE GOVERNANCE

Risk Management

We recognise the importance of risk management and how business risks may adversely affect the Group's financial and operating performance.

The Group has implemented an Enterprise Risk Management ("ERM") system and performed an annual Risk Refresher exercise to identify, assess and manage the top 10 risks in FY 2021.

While it is the responsibility of the Audit Committee, as delegated by the Board of Directors, to oversee the effectiveness of our system of risk management and internal controls, the core function of the ERM framework is coordinated by our Chief Financial Officer as the Chief Risk Officer.



SUPPLY CHAIN AND PROCUREMENT PRACTICES

Our supply chain constitutes mainly the suppliers for our consumables and medical supplies for our 17 clinics. We maintain stringent evaluation criteria on the suppliers for our consumables and medical supplies based on the list of approved health products from the Health Science Authority of Singapore ("HSA") and product and service quality guidelines issued by HSA and other regulatory bodies.

For instance, we never use drugs that have expired. We believe in transparency in our supply chain and our approach is to positively engage with suppliers if we find any issues. Any non-compliance with the guidelines of any local and international health authorities will result in us terminating the procurement contracts and business relationships.

There is no incidence of non-compliance with the guidelines of any local and international health authorities for our consumables and medical supplies used in FY 2021 and the Group has met its targets set for FY 2021 in the FY 2020 Sustainability Report.



Target for FY 2022:

To continue to achieve full compliance with the guidelines of any local and international health authorities for our consumables and medical supplies used



SERVICE QUALITY AND RESPONSIBILITY

For a healthcare service provider like SOG, we rank our service quality and responsibility to our patients and their families as the top priority for the sustainable success of the Group. We are committed to providing high-quality patient care and emphasise service excellence.

We ensure our specialist medical practitioners and clinical staff practise good medicine and treat our patients professionally and ethically. We also educate and give full efforts in explaining to our patients and their families the patients' medical conditions and treatment they will be undergoing.



ENVIRONMENT

We believe our business has a low impact on the environment. Nevertheless, we strive to embrace environmental sustainability by managing environmental conservation by adopting 'reduce', 're-use', 'recycle' and energy-efficient practices.

Specifically, we look into ways to 'reduce', 're-use' and 'recycle' of papers, and conserve water and energy, in reducing our operating costs. However, these costs are assessed to be insignificant to the Group.

Based on discussions with our stakeholders, we have identified the following key environmental issues relating to our business and operations:

Biohazard and Medical Waste Management

As responsible corporate citizens, we recognise the importance of proper biohazard and medical waste management. If such biohazard and medical waste are not well-managed, they will pose health concerns to humans and the environment.

All biohazard and medical waste are properly managed by our clinics in accordance with the rules and regulations from the MOH and National Environment Agency ("NEA"). Surprise inspection of our clinics may be carried out by NEA to ensure proper biohazard and medical waste management.

The water supply, liquid and/or chemical products and consumables we used for our business operations or medical procedures are carefully monitored and responsibly discharged.

In FY 2021, there were no incidents of non-compliance with the rules and regulations from MOH and NEA and the Group has met its targets set for FY 2021 in the FY 2020 Sustainability Report.



Target for FY 2022:

To continue to achieve full compliance with the rules and regulations from MOH and NEA



SOCIAL

People

The success of our business is highly dependent on the commitment of our specialist medical practitioners. Likewise, our specialist medical practitioners could not function without the support from clinical staff, and the Group could not grow without our management team. Thus, we view all our employees as equally important and together they form the human capital asset of the Group. Hence, we emphasise on the following areas concerning our employees:

1. Health and Safety (Employees/Patients/Public)

Occupational health and safety imply adherence to all government regulations such as the Private Hospitals and Medical Clinics Act, Nurses and Midwives Act, Medicine Act, Singapore Medical Council Ethical Code and Ethical Guidelines.

Be it for the patients, employees (including specialist medical practitioners) or the external healthcare support team and the public, our specialist medical practitioners are responsible

to ensure their respective clinics comply with the relevant government regulations. The specialist medical practitioners receive periodic updates from the relevant government agencies. Any relevant updates will be highlighted and discussed at our quarterly meetings.

All our medical support team are carefully trained in the proper handling of all medical equipment, disposal of biohazard and medical waste management, and any occurrence of major events such as infectious diseases and haze.

We have put in place processes to identify and monitor for any incidences of non-compliance. Our specialist medical practitioners are required to make a declaration if they are aware of such non-compliance incidences quarterly.

Our patients and their families are our top priority. We seek the most appropriate medical products and treatments which serve the needs of our patients. All consumables and medical supplies used on our patients must be approved by the HSA.

Sustainability Report

SOCIAL

All our medication dispensed are carefully labelled with the instructions for proper consumption and usage.

During FY 2021, due to COVID-19 affecting a few of our clinics, SOG swiftly undertook deep cleaning and disinfection procedures of the affected clinic premises for the health and safety of our employees, patients and their families. Other than these brief clinic closures, there were no other incidents relating to health and safety issue to our employees, patients and public, and no workplace injury or work-related fatalities in our operations and the Group has met its targets set for FY 2021 in the FY 2020 Sustainability Report.

All incidences are reported to SOG Corporate Office and investigated if deemed necessary. Safety measures are put in place if bio-hazards are identified.

Key Performance Indicators	FY 2021	Target for FY 2022
Lost Days Rate*	0%	0%

* Lost Days Rate refers to the percentage of the total number of workdays that are lost as a result of health and safety incidents over the total number of workdays per year.



Target for FY 2022:
To continue to achieve zero incidences of health and safety issue

2. Recruitment and Retention of Talents



The recruitment and retention of talents include cooperation with professional institutions, talent pool development and retention, and effectiveness of staff grievance mechanisms.

We are continuously recruiting talents, particularly younger talents and grooming them through mentorship, recommending patients to them and supporting them to give free public presentations to potential patients and their families.


Our recruitment policy is based on meritocracy, pre-requisite skills and academic qualifications required to perform the required job scope. During the recruitment process, we have implemented stringent assessment criteria to ensure we recruit the people, particularly specialist medical practitioners, who share the Group's values.

We focus on talent retention by providing fair and sustainable financial and non-financial incentives, and learning and development opportunities. Our compensation and benefits policies are determined by guidelines proposed by senior management and approved by SOG's Remuneration Committee. All our employees are subject to annual performance review and receive constant performance feedback from their immediate superiors.

The Group also contributes to the Central Provident Fund Scheme and obtains medical benefits such as Hospitalisation & Surgical Plan for all our employees. We provide childcare, maternity as well as paternity leave in accordance with the guidelines from the Ministry of Manpower of Singapore.

 **SOCIAL**

Below is the employee headcount as of 31 December 2021.

	Number of Headcounts	
	As of 31 December 2020	As of 31 December 2021
 Specialist Medical Practitioners	15	17
 Clinical Staff	49	48
 Management Staff	16	18
Total	80	83

In FY 2021, the Group did not meet its target set for FY 2021 in the FY 2020 Sustainability Report that is to maintain FY 2020's average retention rate of 97.5%. The lower average retention rate is due to the nurses' labour crunch faced by the country and the competition for talent.

Year	Average Retention Rate
2021	94.6%
2020	97.5%



Target for FY 2022:
To meet the average retention rate of 95.0%

3. Training and Staff Development (including Specialist Medical Practitioners)

Apart from providing fair and sustainable financial incentives to our employees, we also strive to create a culture of developing our employees through the following ways:

Mentorship



We have a strong culture of mentorship throughout our Group. Our senior management leads and develops the Group in achieving the goals and vision of the Group. Our senior specialist medical practitioners provide guidance and professional support to our junior specialist medical practitioners. Periodically, our specialist medical practitioners meet to discuss operational issues and senior specialist medical practitioners share their experiences and provide mentorship to the junior specialist medical practitioners.

Our senior nurses provide on-the-job training and coaching to our junior nurses and clinical assistants.

Sustainability Report



SOCIAL



Training and Skills Upgrading Opportunities

We are constantly developing our employees by providing regular feedback and training. We believe that everyone needs to know their areas for improvement. For those with high potential, career tracks are developed and opportunities are given to help them advance progressively in SOG.

Training such as medical conferences and courses relating to their work is critical to equip our employees with up-to-date medical knowledge and skills in serving our patients and their families and to support one another in SOG.

In FY 2021, the Group did not meet its targets set for FY 2021 in the FY 2020 Sustainability Report for the provision of training for all clinical and management staff. This is partly due to the COVID-19 pandemic which resulted in the postponement or cancellation of external training schedules.



Target for FY 2022:

We aim to provide more training for our clinical and management staff by increasing the average number of training hours per FTE by 10% as compared to FY 2021.



SOCIAL

Average hours of training per year per employee (specialist medical practitioners):

2021

Gender	No. of Specialist Medical Practitioners [^]	No. of Medical Conferences	Total No. of Training Hours*	Average No. of Training Hours per FTE [^]
Male	3	8	16	5.3
Female	14	81	542	38.7
Total	17	89	558	44.0[#]

2020

Gender	No. of Specialist Medical Practitioners [^]	No. of Medical Conferences	Total No. of Training Hours*	Average No. of Training Hours per FTE [^]
Male	2	4	7	3.5
Female	13	26	224	17.2
Total	15	30	231	20.7

* Assume 8 training hours per day.

[^] The number of specialist medical practitioners are the full-time employees ("FTE") of the Group as of 31 December.

[#] The higher average no. of training hours are due to more webinar courses attended by our Specialist Medical Practitioners.

Average hours of training per year per employee (clinical staff):

2021

Gender	No. of Clinical Staff [^]	No. of Trainings	Total No. of Training Hours*	Average No. of Training Hours per FTE [^]
Male	-	-	-	-
Female	49	134	165	3.4
Total	49	134	165	3.4

2020

Gender	No. of Clinical Staff [^]	No. of Trainings	Total No. of Training Hours*	Average No. of Training Hours per FTE [^]
Male	-	-	-	-
Female	49	104	169	3.4
Total	49	104	169	3.4

* Assume 8 training hours per day.

[^] The number of clinical staff are the full-time employees ("FTE") of the Group as of 31 December.

Average hours of training per year per employee (management staff):

2021

Gender	No. of Management Staff [^]	No. of Trainings	Total No. of Training Hours*	Average No. of Training Hours per FTE [^]
Male	7	46	45	6.4
Female	10	86	91	9.1
Total	17	132	136	15.5

2020

Gender	No. of Management Staff [^]	No. of Trainings	Total No. of Training Hours*	Average No. of Training Hours per FTE [^]
Male	5	14	25	5.0
Female	11	63	118	10.7
Total	16	77	143	15.7

* Assume 8 training hours per day.

[^] The number of management staff are the full-time employees ("FTE") of the Group as of 31 December.

Sustainability Report



SOCIAL

4. Diversity and Equal Opportunities

We advocate gender diversity in our Board and across the Group. The Group is committed to building a diverse and inclusive culture in our organisation. At SOG, we recognise and embrace diversity, and views diversity at the Board level as an essential attribute in attaining our business goals and objectives.

The Board diversity policy statement aims to set out the approach to achieve diversity, in the first instance, on the Board and in the second instance amongst the Specialist Medical Practitioners and senior management of the Company.

Diversity and inclusivity guard against group thinking, foster robust discussions which in turn leads to better decision making. SOG seeks to achieve and maintain diversity at both the Board and Management levels.

The Board has established the following measurable objectives for diversity:

Measurable Objectives

Progress

- | | |
|--|---|
| <p>1 Maintain appropriate female representation (of at least 30% of total board composition) on the Board and Management.</p> | <p>Three (3) of our five (5) Directors are women comprising 60% of the total board composition.</p> |
| <p>2 Ensure the Board's composition take into consideration other measurable attributes of the Board members such as skills, experience and other relevant aspects of diversity including the benefits of diversity which the Board members can bring to the Management.</p> | <p>The current Board composition provides a diversity of skills, experience and knowledge to the Company. Please refer to <i>Table 2.4 – Diversity of the Board</i> in the "Corporate Governance Report" section of this Annual Report.</p> |
| <p>3 In selecting Board candidates for appointment or re-election, the Board will not only consider core competencies namely the expertise, skills and experience of candidates, but also the manner in which candidates can enhance and complement the collective diversity of the existing Board.</p> | <p>Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of this Annual Report.</p> |

As of the date of this report, we have three (3) female directors among our five (5) board members as well as a good representation of three (3) male doctors and fourteen (14) female doctors among our specialist medical practitioners.

Dr. Heng Tung Lan ("**Dr. Heng**") is one of our founders and Executive Directors of the Company. She is an Obstetrician and Gynaecologist and is one (1) of the fourteen (14) female doctors among our specialist medical practitioners. She currently serves on the Board as Executive Director and is one (1) of our substantial shareholders.

We ensure that there are fair work practices, and remuneration is ascertained based on individual work performance and not on any gender consideration. No form of discrimination is tolerated within the Group.

In FY 2021, there were no incidents of discrimination and corrective actions taken and the Group has met its target set for FY 2021 in the Sustainability Report for FY 2020.



Target for FY 2022:

To continue to achieve zero incidents of discrimination and corrective actions taken

5. Labour-Management Relations (including Specialist Medical Practitioners)

It is important to have effective communication between management and employees so that employees are more engaged with the Group and have a more positive attitude towards their work and our patients and their families. Our employees are provided with frequent management updates and duly briefed for any new or changes in the Group's policies and procedures.

We often engage our employees in the following ways:

1. Quarterly and Ad hoc Meetings for Specialist Medical Practitioners

Management conducts quarterly and ad hoc meetings for our specialist medical practitioners to discuss business development, finance, human resource and administrative, marketing and operational matters.

In FY 2021, the Group conducted at least four (4) town hall meetings for our Specialist Medical Practitioners. Beyond that, the Group has



SOCIAL

held various informal and small group meetings to engage our specialists on matters concerning their respective clinics.

In FY 2021, the Group has met its targets set for FY 2021 in the FY 2020 Sustainability Report.



Target for FY 2022:

To conduct at least four (4) meetings for Specialist Medical Practitioners

2. Regular Small Group Meetings for clinical staff

Management conducts regular small group meetings to connect with our clinical staff at various locations. During the small group meetings, management explains new initiatives, policies and processes, and solicits opinions and feedback.

In FY 2021, the Group conducted at least two (2) town hall meetings for our clinical staff. The Group has also held various

informal and small group meetings to engage our clinical staff on matters concerning the Group's policies and processes. The management considers small group meetings to be more effective and efficient.

In FY 2021, the Group has met its targets set for FY 2021 in the Sustainability Report for FY 2020.



Target for FY 2022:

To conduct at least two (2) meetings for clinical staff

3. Informal and Small Group Meetings for employees

Informal and small group meetings are often held by management for feedback on employee's concerns and grievances.



COMMUNITY



As a responsible corporate organisation, we believe in giving back to society. While we strive to achieve our financial goals and objectives, we also believe in playing our part to engage and benefit our local community.

Over the years, we have been actively involved in various patient and community initiatives:

Public Forums

We are committed to organising at least one public forum annually. Since 2014, SOG has been conducting annual public forums where our specialist medical practitioners share their knowledge and expertise, and our medical and healthcare suppliers set up booths to educate the public on their products and services.

Such educational and informative public forums bring our specialist medical practitioners, medical and healthcare suppliers together to provide the public with valuable insights and information on major health topics of interest. Our public forums are usually fully subscribed.

In the past two (2) years, due to the restrictions put in place by the Government of Singapore in response to COVID-19 pandemic, SOG did not organize any public forums.

Sustainability Report

COMMUNITY

Educational Health Talks

We frequently receive invitations from corporations, schools and other organisations to have our specialist medical practitioners give educational health talks to their employees, general medical practitioners, and the general public. Our specialist medical practitioners also published several medical articles available on SOG’s website and YouTube videos to promote health and wellness.

In sharing their knowledge and expertise, our specialist medical practitioners take time off from their clinics and give talks to these target audiences. During the talks, the audience were welcomed to ask questions relating to the subject matter.

Year	No. of Specialist Medical Practitioners	No. of Health Talks
2021	11	44
2020	13	32



Giving Back To Community



At SOG, we strongly believe in providing long-term committed support to the underprivileged and achieving greater outreach for sustainable good causes. Over the years, SOG has worked with various community and charity organisations; and participated in social development projects by providing support through either community day or cash donations.

On 15 December 2021, SOG held our Annual Community Day event in support of **Touch Community Services (Senior**

Group at Geylang Bahru). With COVID-19 curtailing physical interactions, SOG continued to organise our annual event albeit on a smaller scale and in a safer manner.

The event saw our management staff participating in a door-to-door distribution of Christmas gifts to the seniors living in rented flats at Geylang Bahru. The Christmas gift was accompanied by personalised hand-written wishes from SOG staff. The seniors were also treated with a hot bento lunch pack.

 **COMMUNITY**

The total contribution for our Community Day event amounted to S\$7,000. We hope that with these initiatives, we can cultivate a sense of giving and sharing within the Group.



During FY 2021, SOG also participated in the **National Kidney Foundation's** Charity Golf event which took place on 24 September 2021.



SOG contributed an amount of **\$8,000** towards the meaningful cause.

#EveryoneCanBeSomeone



Eric Choo
"I have always believed that it is a privilege to serve others and see the heart-warming smiles on their faces."

TOUCH
Community Services

Earlier during the year, in continuous support for **Touch Community Services**, our CEO, Mr. Eric Choo availed himself to be a "Champion for Elderly" for #EveryoneCanBeSomeone campaign held from July to August 2021.

Through the network of SOG, colleagues and friends, **the total donations raised was \$10,178** [exceeded the \$10K target]



One of our clinics, SOG-Heng Clinic for Women, extended a helping hand to help raise funds for **HCSA Community Services** by participating in HCSA's Tap & Give Campaign.

HCSA serves the vulnerable population in Singapore focusing on ex-offenders, abused teenage girls and single parents.

A Digital Giving Kiosk, secured and approved by GovTech Singapore and SingPass, was installed in the clinic and utilising "Tap & Go" technology, human interaction is minimised through kiosk enabled payment installations for accepting donation payments and onboarding donors. This unique digital platform aims to increase generosity and engagement by holistically transforming the experience of giving.

Sustainability Report



GLOBAL REPORTING INITIATIVES CONTENT INDEX

Disclosure Number	Disclosure Title	Page Reference/ Information
GRI 102: GENERAL DISCLOSURES		
Organisational Profile		
102-1	Name of the organisation	03
102-2	Activities, brands, products, and services	03 - 06
102-3	Location of headquarters	Corporate Information
102-4	Countries of operations	Our Network
102-5	Ownership and legal form	Note 1 to the Financial Statements
102-6	Markets served	04 - 05
102-7	Scale of the organisation	07, 12 - 17, 65, Statements of Financial Position, Note 3 to the Financial Statements
102-8	Information on employees and other workers	63 - 69
102-9	Supply chain	62
102-10	Significant changes to the organisation and its supply chain	No significant changes during FY 2021
102-11	Precautionary principle or approach	36 - 37, Corporate Governance Report
102-12	External initiatives	37, 72 - 77
102-13	Membership of associations	Nil
Strategy		
102-14	Statement from senior decision-maker	08 - 11
Ethics and Integrity		
102-16	Values, principles, standards, and norms of behavior	03, 37, 60, Corporate Governance Report
Governance		
102-18	Governance structure	37, 86
Stakeholder Engagement		
102-40	List of stakeholder groups	40 - 41
102-41	Collective bargaining agreements	Not applicable
102-42	Identifying and selecting stakeholders	40
102-43	Approach to stakeholder engagement	38 - 41
102-44	Key topics and concerns raised	40 - 41
Reporting Practice		
102-45	Entities included in the consolidated financial statements	Note 4 to the Financial Statements
102-46	Defining report content and topic Boundaries	36
102-47	List of material topics	38 - 39
102-48	Restatements of information	No restatements of information



GLOBAL REPORTING INITIATIVES CONTENT INDEX

Disclosure Number	Disclosure Title	Page Reference/ Information
GRI 102: GENERAL DISCLOSURES		
Reporting Practice		
102-49	Changes in reporting	No significant changes in reporting
102-50	Reporting period	36
102-51	Date of most recent report	April 2021 (included in FY 2020 Annual Report)
102-52	Reporting cycle	Annual
102-53	Contact point for questions regarding the report	36
102-54	Claims of reporting in accordance with the GRI Standards	72 - 77
102-55	GRI Content Index	36
102-56	External assurance	
TOPIC SPECIFIC DISCLOSURES		
Economic Performance		
103-1	Explanation of the material topic and its Boundary	08 - 11
103-2	The management approach and its components	
103-3	Evaluation of the management approach	12 - 17
201-1	Direct economic value generated and distributed	
201-2	Financial implications and other risks and opportunities due to climate change	Not applicable
201-3	Defined benefit plan obligations and other retirement plans	Central Provident Fund contributions are duly made on behalf of Singaporean employees in accordance with the Singapore government's mandated requirement for all employers
201-4	Financial assistance received from government	Note 23 to the Financial Statements
Market Presence		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	Not applicable as our business operation is only in Singapore
103-3	Evaluation of the management approach	
201-1	Ratios of standard entry level wage by gender compared to local minimum wage	Not applicable as there is no minimum wage system in Singapore
202-2	Proportion of senior management hired from the local community	33
Procurement Practices		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	62
103-3	Evaluation of the management approach	

Sustainability Report



GLOBAL REPORTING INITIATIVES CONTENT INDEX

Disclosure Number	Disclosure Title	Page Reference/ Information
TOPIC SPECIFIC DISCLOSURES		
Procurement Practices		
204-1	Proportion of spending on local suppliers	Majority of our business expenditures in Singapore is with locally registered companies
Anti-Corruption		
103-1	Explanation of the material topic and its Boundary	60
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
205-1	Operations assessed for risks related to corruption	
205-2	Communication and training about anti-corruption policies and procedures	
205-3	Confirmed incidents of corruption and actions taken	
Environment		
Materials		
103-1	Explanation of the material topic and its Boundary	63
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
301-1	Materials used by weight or volume	Not applicable as it is deemed to be immaterial
301-2	Recycled input materials used	
Energy		
103-1	Explanation of the material topic and its Boundary	63
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
302-1	Energy consumption within the organisation	Not applicable as it is deemed to be immaterial
302-2	Energy consumption outside of the organisation	
302-3	Energy intensity	
Water		
103-1	Explanation of the material topic and its Boundary	63
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
303-1	Water withdrawal by source	Not applicable as it is deemed to be immaterial



GLOBAL REPORTING INITIATIVES CONTENT INDEX

Disclosure Number	Disclosure Title	Page Reference/ Information
TOPIC SPECIFIC DISCLOSURES		
Effluent and Waste		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	63
103-3	Evaluation of the management approach	
306-1	Water discharge by quality and destination	
306-2	Waste by type and disposal method	Not applicable as it is deemed to be immaterial
306-4	Transport of hazardous waste	
Environmental Compliance		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	42, 63
103-3	Evaluation of the management approach	
307-1	Non-compliance with environmental laws and regulations	63
SOCIAL		
Employment		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	42, 63 - 64
103-3	Evaluation of the management approach	
401-1	New employee hires and employee turnover	64 - 65
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	64 - 67
401-3	Parental leave	64
Labour-Management Relations		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	42, 68 - 69
103-3	Evaluation of the management approach	
402-1	Minimum notice periods regarding operational changes	68 - 69
Occupational Health and Safety		
103-1	Explanation of the material topic and its Boundary	
103-2	The management approach and its components	42, 63 - 64
103-3	Evaluation of the management approach	
403-1	Workers representation in formal joint management-worker health and safety committees	
403-2	Types of injury and rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities	63 - 64
403-3	Workers with high incidence or high risk of diseases related to their occupation	

Sustainability Report



GLOBAL REPORTING INITIATIVES CONTENT INDEX

Disclosure Number	Disclosure Title	Page Reference/ Information
SOCIAL		
Training and Education		
103-1	Explanation of the material topic and its Boundary	42, 65
103-2	The management approach and its components	
103-3	Evaluation of the management approach	65 - 67
404-1	Average hours of training per year per employee	67
404-2	Programs for upgrading employee skills and transition assistance programs	65
404-3	Percentage of employees receiving regular performance and career development reviews	
Diversity and Equal Opportunity		
103-1	Explanation of the material topic and its Boundary	68
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
405-1	Diversity of governance bodies and employees	Not applicable as employee's remuneration are ascertained based on individual work performance and not gender consideration
405-2	Ratio of basic salary and remuneration of women to men	
Non-discrimination		
103-1	Explanation of the material topic and its Boundary	68
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
406-1	Incidents of discrimination and corrective actions taken	
Human Rights Assessment		
103-1	Explanation of the material topic and its Boundary	63 - 64
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
612-1	Operations that have been subject to human rights reviews or impact assessments	Not applicable as there is no such occurrence
Local Communities		
103-1	Explanation of the material topic and its Boundary	42, 69
103-2	The management approach and its components	
103-3	Evaluation of the management approach	69 - 71



GLOBAL REPORTING INITIATIVES CONTENT INDEX

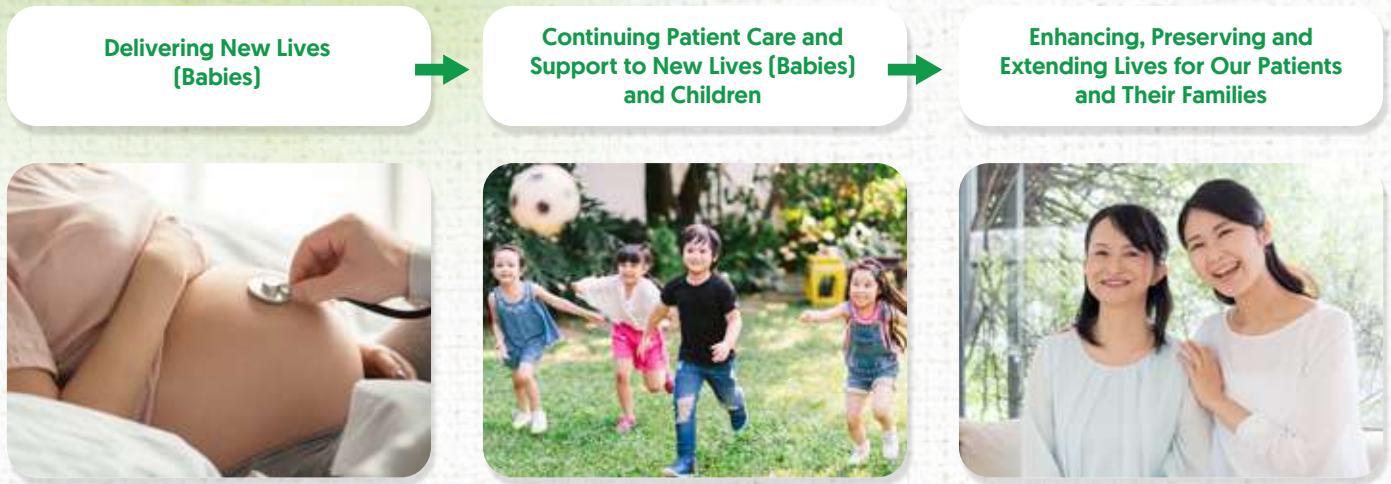
Disclosure Number	Disclosure Title	Page Reference/ Information
SOCIAL		
Local Communities		
613-1	Operations with local community engagement, impact assessments, and development programs	69 - 71
613-2	Operations with significant actual and potential negative impacts on local communities	
Customer Health and Safety		
103-1	Explanation of the material topic and its Boundary	63 - 64
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
616-1	Assessment of the health and safety impacts of product and service categories	
616-2	Incidents of non-compliance concerning the health and safety impacts of products and services	
Marketing and Labeling		
103-1	Explanation of the material topic and its Boundary	61 - 64
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
617-1	Requirements for product and service information and labeling	
617-2	Incidents of non-compliance concerning product and service information and labeling	
617-3	Incidents of non-compliance concerning marketing communications	
Customer Privacy		
103-1	Explanation of the material topic and its Boundary	61
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
610-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	
Socioeconomic Compliance		
103-1	Explanation of the material topic and its Boundary	42 - 43
103-2	The management approach and its components	
103-3	Evaluation of the management approach	
619-1	Non-compliance with laws and regulations in the social and economic area	

Note:

SOG takes a phased approach for our sustainability reporting and the adoption of GRI indicators. We will review the relevance of each indicators to our operations annually.

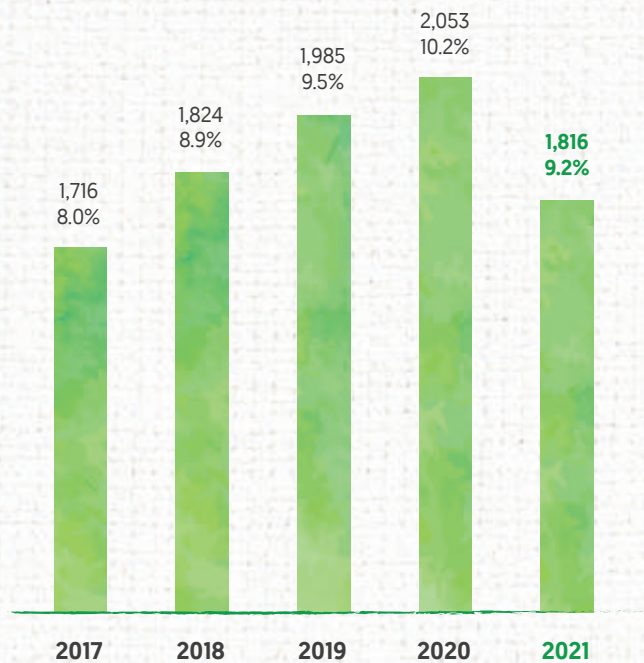
Our Strategies And Future Plans

SUSTAINABLE DEVELOPMENT STRATEGIES



Delivering New Lives (Babies) in Singapore

2021 Highlights



SOG delivered 1,816 babies or **9.2%** market share of the private sector healthcare market. This is a decrease of **11.5%** in the number of babies delivered by SOG as compared to FY 2020.

2022 Outlook

Despite the COVID-19 pandemic, the Government of Singapore (the “**Government**”) has continuously provided assistance and support in a bid to encourage couples to get married and have babies.

- 1 Provision of Enhanced Baby Bonus Scheme for newborns to support the households’ finances.
Parents who have second babies will get up to \$9,000.
- 2 Help couples get their own homes more quickly.
- 3 Lifting of age limit and increase in co-funding for Assisted Reproduction Technology treatments.
- 4 Provide more subsidies for child vaccinations and developmental screenings.

SUSTAINABLE DEVELOPMENT STRATEGIES

5 Additional subsidies for pre-schools and an **increase in the provision** of affordable and quality infant-care and childcare places.

6 Enhance healthcare support with MediShield Life extended to cover serious pregnancy and delivery-related complications.

7 Provide paternity leave for eligible working fathers.

8 Extend and enhance the Work-Life Grant to provide more support to businesses to encourage the adoption of Flexible Work Arrangements for employers to implement practices that enhance family-friendliness.

With the Government's assistance and support, we believe that they will entice couples to get married and have babies, and this would position our O&G segment well in gaining market share in the number of babies delivered and thereby increase the contribution to the Group.

Continuing Patient Care and Support to the New Lives (Babies) and Children

2021 Highlights

Our Paediatrics segment has a certain correlation with that of the O&G segment, i.e., market share in the number of babies delivered. With the decrease in the number of babies delivered in Singapore by our O&G segment, the contribution from our Paediatrics segment's newborn and well-baby checks would also decrease.

Other than attending to newborns, our Paediatrics segment also serves the healthcare needs of toddlers and children. Consequently, revenue contribution from the Paediatrics segment increased from S\$4.9 million to S\$5.9 million in FY 2021 due to the overall increase in patient load. This is largely due to Dr. Christina Ong and Dr. Petrina Wong who sub-specialises in paediatric gastroenterology and childhood respiratory and sleep conditions respectively. With the sub-specialised services of our Paediatrics medical practitioners, we can provide more holistic care and support to our patients.

2022 Outlook

We will continue to grow our base of O&G and Paediatrics medical practitioners to better serve our patients and to increase our market share. We have well-positioned our Paediatrics medical practitioners at locations near our O&G medical practitioners.

Sources:

<https://www.straitstimes.com/singapore/politics/parents-who-have-2nd-child-from-jan-to-get-up-to-9000-0>

<https://www.ica.gov.sg/news-and-publications/statistics>

<https://www.straitstimes.com/politics/parliament-govt-to-provide-additional-support-for-newborns-to-help-aspiring-parents-cope>

<https://www.straitstimes.com/politics/presidents-address-more-social-support-will-be-given-to-sporeans-amid-greater-uncertainty>

<https://www.channelnewsasia.com/news/singapore/baby-support-grant-parenthood-population-indraonee-13240666>

<https://www.straitstimes.com/singapore/health/more-financial-help-for-couples-seeking-fertility-treatments-subsidies-for>

<https://www.channelnewsasia.com/news/singapore/pre-school-subsidies-fees-increased-income-josephine-teo-11848782>

<https://www.channelnewsasia.com/news/singapore/medishield-life-coverage-extended-to-serious-pregnancy-delivery-11316798>

<https://www.channelnewsasia.com/news/singapore/singapore-total-fertility-rate-new-low-1-16-10002558>

<https://www.mom.gov.sg/employment-practices/leave/paternity-leave>

Our Strategies And Future Plans

SUSTAINABLE DEVELOPMENT STRATEGIES

Enhancing, Preserving and Extending Lives for Our Patients and Their Families

2021 Highlights

Enhancing lives for our patients and their families



For our Dermatology segment, revenue contribution from this segment increased from S\$6.7 million to S\$8.8 million in FY 2021 due mainly to an increase in patient load from the lifting of the suspension of non-essential medical services during the Circuit Breaker (“CB”) period in Singapore from 7 April


2020 to 1 June 2020, as well as deferment of certain medical services in Phase 1 of post CB period from 2 June 2020 to 18 June 2020, implemented by the Government of Singapore in response to the COVID-19 pandemic in FY 2020, whereas the impact from the COVID-19 measures in FY 2021 was significantly lesser during the Phase 2 (Heightened Alert) from 16 May 2021 to 13 June 2021 and Phase 3 reopening of the Singapore economy.

Since the launch of our first ever SOG Dermatology Collection – Stretch Mark Control Cream and Skin Firming Oil in August 2020, we have sold over 1,400 bottles and continue to receive

many positive feedbacks from our customers. These products are available at our SOG clinics, website, and major online shopping platforms.

Other than delivering babies, our O&G segment performs gynaecological procedures and surgeries to meet the healthcare needs of our patients.

The number of gynaecological surgeries performed is as follows:

	 No. of Gynaecological Surgeries Performed
Year 2021	1,302
Year 2020	894





SUSTAINABLE DEVELOPMENT STRATEGIES

Preserving and extending lives for our patients and their families

Our Cancer-related segment forms the pillar of medical services for patients seeking attentive and effective treatment for cancers, particularly gynaecological and breast cancers. Our Cancer Specialist team, comprising one (1) Gynae-Oncologist, one (1) Colorectal Surgeon and one (1) Breast and Thyroid Surgeon, aims to provide holistic and altruistic options to support our patients in their fight against cancer.

For our Cancer-related segment, revenue decreased from S\$6.0 million to S\$5.6 million in FY 2021 due mainly to the cessation of SOG – SK Lim Breast & General Surgicare clinic’s service in February 2021 and lower contribution from the two (2) new clinics - SOG – HL Sim Colorectal, Endoscopy & General Surgery and SOG – CCT Breast, Thyroid & General Surgery which only commenced their operations in April and June 2021 respectively.

Below is the number of surgeries performed:

	
No. of GynaeOncological Surgeries Performed	No. of Breast, Thyroid and Colorectal Surgeries Performed

Year 2021	366	100
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Year 2020	299	202
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2022 Outlook

Enhancing lives for our patients and their families

For our Dermatology segment, we will continue to look out for talents to help grow our Dermatology segment. Our Dermatology segment has provided an alternative dimension to the Group’s revenue stream and provided enhancing and synergistic possibilities to our core O&G business.

With the increasing demand for our gynaecological services, we actively invest in and equip our O&G specialists with the right tools and opportunities to constantly upgrade their skills and adopt the latest medical practices and technologies such as HIFU and minimally invasive surgery.

Preserving and extending lives for our patients and their families

Cancer cases have been rising over the years. One (1) in every four (4) people in Singapore may develop cancer in their lifetime and the number of people affected by cancer will continue to increase.

Our Cancer Specialists have well established their bases in various hospitals and medical centres. With cancer cases on the rise, we will continue to strengthen our team of Cancer Specialists and equip them with the necessary skills and medical technology to support our patients’ fight against cancer.

SOG is committed to enhance, preserve and extend the lives of our patients and we are constantly looking to recruit the right specialist medical practitioners to help us achieve our mission.

Source:

<https://www.singaporecancersociety.org.sg/learn-about-cancer/cancer-basics/common-types-of-cancer-in-singapore.html>

Our Strategies And Future Plans

FUTURE PLANS

Our strategic business approach is centred on a four-pronged strategy:

Expansion of new services based on our vision of 'Being the premier specialist provider in holistic healthcare for women and children'



Expansion of our business operations regionally through organic growth, joint ventures and acquisitions



Invest in our healthcare professionals and synergistic businesses to maintain our market leadership



Diversify and grow our patient bases to target more corporate clients and medical tourists

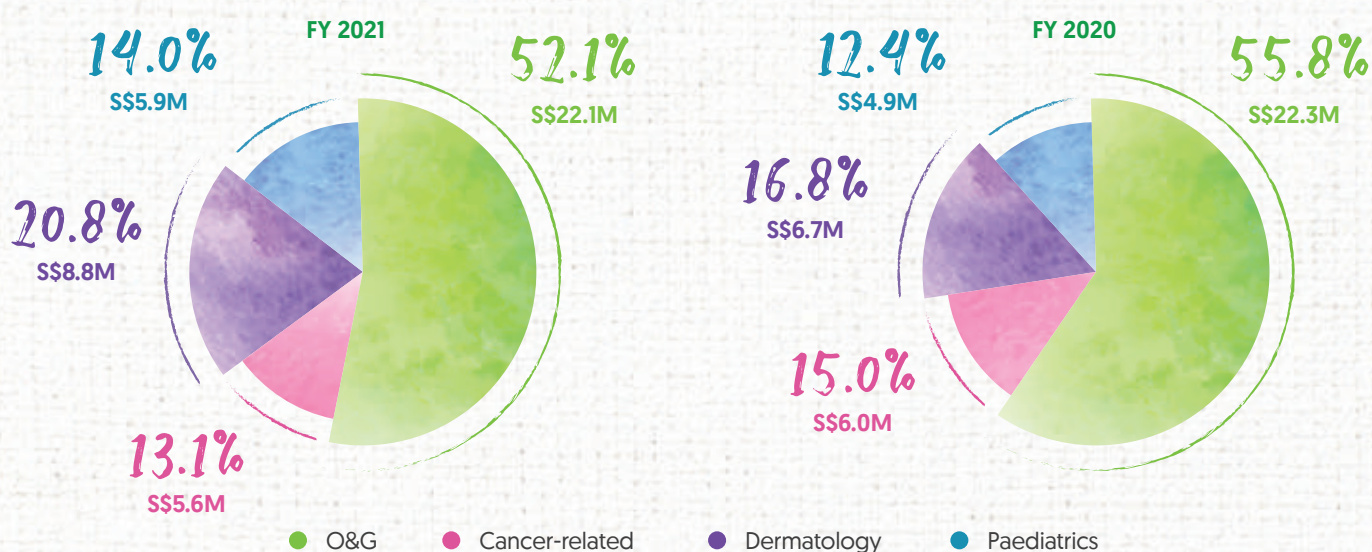


WHERE ARE WE NOW

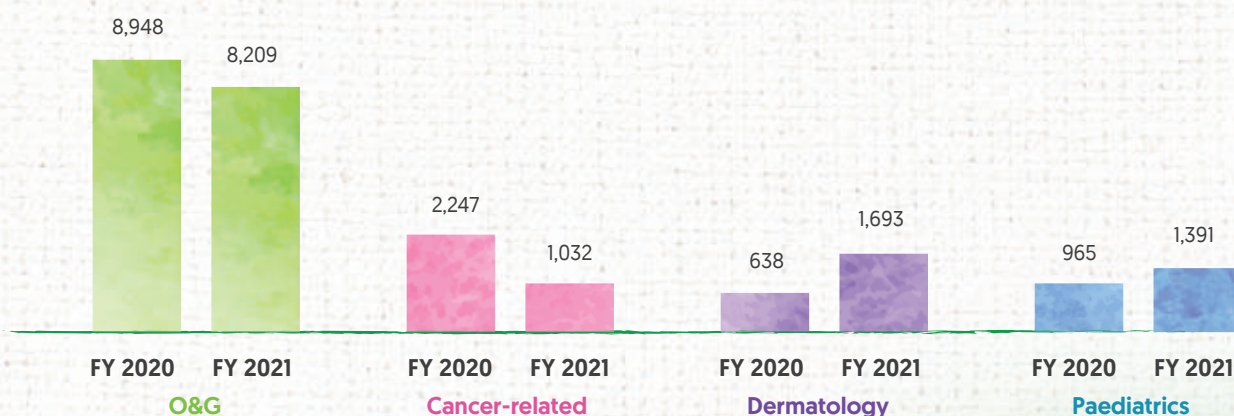
As a leading specialist healthcare group dedicated to women's and children's health and wellness, we strive to provide the full suite of services for all our patients and their families.

As of 31 December 2021, the Group has four (4) business segments: O&G, Cancer-related, Dermatology, and Paediatrics. In comparison to the previous financial year, the revenue and profit from operations contribution from our 17 specialist medical practitioners for FY 2021 are as follows:

Revenue by Business Segments



Profit from Operations by Business Segments (S\$'000)



We will continue to grow our four (4) segments and support our specialist medical practitioners in building up their patient loads especially for our junior medical practitioners. This will propel the Group to increase our market share in Singapore.

Our Strategies And Future Plans

WHAT WE AIM TO ACHIEVE IN THE FUTURE

We take a progressive approach in achieving our future plans and aim to:



Strengthen SOG's brand identity for our healthcare service offerings and increase market share.



Recruit more Specialist Medical Practitioners to strengthen all business segments within the Group.



Increase the level of inter-clinic referrals through synergy awareness.



Continue to grow our non-O&G business segments to increase their revenue and profit contribution to the Group.



Identify opportunities in business partnerships and collaborations, venturing into humanitarian and other ancillary perspectives.

Corporate Governance Report

DISCLOSURE TABLE FOR COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE AND CATALIST RULES

The Board of Directors [**“Board”**] of Singapore O&G Ltd. [the **“Company”** and together with its subsidiaries, the **“Group”**] are committed to maintaining high standards of corporate governance and place importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This report outlines the Company’s corporate governance practices in place during the financial year ended 31 December 2021 [**“FY 2021”**], with specific reference made to the Code of Corporate Governance 2018 [the **“Code”**], its related practice guidance [**“PG”**], guidelines from Code of Corporate Governance 2012 [**“Code 2012”**] which are still in effect as well as the disclosure guide developed by the Singapore Exchange Securities Trading Limited [the **“SGX-ST”**] in January 2015 [the **“Guide”**].

TABLE I - COMPLIANCE WITH THE CODE		
Principle/ Provision	Code and/or Guide Description	Company’s Compliance or Explanation
General	(a) Has the Company complied with all the principles and guidelines of the Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	The Company has complied with the principles and guidelines as set out in the Code, Code 2012 and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code, Code 2012 and/or the Guide.
	(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?	Not applicable. The Company did not adopt any alternative corporate governance practices in FY 2021.

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1.1	<i>Board and Board Committees composition</i>	As at the date of this report, the Board has 5 members and comprises the following:																																										
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10.2		[1] The Audit Committee (“AC”) comprises 3 members, all of whom, including the Chairman, are independent. All the members of the AC are non-executive Directors.																																										
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	<u>Role of Board</u>	<p>Entrusted to lead and oversee the Group, the Board is to act in the best interests of the Group. In addition to its statutory duties, the Board's principal functions are:</p> <ul style="list-style-type: none"> • providing entrepreneurial leadership, reviewing and setting the strategic directions and broad policies, ensuring that the necessary financial and human resources are in place for the Group to meet its objectives and monitoring the organisational performance towards them; • approving the Group's annual budgets, key operational matters, investment and divestment proposals, corporate or financial restructuring, material acquisitions and disposals of assets and making decisions in the interest of the Group, interested person transactions of a material nature, convening of shareholders' meetings and major funding proposals; • establishing and reviewing the adequacy and integrity of the Company's framework of risk management systems, internal controls and financial reporting systems to safeguard the shareholders' interest and the Company's assets; • identify the key stakeholder groups and recognise that their perceptions affect the Company's reputation; • consider sustainability/ESG issues such as environmental and social factors, as part of its strategic formulation and consequent disclosures relating to continuing sustainability/ESG performance; • adopting a Board Diversity Policy Statement to guide the building of diversity and inclusivity values of the Company in terms of recognising the importance of diversity and inclusivity across its practices relating to Board appointments, recruitment and performance management; • ensuring the Group's compliance with relevant laws, regulations, policies, directives, guidelines, internal codes of conduct and obligations to shareholders; • approving all Board appointments or re-appointments and appointments of any persons who have authority and responsibility for planning, directing and controlling the activities of the Company and specialist medical practitioners, as well as evaluating their performance and reviewing their compensation packages;

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	<p><i>Practices relating to conflict of interest</i></p>	<ul style="list-style-type: none"> ensuring accurate, adequate and timely reporting to, and communication and engagement with shareholders; setting the Group's values and standards of conduct and assuming the responsibility for the satisfactory fulfilment of social responsibilities of the Group; and reviewing the performance of the Group towards achieving adequate shareholder value including but not limited to the declaration of interim and final dividends, if applicable, approval of financial results of the Group and the audited financial statements and timely announcements of material transactions. <p>To facilitate effective management and assist the Board in discharging its responsibilities and to enhance the Group's corporate governance framework, the Board has delegated specific responsibilities to three committees as set out in Section 1.4 of Table I.</p> <p>The Company has in place practices to address potential conflicts of interest. All Directors are required to notify the Company promptly of all conflicts of interest as soon as practicable as well as when required and refresh the required declarations annually. Directors are required to recuse themselves from all deliberations/voting in relation to the matters which he/she has a conflict of interest in, unless the Board is of the opinion that the participation of the conflicted Director is of the best interest to the Company.</p>
1.2	<p><i>Directors' training and orientation</i></p> <p>(a) Are new Directors given formal training? If not, please explain why.</p>	<p>All newly appointed Directors will undergo an orientation programme conducted by the Chief Executive Officer ("CEO") and relevant senior management personnel, where the Director would be briefed on the Group's businesses, Board processes, internal controls and governance practices. The orientation programme includes meetings with various key management personnel and briefings on key areas of the Group's business, operations and regulatory environment to enable them to assimilate into their new roles. The programme also allows the new Director to get acquainted with senior management, thereby facilitating Board interaction and independent access to senior management. The Company provides a formal letter to each new Director upon his appointment, setting out clearly the Director's duties and obligations and enclosing the Terms of Reference of Board committees relevant to the newly appointed Director.</p> <p>In addition, as required under the SGX-ST Listing Manual: Section B: Rules of Catalist ("Catalist Rules"), a new Director who has no prior experience as a Director of a company listed on the SGX-ST must undergo training as prescribed by the SGX-ST. Such training must be completed within one year of the appointment.</p>

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	<p>(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?</p>	<p>The Board values on-going professional development and recognises that it is important that all Directors receive regular training to serve effectively on and contribute to the Board.</p> <p>To ensure Directors can fulfil their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, provided by accredited training providers. Directors are encouraged to consult the Chairman, CEO and NC if they consider that they personally, or the Board as a whole, would benefit from specific education or training on matters that fall within the responsibility of the Board or relate to the Company's business. Such training costs are borne by the Company.</p> <p>The Directors are also provided with ongoing updates and/or briefings from time to time by the senior management of the Company, professional advisers, auditors, sponsors and the company secretary in areas such as Directors' duties and responsibilities, corporate governance practices, risk management matters, sustainability/ESG trends and developments, cybersecurity risks and changes in financial reporting standards and listing rules.</p>

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	<u>Training attended for FY 2021</u>	<p>Courses, conferences and seminars attended by some of the Directors include:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 1.2 – Training(s) attended by Directors in FY 2021</th> </tr> <tr> <th>Course Name</th> <th>Course Organiser</th> <th>Attendees</th> </tr> </thead> <tbody> <tr> <td>SGX Regulatory Symposium 2021</td> <td>Singapore Exchange</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>ACCA Annual Conference 2021</td> <td>Association of Chartered Certified Accountants</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>CFO Connect Symposium</td> <td>CFO Connect</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>Singapore Governance and Transparency Forum 2021</td> <td>Singapore Institute of Directors</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>SID Directors Conference</td> <td>Singapore Institute of Directors</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>IVAS-IVSC Business Valuation Virtual Conference 2021</td> <td>International Valuation Association</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>IBF Masterclass with BizBaz-Behavioural Finance</td> <td>Institute of Banking & Finance, MAS</td> <td>Mr. Ng Boon Yew</td> </tr> <tr> <td>ACRA-SGX-SID Audit Committee Seminar 2021</td> <td>ACRA-SGX-SID</td> <td>Ms. See Tho Soat Ching</td> </tr> <tr> <td>Driving Climate Change through Executive Compensation</td> <td>Singapore Institute of Directors</td> <td>Ms. See Tho Soat Ching</td> </tr> <tr> <td>SheLeads Tech – How Sustainability will affect Technology Development</td> <td>ISACA</td> <td>Ms. See Tho Soat Ching</td> </tr> <tr> <td>Future of Assurance - Digital Risks</td> <td>Singapore Institute of Directors</td> <td>Ms. See Tho Soat Ching</td> </tr> <tr> <td>Listed Company Director Essentials – LED 1, 2, 3, 4, 5, 7 & 8</td> <td>Singapore Institute of Directors</td> <td>Ms. Linda Hoon Siew Kin</td> </tr> <tr> <td>Materiality Assessment Workplan</td> <td>Singapore Management University</td> <td>Ms. Linda Hoon Siew Kin</td> </tr> <tr> <td>Internal Carbon Pricing</td> <td>Ernst & Young, Singapore</td> <td>Ms. Linda Hoon Siew Kin</td> </tr> </tbody> </table>	Table 1.2 – Training(s) attended by Directors in FY 2021			Course Name	Course Organiser	Attendees	SGX Regulatory Symposium 2021	Singapore Exchange	Mr. Ng Boon Yew	ACCA Annual Conference 2021	Association of Chartered Certified Accountants	Mr. Ng Boon Yew	CFO Connect Symposium	CFO Connect	Mr. Ng Boon Yew	Singapore Governance and Transparency Forum 2021	Singapore Institute of Directors	Mr. Ng Boon Yew	SID Directors Conference	Singapore Institute of Directors	Mr. Ng Boon Yew	IVAS-IVSC Business Valuation Virtual Conference 2021	International Valuation Association	Mr. Ng Boon Yew	IBF Masterclass with BizBaz-Behavioural Finance	Institute of Banking & Finance, MAS	Mr. Ng Boon Yew	ACRA-SGX-SID Audit Committee Seminar 2021	ACRA-SGX-SID	Ms. See Tho Soat Ching	Driving Climate Change through Executive Compensation	Singapore Institute of Directors	Ms. See Tho Soat Ching	SheLeads Tech – How Sustainability will affect Technology Development	ISACA	Ms. See Tho Soat Ching	Future of Assurance - Digital Risks	Singapore Institute of Directors	Ms. See Tho Soat Ching	Listed Company Director Essentials – LED 1, 2, 3, 4, 5, 7 & 8	Singapore Institute of Directors	Ms. Linda Hoon Siew Kin	Materiality Assessment Workplan	Singapore Management University	Ms. Linda Hoon Siew Kin	Internal Carbon Pricing	Ernst & Young, Singapore	Ms. Linda Hoon Siew Kin
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1.3	<u>Matters requiring Board's approval</u>	<p>Matters that require the Board's approval include:</p> <ul style="list-style-type: none"> • corporate strategies and business plans; • corporate policies and any changes thereto; • Board structure and changes to compositions of the Board or Board Committees; • material acquisitions and disposals; • corporate or financial restructuring; • all investments and divestments; • share issuance, dividend declarations, share buy-back transactions or changes in capital; • budgets, financial results announcements, annual reports and audited financial statements; • interested person transactions exceeding S\$100,000; • Corporate Governance Report; and • Sustainability Report.
1.4	<u>Delegation to Board Committees</u>	<p>The Board delegated certain responsibilities to the AC, RC and NC (collectively, the "Board Committees"). The composition of the Board Committees is set out in Section 1.1 of Table I. The terms of reference of the AC, RC and NC are set out in Sections 4.1, 6.1 and 10.1 of Table I respectively.</p>

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1.5	<u>Attendance of Board and Board Committees</u>	<p>The Board meets on a quarterly basis, and as and when circumstances require. In FY 2021, the number of Board and Board Committee meetings held, and the attendance of each Board member are shown below.</p> <table border="1"> <thead> <tr> <th colspan="5">Table 1.5 – Attendance of Board and Board Committees</th> </tr> <tr> <th></th> <th>Board</th> <th>AC</th> <th>NC</th> <th>RC</th> </tr> </thead> <tbody> <tr> <td>Number of Meetings Held</td> <td>6</td> <td>4</td> <td>2</td> <td>4</td> </tr> <tr> <th>Name of Director</th> <th colspan="4">Number of Meetings Attended</th> </tr> <tr> <td>Dr. Beh Suan Tiong</td> <td>6</td> <td>4*</td> <td>2*</td> <td>3*</td> </tr> <tr> <td>Dr. Lee Keen Whye ¹</td> <td>2</td> <td>2*</td> <td>-</td> <td>-</td> </tr> <tr> <td>Dr. Heng Tung Lan</td> <td>5</td> <td>4*</td> <td>2*</td> <td>2*</td> </tr> <tr> <td>Mr. Ng Boon Yew ²</td> <td>6</td> <td>4</td> <td>2</td> <td>2* & 1</td> </tr> <tr> <td>Mr. Chan Heng Toong ³</td> <td>1</td> <td>1</td> <td>1</td> <td>1</td> </tr> <tr> <td>Mr. Chooi Yee-Choong ⁴</td> <td>2</td> <td>2*</td> <td>1</td> <td>1</td> </tr> <tr> <td>Ms. See Tho Soat Ching ⁵</td> <td>5</td> <td>4</td> <td>2*</td> <td>4</td> </tr> <tr> <td>Ms. Linda Hoon Siew Kin ⁶</td> <td>3</td> <td>2</td> <td>1</td> <td>3</td> </tr> </tbody> </table> <p><i>* by Invitation</i></p> <p>Notes:</p> <p>¹ Resigned with effect from 31 December 2021.</p> <p>² Appointed as a member of RC with effect from 14 September 2021.</p> <p>³ Retired with effect from 23 April 2021.</p> <p>⁴ Resigned with effect from 15 June 2021.</p> <p>⁵ Appointed as RC Chairman with effect from 15 June 2021, and appointed as a member of NC with effect from 14 September 2021.</p> <p>⁶ Appointed as an Independent Director, NC Chairman and a member of AC and RC with effect from 4 June 2021.</p> <p>The Company's Constitution allows for meetings to be held through telephone and/or videoconference.</p>	Table 1.5 – Attendance of Board and Board Committees						Board	AC	NC	RC	Number of Meetings Held	6	4	2	4	Name of Director	Number of Meetings Attended				Dr. Beh Suan Tiong	6	4*	2*	3*	Dr. Lee Keen Whye ¹	2	2*	-	-	Dr. Heng Tung Lan	5	4*	2*	2*	Mr. Ng Boon Yew ²	6	4	2	2* & 1	Mr. Chan Heng Toong ³	1	1	1	1	Mr. Chooi Yee-Choong ⁴	2	2*	1	1	Ms. See Tho Soat Ching ⁵	5	4	2*	4	Ms. Linda Hoon Siew Kin ⁶	3	2	1	3
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1.6	<p><u>Access to information</u></p> <p>What types of information does the Company provide to Independent Directors to enable them to understand its business, the business and financial environment as well as the risks faced by the Company? How frequently is the information provided?</p>	<p>Directors are provided with complete and adequate information related to agenda items in a timely manner for them to make informed decisions and discharge their duties and responsibilities.</p> <p>As part of information management, Management provides the Board with key information that is complete, adequate and timely prior to meetings and whenever required. The information provided to Directors for FY 2021 is set out in the table below.</p> <table border="1"> <thead> <tr> <th colspan="3">Table 1.6 – Types of information provided by Management</th> </tr> <tr> <th></th> <th>Information</th> <th>Frequency</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td> <td>Quarterly</td> </tr> <tr> <td>2.</td> <td>Updates to the Group's operations and the markets in which the Group operates in</td> <td>Quarterly</td> </tr> <tr> <td>3.</td> <td>Budgets and/or forecasts (with variance analysis), management accounts (with financial ratios analysis)</td> <td>Quarterly</td> </tr> <tr> <td>4.</td> <td>Reports on on-going or planned corporate actions</td> <td>Ad-hoc</td> </tr> <tr> <td>5.</td> <td>External Auditors' ["EA"] and Internal Auditors' ["IA"] report(s)</td> <td>Annually</td> </tr> <tr> <td>6.</td> <td>Research report(s) including analysts' reports or ratings</td> <td>Ad-hoc</td> </tr> <tr> <td>7.</td> <td>Shareholding statistics</td> <td>Annually</td> </tr> <tr> <td>8.</td> <td>Strategic Plans</td> <td>Annually</td> </tr> </tbody> </table> <p>Management recognises the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings. As such, Management endeavours to circulate information at least five days prior to the meetings to allow sufficient time for review by the Directors.</p> <p>Management will also on the best endeavour, encrypt documents which bear material price sensitive information when circulating documents electronically. Management will also provide any additional material information including advice or opinions from external advisors or consultants that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects.</p>	Table 1.6 – Types of information provided by Management				Information	Frequency	1.	Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	Quarterly	2.	Updates to the Group's operations and the markets in which the Group operates in	Quarterly	3.	Budgets and/or forecasts (with variance analysis), management accounts (with financial ratios analysis)	Quarterly	4.	Reports on on-going or planned corporate actions	Ad-hoc	5.	External Auditors' ["EA"] and Internal Auditors' ["IA"] report(s)	Annually	6.	Research report(s) including analysts' reports or ratings	Ad-hoc	7.	Shareholding statistics	Annually	8.	Strategic Plans	Annually
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1.7	<p><u>Change of company secretary</u></p> <p><u>Access to Management and company secretary</u></p> <p><u>Access to professional advice</u></p>	<p>The appointment and removal of the company secretary is a matter for the Board as a whole.</p> <p>Directors have separate and independent access to the Management and company secretary at all times.</p> <p>Individually or collectively, in order to execute their duties, Directors can obtain independent professional advice at the Company's expense where required. The appointments of such independent professional advisors are subject to the approval of the Board.</p>
BOARD COMPOSITION AND GUIDANCE		
2.1 2.2 2.3 3.3	<p><u>Board composition</u></p> <p>Does the Company comply with the guideline on the proportion of Independent Directors and/or Non-Executive Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.</p> <p><u>Lead Independent Director</u></p>	<p>The Company complies with the Code as while the Chairman is not independent, Independent Directors currently make up a majority of the Board. As at the date of this Report, the Board comprises two (2) Executive Directors and three (3) Independent Directors.</p> <p>Mr. Ng Boon Yew has also been appointed as the Lead Independent Director of the Company and makes himself available to shareholders if they have concerns relating to matters that contact through the Chairman, CEO and/or Chief Financial Officer ("CFO") has failed to resolve, or where such contact is inappropriate or inadequate.</p> <p>The Lead Independent Director makes himself available to shareholders at the Company's general meetings and his email is stated on the Company's website at https://www.sog.com.sg/about-sog/, in the Company's Whistleblowing Policy Statement. The Lead Independent Director has the authority and is responsible to call and lead meetings of the Independent Directors, when necessary and appropriate. Led by the Lead Independent Director, the Independent Directors communicate regularly without the presence of the Executive Directors and Management to discuss matters such as board processes, corporate governance initiatives, succession and leadership development planning, and remuneration matters. Feedback on the outcomes of these discussions is provided to the Executive Chairman and/or the Board after such meetings. The Lead Independent Director also acts as a sounding board to the CEO on matters of business strategies and investment opportunities of the Company.</p> <p>The Lead Independent Director will represent the Independent Directors in responding to shareholders' questions and comments that are directed to the Independent Directors as a group and at the General Meetings of the Company.</p>

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2.1 4.4 Code 2012 – Guideline 2.4	<u>Independence assessment of Directors</u>	<p>The Board considers the existence of relationships or circumstances, including those identified by the Code and Catalist Rules, that are relevant to determine whether a Director is independent. In addition, the NC reviews annually the independence of each individual Independent Director.</p> <p>The NC has reviewed each Independent Director's declaration as set out in the Director's Independence Form in their assessment of independence and confirmed that the independence of the Independent Directors is in accordance with the Code, PG and Catalist Rules. The Independent Directors have also confirmed their independence in accordance with the Code, PG and Catalist Rules.</p> <p>The Company has in place a policy whereby Directors must consult both the Chairman of the Board and the NC Chairman prior to accepting new Director appointments on listed companies. The Company has adopted a guideline of Director appointments on listed companies as not exceeding six (6). Directors must also immediately report any changes in their external appointments, including any corporate developments or regulatory investigations or enquiries relating to their external appointments, which may affect their independence or place the Director in a position of actual or perceived conflict of interest. This ensures that Directors continually meet the requirements of independence under the Code and Catalist Rules.</p>
	<p>(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code and Catalist Rules that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship.</p> <p>(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.</p>	<p>There are no Directors who is deemed independent by the Board, notwithstanding the existence of a relationship that would otherwise deem him/her not to be independent.</p>

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	<p><i>Independent Directors serving beyond nine years</i></p> <p>Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.</p>	<p>Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which take effect from 1 January 2022, the continued appointment of an independent director who has served on the Board for an aggregate period of more than nine or more years will be subject to the approval of (i) all shareholders; and (ii) all shareholders, excluding shareholders who are directors and Chief Executive Officer of the Company (and their associates).</p> <p>There are no Independent Directors who has served beyond nine years since the date of his/her first appointment.</p>																																										
	<p><i>Board diversity</i></p> <p>(a) What is the Board's policy with regard to diversity in identifying Director nominees?</p>	<p>In accordance with the Board Diversity Policy Statement, the Board's policy in identifying Director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender. The Board is mindful that diversity is not specific to gender or certain personal attributes but would extend to sectorial diversity, diversity as to experience and skills experience across various disciplines and would strive to ensure the diversity would enhance the long-term success of the Group. The objective of the policy is to guard against groupthink and foster robust and constructive debate leading to better decision making. This ensures that the Board composition is optimal to support the Group's needs in the short and long term.</p>																																										
	<p>(b) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.</p>	<p>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 2.4 – Diversity of the Board</th> </tr> <tr> <th></th> <th>Number of Directors</th> <th>Proportion of Board</th> </tr> </thead> <tbody> <tr> <td colspan="3">Core Competencies</td> </tr> <tr> <td>- Leadership</td> <td>3</td> <td>60%</td> </tr> <tr> <td>- Business management</td> <td>5</td> <td>100%</td> </tr> <tr> <td>- Finance/Audit/Risk Management</td> <td>4</td> <td>80%</td> </tr> <tr> <td>- Healthcare & Clinical Governance</td> <td>4</td> <td>80%</td> </tr> <tr> <td>- Legal & Regulatory Compliance</td> <td>4</td> <td>80%</td> </tr> <tr> <td>- Digital & Application of Technology</td> <td>3</td> <td>60%</td> </tr> <tr> <td>- Human Capital/Talent Building</td> <td>4</td> <td>80%</td> </tr> <tr> <td>- Singapore Geographical Expertise</td> <td>5</td> <td>100%</td> </tr> <tr> <td colspan="3">Gender</td> </tr> <tr> <td>- Male</td> <td>2</td> <td>40%</td> </tr> <tr> <td>- Female</td> <td>3</td> <td>60%</td> </tr> </tbody> </table>	Table 2.4 – Diversity of the Board				Number of Directors	Proportion of Board	Core Competencies			- Leadership	3	60%	- Business management	5	100%	- Finance/Audit/Risk Management	4	80%	- Healthcare & Clinical Governance	4	80%	- Legal & Regulatory Compliance	4	80%	- Digital & Application of Technology	3	60%	- Human Capital/Talent Building	4	80%	- Singapore Geographical Expertise	5	100%	Gender			- Male	2	40%	- Female	3	60%
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	(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?	<p>The Board took the following steps to maintain or enhance its balance and diversity through a Board Composition Matrix:</p> <ul style="list-style-type: none"> • Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and • Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the potential gaps in the areas of expertise and competencies at the Board. <p>The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.</p>
2.5	<i>Meeting in the absence of the Management</i>	<p>The Independent Directors, led by the Lead Independent Director, held ad-hoc discussions via electronic communication to discuss concerns or matters such as the effectiveness of Management. Such discussions are conducted in the absence of key management personnel.</p> <p>For FY 2021, the Independent Directors met at least once in the absence of key management personnel.</p>
CHAIRMAN AND CHIEF EXECUTIVE OFFICER		
3.1 3.2	<i>Role of Chairman and CEO</i>	<p>The Chairman leads the Board discussions, fostering constructive conditions that render the Board effective. He facilitates effective contribution of Directors and promotes high standards of corporate governance. The Chairman performs a significant leadership role by providing clear oversight and guidance to the management on strategy and the drive to transform the Group's businesses.</p> <p>The CEO takes a leading role in developing the businesses of the Group and manages the day-to-day operations with the assistance of key management personnel. He proposes strategic proposals to the Board and implements decisions made by the Board.</p>
	<i>Relationship between Chairman and CEO</i>	<p>The Chairman and CEO are not related. Their roles are separate to ensure a clear division of responsibilities, increased accountability and greater capacity of the Board for independent decision making.</p>

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4	<i>Steps taken to progressively renew the Board composition</i>	<p>The Board is of the opinion that it would be most effective to draw on the wealth of experience from the longer serving Directors while concurrently taking progressive steps to review and consider opportunities to refresh the Board as and when deemed required. Such reviews are done through the assistance of a Board Composition Matrix.</p> <p>To meet the changing challenges in the industry which the Group operates in, the Board Composition Matrix, which includes additional factors such as the expertise, skills and competencies which the Board needs against the existing competencies, would be reviewed by the NC on an annual basis to ensure that the Board dynamics remain optimal.</p>
4.1	<i>Role of NC</i>	<p>The NC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> (a) reviewing and recommending candidates for appointments to the Board and Board Committees; (b) reviewing any appointment of a person(s) who is a relative of a Director or CEO or substantial shareholder of the Group to a managerial position in the Company or any of its principal subsidiaries; (c) re-nomination of Directors for re-election in accordance with the Constitution at each annual general meeting and having regard to the Director's contribution and performance (including alternate Directors, if applicable); (d) reviewing and determining annually, and as and when circumstances require, if a Director is independent; (e) considering whether or not a Director of the Company is able to and has been adequately carrying out his duties and responsibilities, including time and effort contributed to the Company, attendance at meetings of the Board and Board Committees, participation at meetings and contributions of constructive, analytical, independent and well-considered views, and taking into consideration the Director's number of listed company board representations and other principal commitments; (f) developing a process for evaluation of the performance of the Board, its Board Committees and Directors and deciding how the Board's performance may be evaluated and propose objective performance criteria, as approved by the Board that allows comparison with its industry peers, and addressing how the Board has enhanced long-term shareholder's value. These performance criteria should not be changed from year to year, and where circumstances deem it necessary for any of the criteria to be changed, the onus should be on the Board to justify this decision;

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		<p>(g) recommending to the Board the review of the Board's succession plans including the Chairman;</p> <p>(h) reviewing and assessing from time to time whether any Director or any person involved in the day-to-day management of the Group is related to, or is appointed pursuant to an agreement or arrangement with, a controlling shareholder and/or its associates; and</p> <p>(i) reviewing the training and professional development programs for the Board.</p> <p>For the review of succession plans and Board's composition for FY 2021, the NC also took into consideration the amendments to the Catalist Rules in relation to the continued appointment of an Independent Director who has served for an aggregate period of more than nine years, bearing in mind that the amendments is in effect from 1 January 2022.</p>																		
4.3	<p><i>Selecting, Appointment and Re-appointment of Directors</i></p> <p>Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new Directors and (ii) re-electing incumbent Directors.</p>	<table border="1"> <thead> <tr> <th colspan="3">Table 4.3(a) – Selection and Appointment of New Directors</th> </tr> <tr> <td colspan="3">The NC: -</td> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Determine selection criteria</td> <td> <ul style="list-style-type: none"> In consultation with the Board, identifies the current needs and gaps in the current competencies at the Board level and which could be enhanced to complement and strengthen the Board. Determines the competencies required for the new appointment after such deliberation. </td> </tr> <tr> <td>2.</td> <td>Candidate search</td> <td> <ul style="list-style-type: none"> Considers candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage external search consultants where necessary. </td> </tr> <tr> <td>3.</td> <td>Assesses shortlisted candidates</td> <td> <ul style="list-style-type: none"> Led by the NC Chairman, meets and interviews the shortlisted candidates to assess their suitability. </td> </tr> <tr> <td>4.</td> <td>Proposes recommendations</td> <td> <ul style="list-style-type: none"> Makes recommendations for the Board's consideration and approval. </td> </tr> </tbody> </table>	Table 4.3(a) – Selection and Appointment of New Directors			The NC: -			1.	Determine selection criteria	<ul style="list-style-type: none"> In consultation with the Board, identifies the current needs and gaps in the current competencies at the Board level and which could be enhanced to complement and strengthen the Board. Determines the competencies required for the new appointment after such deliberation. 	2.	Candidate search	<ul style="list-style-type: none"> Considers candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage external search consultants where necessary. 	3.	Assesses shortlisted candidates	<ul style="list-style-type: none"> Led by the NC Chairman, meets and interviews the shortlisted candidates to assess their suitability. 	4.	Proposes recommendations	<ul style="list-style-type: none"> Makes recommendations for the Board's consideration and approval.
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4.5	<p><u>Assessment of Directors' duties</u></p> <p><u>Other listed company directorships and principal commitments of Directors</u></p>	<p>Assessment of the individual Directors' performance was based on the criteria set out in Section 5.1 of Table I. The assessment criteria set out in the following documents were used to assess the performance and consider competing time commitments of the Directors: -</p> <ul style="list-style-type: none"> • Board Composition Matrix; and • Board and Board Committees Performance Evaluation Form. <p>The NC had reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and principal commitments of each of the Directors (if any) as set out in the "Board of Directors" section of this Annual Report, and is satisfied that all Directors were able to diligently discharge their duties and provide the time commitment for FY 2021.</p>
	<p><u>Multiple Directorships</u></p> <p>(a) What is the maximum number of listed company board representations that the Company has prescribed for its Directors? What are the reasons for this number?</p>	<p>The Board has set the maximum number of listed company board representations as not more than six (6) directorships as a guideline.</p> <p>Having assessed the capacity of the Directors based on factors disclosed in Section 4.5(c) of Table I, the Board is of the view that this number would allow Directors to gain increased exposure to different Boards from different industry sectors and broaden their experience and knowledge on the market place, competitive landscape and matters of strategic interests, thereby benefitting the Company.</p>
	<p>(b) If a maximum has not been determined, what are the reasons?</p>	<p>Not Applicable.</p>
	<p>(c) What are the specific considerations in deciding on the capacity of Directors?</p>	<p>The specific considerations in assessing the capacity of Directors include:</p> <ul style="list-style-type: none"> • Expected and/or competing time commitments of Directors, including whether such commitment is a full-time or part-time employment capacity; • Geographical location of Directors; • Size and composition of the Board; • Nature and scope of the Group's operations and size; and • Capacity, complexity and expectations of the other listed directorships and principal commitments held.
PG 4	<u>Alternate Directors</u>	<p>Alternate Directors will be appointed as and when the Board deems necessary. Circumstances which warrant such appointments may include health, age-related concerns as well as Management succession plans.</p> <p>Notwithstanding the foregoing, the Board does not encourage the appointment of alternate Directors. The Company currently does not have any alternate Director.</p>

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5.1	<i>Performance Criteria</i>	<p>Table 5 sets out the performance criteria, recommended by the NC and approved by the Board, to evaluate the effectiveness of the Board as a whole and assess the contribution by each Director.</p> <table border="1"> <thead> <tr> <th colspan="2">Table 5 – Performance Criteria</th> </tr> <tr> <th>Board</th> <th>Individual Directors</th> </tr> </thead> <tbody> <tr> <td>1. Size and composition</td> <td>1. Commitment of time</td> </tr> <tr> <td>2. Access to information</td> <td>2. Knowledge and abilities</td> </tr> <tr> <td>3. Board processes</td> <td>3. Teamwork</td> </tr> <tr> <td>4. Strategic planning</td> <td>4. Independence and objectivity</td> </tr> <tr> <td>5. Board accountability</td> <td>5. Integrity</td> </tr> <tr> <td>6. Succession planning</td> <td>6. Overall effectiveness</td> </tr> <tr> <td>7. Board effectiveness in its monitoring role and attainment of the strategic and long-term objectives</td> <td>7. Track record in good decision making</td> </tr> <tr> <td>8. Board Committees' performance in relation to discharging their responsibilities set out in their respective terms of reference</td> <td>8. Perspectives on competition</td> </tr> <tr> <td>9. Board stewardship</td> <td></td> </tr> </tbody> </table> <p>The NC would review the criteria periodically to ensure that the criteria are able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholders value. In addition to the assessment criteria currently employed by the NC and approved by the Board, the NC may also consider including quantitative considerations in the assessment criteria, such as the Company's share price performance over a five-year period vis-à-vis the Singapore Straits Times Index and a benchmark index of its industry peers, return on assets, return on equity, return on investment, economic value-added and profitability on capital employed. The Company's ranking on the Singapore Governance and Transparency Index would also be an added assessment criteria to provide an objective rating on the governance practices of the Board. Any such amendment to the criteria used to assess the performance of the Board, Board committees and individual Directors will be proposed by the NC to the Board for approval.</p> <p>In respect of the Board's performance review of FY2021, Board stewardship and perspectives on competition were inserted by NC as non-financial competencies for the assessment of the Board and individual Directors in light of increasing expectations on Directors in terms of their duty of oversight. Consequent to the NC's review conducted during the financial year, these changes were made to reflect the deliberations of the NC and to record the evaluation process.</p>	Table 5 – Performance Criteria		Board	Individual Directors	1. Size and composition	1. Commitment of time	2. Access to information	2. Knowledge and abilities	3. Board processes	3. Teamwork	4. Strategic planning	4. Independence and objectivity	5. Board accountability	5. Integrity	6. Succession planning	6. Overall effectiveness	7. Board effectiveness in its monitoring role and attainment of the strategic and long-term objectives	7. Track record in good decision making	8. Board Committees' performance in relation to discharging their responsibilities set out in their respective terms of reference	8. Perspectives on competition	9. Board stewardship	
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5.2	<p><u>Performance Review</u></p> <p>(a) What was the process upon which the Board reached the conclusion on its performance for the financial year?</p>	<p>The reviews of the performance of the Board, Board Committees and individual Directors are conducted by the NC annually and when the individual Director is due for re-election.</p> <p>For FY 2021, the review process was as follows:</p> <ol style="list-style-type: none"> 1. All Directors individually completed the Board Performance Evaluation Forms on the effectiveness of the Board, Board Committees and the individual Directors based on criteria disclosed in Section 5.1 of Table I; 2. All Directors individually completed the self assessment of the various criteria set out in the Board Composition Matrix; 3. The Company Secretary collated and submitted the Board and Board Committees questionnaire results to the NC Chairman in the form of two reports, namely the Board Performance Evaluation Report and the Board Composition Matrix Report; 4. The NC discussed the reports, and ascertained key areas for improvements and requisite follow-up actions to ensure continuous improvement of the corporate governance of the Company and effectiveness of the Board as a whole and the contribution of each Director; and 5. The results of the performance reviews were deliberated during the NC meeting and tabled at the Board meeting for further discussion and approval. <p>All NC members have abstained from the voting or review process of any matters in connection with the assessment of his/her performance or re-appointment as a Director of the Company.</p> <p>No external facilitator was used in the evaluation process.</p>
	(b) Has the Board met its performance objectives?	Yes, the Board has met its performance objectives for FY 2021.

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REMUNERATION MATTERS		
DEVELOPING REMUNERATION POLICIES		
6.1 6.3	<u>Role of the RC</u>	<p>The RC is guided by key terms of reference which includes:</p> <p>(a) reviewing and recommending to the Board for approval of the policy for determining the remuneration of the key executives of the Group, as follows:</p> <ul style="list-style-type: none"> • Executive Directors; • CEO; and • CFO. <p>(b) reviewing the on-going appropriateness and relevance of the executive remuneration policy and other benefit programs including the terms of renewal for those Executive Directors;</p> <p>(c) reviewing and recommending to the Board a general framework of remuneration for the Board and key management personnel. The RC should also review and recommend to the Board the specific remuneration packages for each Director as well as the entire specific remuneration package and service contract terms for each member of key management personnel. The RC's recommendations should be submitted for endorsement by the entire Board. The RC should cover all aspects of remuneration (including but not limited to Director's fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind, retirement rights, severance packages and service contracts), having regard to the executive remuneration policy for each of the companies within the Group;</p> <p>(d) reviewing the Company's obligations arising in the event of termination of the Executive Directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC should aim to be fair and avoid rewarding poor performance;</p> <p>(e) reviewing and recommending to the Board the termination payments, retirement payments, gratuities, ex-gratia payments, severance payments and other similar payments, where applicable to each member of key management personnel;</p> <p>(f) seeking expert advice inside the Company and/or outside professional advice on the remuneration of all Directors and key management personnel and to ensure that existing relationships, if any, between the company and its appointed consultants will not affect the independence and objectivity of the consultants. The Company should also disclose the names and firms of the remuneration consultants in the annual remuneration report, and include a statement on whether the remuneration consultants have any such relationships with the Company;</p>

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	<u>Role of the RC</u>	<p>(g) determining, reviewing and recommending the design of all option plans, stock plans and/or other equity-based plans that the Group proposes to implement, to determine each year whether awards will be made under such plans, to review each award as well as the total proposed awards under each plan in accordance with the rules governing each plan and to review and keep under review performance hurdles and/or fulfilment of performance hurdles under such plans;</p> <p>(h) reviewing the remuneration framework (including Directors' fees) for the Independent Directors of the Company; and</p> <p>(i) reviewing the remuneration of employees who are related to the Directors, CEO and substantial shareholders to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities;</p> <p>(j) recommending to the Board the review of succession plans for the CEO;</p> <p>(k) recommending the appointment of key management positions, reviewing succession plans for key positions within the Group and overseeing the development of key executives and talented executives within the Group.</p> <p>The RC's review and recommendations cover all aspects including Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind.</p> <p>Each RC member will abstain from participating in the deliberations of and voting on any resolution in respect of his/her remuneration package or that of employees related to him/her.</p>
6.4	<u>Engagement of Remuneration Consultants</u>	During FY 2021, the Company did not engage any independent remuneration consultant firm. The RC will, if necessary, seek advice from external remuneration consultants on remuneration matters.
6.3	<u>"Claw-back" Provisions</u>	There are no contractual provisions which allow the Company to reclaim incentives from the Executive Directors and key management personnel in certain circumstances. The Board is of the view that as the Group pays performance bonuses based on the actual performance of the Group and/or Company (and not on forward-looking results) as well as the actual results of its Executive Directors and key management personnel, "claw-back" provisions in the service agreements may not be relevant or appropriate.

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7.1 7.2 7.3 8.1	<u>Remuneration Policy</u>	The Company's remuneration policy which covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, benefits-in-kind, bonuses, options, share-based incentives and awards, is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff that total compensation has been linked to the achievement of organisational and individual performance objectives and benchmarked against relevant and comparative compensation in the market.
	<u>Remuneration Structure for Executive Directors and key management personnel</u> (a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.	<p>The remuneration received by the Executive Directors and key management personnel takes into consideration his/her individual performance and contribution towards the overall performance of the Group for FY 2021. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of an annual base salary and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives, for each individual role. To align the interests of the Directors and key management personnel of the Group with the interests of shareholders, the Group has also adopted the SOG Employee Share Option Scheme and SOG Performance Share Plan.</p> <p>The remuneration structure is linked by incorporating key performance indicators, selected conditions in the share plans and performance conditions set out in Part (b) of this section. The senior management proposes the compensation for the Executive Directors and key management personnel for the RC's review, which would thereafter recommend the Executive Directors' and key management personnel's compensation for the Board's approval.</p>

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	<p><u>Performance Criteria</u></p> <p>(b) What were the performance conditions used to determine their entitlement under the short term and long-term incentive schemes?</p>	<p>The following performance conditions for determining incentive plans were chosen to motivate Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:</p> <table border="1"> <thead> <tr> <th colspan="2">Table 7.1 - Performance Criteria</th> </tr> </thead> <tbody> <tr> <td>Qualitative</td> <td> <ol style="list-style-type: none"> Leadership People development Commitment Teamwork Talent Retention and Succession Current market and industry practices </td> </tr> <tr> <td>Quantitative</td> <td> <ol style="list-style-type: none"> NPAT growth Revenue growth </td> </tr> </tbody> </table>	Table 7.1 - Performance Criteria		Qualitative	<ol style="list-style-type: none"> Leadership People development Commitment Teamwork Talent Retention and Succession Current market and industry practices 	Quantitative	<ol style="list-style-type: none"> NPAT growth Revenue growth
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	<p>(c) Were all of these performance conditions met? If not, what were the reasons?</p>	<p>Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY 2021.</p>						
7.2	<p><u>Remuneration Structure of Non-Executive Directors</u></p>	<p>Non-Executive Directors will each receive their Directors' fees in cash. Directors' fees are subjected to shareholders' approval at a general meeting. The fees for the financial year in review are determined in the current financial year, proposed by the Management, submitted to the RC for review and thereafter recommended to the Board for approval.</p> <p>The RC has reviewed and assessed that the remuneration of the Non-Executive Directors for FY 2021 is appropriate, considering the effort, time spent and responsibilities of said Directors.</p>						

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8.1(a) 8.1(b)	(a) Has the Company disclosed each Director's and the CEO's remuneration as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?	<p>The breakdown for the remuneration of the Directors and the CEO for FY 2021 is as follows:</p> <table border="1"> <thead> <tr> <th colspan="7">Table 8.1(a) – Directors' and CEO's Remuneration</th> </tr> <tr> <th>Name</th> <th>Remuneration (\$\$)</th> <th>Directors Fees (%)</th> <th>Salaries (%)</th> <th>Variable/ Performance Bonus (%)</th> <th>Employer CPF Contribution (%)</th> <th>Total (%)</th> </tr> </thead> <tbody> <tr> <td colspan="7">Executive Directors</td> </tr> <tr> <td>Dr. Beh Suan Tiong</td> <td>1,164,051</td> <td>-</td> <td>42.0</td> <td>56.9</td> <td>1.1</td> <td>100.0</td> </tr> <tr> <td>Dr. Heng Tung Lan</td> <td>2,153,070</td> <td>-</td> <td>51.1</td> <td>48.5</td> <td>0.4</td> <td>100.0</td> </tr> <tr> <td>Dr. Lee Keen Whye ¹</td> <td>213,733</td> <td>-</td> <td>97.5</td> <td>-</td> <td>2.5</td> <td>100.0</td> </tr> <tr> <td colspan="7">Independent Directors</td> </tr> <tr> <td>Mr. Ng Boon Yew</td> <td>52,750</td> <td>100.0</td> <td>-</td> <td>-</td> <td>-</td> <td>100.0</td> </tr> <tr> <td>Mr. Chan Heng Toong ²</td> <td>10,583</td> <td>100.0</td> <td>-</td> <td>-</td> <td>-</td> <td>100.0</td> </tr> <tr> <td>Mr. Chooi Yee-Choong ³</td> <td>13,667</td> <td>100.0</td> <td>-</td> <td>-</td> <td>-</td> <td>100.0</td> </tr> <tr> <td>Ms. See Tho Soat Ching</td> <td>37,917</td> <td>100.0</td> <td>-</td> <td>-</td> <td>-</td> <td>100.0</td> </tr> <tr> <td>Ms. Linda Hoon Siew Kin ⁴</td> <td>24,250</td> <td>100.0</td> <td>-</td> <td>-</td> <td>-</td> <td>100.0</td> </tr> <tr> <td colspan="7">CEO</td> </tr> <tr> <td colspan="7">Between S\$250,000 to S\$500,000</td> </tr> <tr> <td>Mr. Choo Kok Wei, Eric</td> <td>N/A ⁵</td> <td>-</td> <td>79.0</td> <td>15.7 ⁶</td> <td>5.3</td> <td>100.0</td> </tr> </tbody> </table> <p>Notes:</p> <p>¹ On medical leave of absence, as announced on 2 March 2021. Resigned with effect from 31 December 2021.</p> <p>² Retired with effect from 23 April 2021.</p> <p>³ Resigned with effect from 15 June 2021.</p> <p>⁴ Appointed with effect from 4 June 2021.</p> <p>⁵ The Board, taking into consideration the competitive business environment, decided to disclose the remuneration amounts of the CEO in bands of S\$250,000.</p> <p>⁶ Variable/Performance bonus is for FY 2020 which was approved by the Board and paid in FY 2021.</p> <p>There were no termination, retirement and post-employment benefits that may be granted to the Directors and the CEO.</p>	Table 8.1(a) – Directors' and CEO's Remuneration							Name	Remuneration (\$\$)	Directors Fees (%)	Salaries (%)	Variable/ Performance Bonus (%)	Employer CPF Contribution (%)	Total (%)	Executive Directors							Dr. Beh Suan Tiong	1,164,051	-	42.0	56.9	1.1	100.0	Dr. Heng Tung Lan	2,153,070	-	51.1	48.5	0.4	100.0	Dr. Lee Keen Whye ¹	213,733	-	97.5	-	2.5	100.0	Independent Directors							Mr. Ng Boon Yew	52,750	100.0	-	-	-	100.0	Mr. Chan Heng Toong ²	10,583	100.0	-	-	-	100.0	Mr. Chooi Yee-Choong ³	13,667	100.0	-	-	-	100.0	Ms. See Tho Soat Ching	37,917	100.0	-	-	-	100.0	Ms. Linda Hoon Siew Kin ⁴	24,250	100.0	-	-	-	100.0	CEO							Between S\$250,000 to S\$500,000							Mr. Choo Kok Wei, Eric	N/A ⁵	-	79.0	15.7 ⁶	5.3	100.0
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	<p>(b) Has the Company disclosed each key management personnel's remuneration, in bands of S\$250,000 or more in detail, as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?</p>	<p>Given the size and nature of the Company's business, the Company has identified one (1) top key management personnel.</p> <p>The breakdown for the remuneration of the Company's key management personnel, i.e., the CFO of the Company (who is not a Director or the CEO) for FY 2021 is as follows:</p> <table border="1"> <thead> <tr> <th colspan="5">Table 8.1(b) – Remuneration of Key Management Personnel</th> </tr> <tr> <th>Name</th> <th>Salary (%)</th> <th>Variable/ Performance Bonus (%)</th> <th>Employer CPF Contribution (%)</th> <th>Total (%)</th> </tr> </thead> <tbody> <tr> <td colspan="5">Between S\$250,000 to S\$500,000</td> </tr> <tr> <td>Ms. Doreen Chew Wai Yin</td> <td>82.8</td> <td>10.5 ⁽¹⁾</td> <td>6.7</td> <td>100.0</td> </tr> </tbody> </table> <p>Note: (1) Variable/Performance bonus is for FY 2020 which was approved by Board and paid in FY 2021.</p> <p>There were no termination, retirement and post-employment benefits that may be granted to the top key management personnel.</p>	Table 8.1(b) – Remuneration of Key Management Personnel					Name	Salary (%)	Variable/ Performance Bonus (%)	Employer CPF Contribution (%)	Total (%)	Between S\$250,000 to S\$500,000					Ms. Doreen Chew Wai Yin	82.8	10.5 ⁽¹⁾	6.7	100.0
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	<p>(c) Please disclose the aggregate remuneration paid to the top five key management personnel (who are not Directors or the CEO).</p>	<p>Given the highly competitive conditions of the Group's industry, and the prevalent poaching of experienced executives, the Company believes that the disclosure of the total remuneration of its top key management personnel as recommended by the Code may not be in the best interest of the Group. Nevertheless, the Company has sought to provide the remuneration of its key management personnel in the bands of S\$250,000 and also a breakdown in percentage terms.</p>																				

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8.2	<p><u>Related Employees</u></p> <p>Is there any employee who is an immediate family member of a Director or the CEO, and whose remuneration exceeds S\$100,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.</p>	<p>The table sets out the list of employees who is a substantial shareholder, an immediate family member of a substantial shareholder, Director or the CEO.</p> <table border="1"> <thead> <tr> <th colspan="2">Table 8.2 – Remuneration of Related Employees</th> </tr> <tr> <th>Name</th> <th>Relationship</th> </tr> </thead> <tbody> <tr> <td colspan="2">Between S\$100,000 and S\$150,000</td> </tr> <tr> <td>Ms. Heng Siok Hong Veronica</td> <td>Wife of Dr. Beh Suan Tiong, the Executive Chairman and substantial shareholder</td> </tr> </tbody> </table>	Table 8.2 – Remuneration of Related Employees		Name	Relationship	Between S\$100,000 and S\$150,000		Ms. Heng Siok Hong Veronica	Wife of Dr. Beh Suan Tiong, the Executive Chairman and substantial shareholder
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Ms. Heng Siok Hong Veronica	Wife of Dr. Beh Suan Tiong, the Executive Chairman and substantial shareholder									
8.3	<p><u>Employee Share Scheme(s)</u></p>	<p>Information on the SOG Share Option Scheme and SOG Performance Share Plan is set out on page 125 to 126 of this Annual Report.</p>								
ACCOUNTABILITY AND AUDIT										
RISK MANAGEMENT AND INTERNAL CONTROLS										
9 9.1	<p><u>Risk Governance by the Board</u></p>	<p>The Board, with the assistance of the AC, is responsible for the overall risk governance, risk management and internal control systems and framework of the Group.</p> <p>The Audit Committee has tasked the CFO to assist the Board in the discharge of the compliance duties such as the review and implementation of the overall risk management philosophy, guidelines and major policies for effective risk management, including the risk profile, risk tolerance level and risk strategy.</p>								

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	<p><u>Identification of the Group's risks</u></p> <p><u>Management of risks</u></p>	<p>The Group has in place an Enterprise Risk Management ("ERM") system and aims to mitigate the exposures through appropriate risk management strategies and internal controls, which parameters have been reviewed and approved by the Board on an annual basis. Risk management in the Group is a continuous, iterative and integrated process which has been incorporated into various planning, approval, execution, monitoring, review and reporting systems. The Group adopts a top-down as well as bottom-up approach on risk management to ensure strategic, business, operational, financial, reporting, compliance and information technology risk exposures are identified and appropriately managed.</p> <p>Operational business risks are identified, addressed and reviewed on an ongoing basis by the Management. The Management then reports and updates the AC on a regular basis. For material risks which include breaches in regulations or events that would potentially incur substantial damages/loss, the Board has a practice in place, whereby the Board is notified of such major incidents to be able to provide oversight and advise the Management accordingly.</p> <p>For FY 2021, the Board and AC has reviewed that the Group's key risks largely lies in the area of operational, information technology and data security, compliance and financial. They have been mitigated by way of enhancing and improving the Group's existing risk management and internal controls framework.</p>
9.2	<p><u>Confirmation of Internal Controls</u></p> <p>(a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.</p>	<p>The Board and the AC are of the view that the Company's internal controls (including operational, information technology controls, compliance and financial) and risk management systems were adequate and effective for FY 2021.</p> <p>The bases for the Board and AC's views are as follows:</p> <ol style="list-style-type: none"> 1. Assurance has been received from the CEO and CFO (refer to Section 9.2(b) of Table I); 2. An internal audit has been done by the IA and significant matters highlighted to the AC and key management personnel were appropriately addressed; 3. Key management personnel evaluates, monitors material risks and reports to the AC on a regular basis; 4. Discussions were held between the AC and auditors in the absence of the key management personnel to review and address any potential concerns; 5. An ERM framework was established to identify, manage and mitigate significant risks; and 6. Risk appetite statements with tolerance limits have been approved by the Board to contain risks within acceptable levels.

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	<p>(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that:</p> <p>(i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?</p>	<p>Yes, the Board has obtained such assurance from the CEO and CFO in respect of FY 2021.</p>
AUDIT COMMITTEE		
10.1 10.3	<i>Role of the AC</i>	<p>All members of the AC are Non-Executive Directors who are independent and do not have any management and business relationships with the Company or any substantial shareholder of the Company. None of the AC members were previous partners or directors of the Company's external audit firm within a period of two years commencing on the date of their ceasing to be a partner of the external audit firm and none of the AC members holds any financial interest in the external audit firm.</p> <p>The AC is guided by its key terms of reference, which includes:</p> <p>(a) reviewing with the external auditors their audit plan, their evaluation of the systems of internal controls, their audit report, their letter to Management and Management's responses;</p> <p>(b) reviewing with the internal auditors their internal audit plans and their evaluation of the adequacy of our internal control and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the Company's Annual Report, where necessary;</p> <p>(c) reviewing the internal control procedures to ensure co-ordination between the external auditors and the Management, and review the co-operation from Management and assistance given to facilitate their respective audits and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the external auditors may wish to discuss (in the absence of Management, where necessary);</p>

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		<p>(d) reviewing the quarterly, half-year and full-year financial statements and results announcements 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, the going concern statement, compliance with accounting standards and compliance with the Catalist Rules and other relevant statutory or regulatory requirements;</p> <p>(e) reviewing the assurance from the CEO and the CFO on the financial records and financial statements;</p> <p>(f) reviewing and discussing with the external and internal auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations which has or is likely to have material impact on the Group's operating results or financial position, and Management's response;</p> <p>(g) consider and make recommendations to the Board on the proposals to shareholders on the appointment or re-appointment of the external and internal auditors and matters relating to resignation or dismissal of the external and internal auditors;</p> <p>(h) consider and make recommendations to the Board on the proposals to shareholders on the remuneration and terms of engagement of the external and internal auditors;</p> <p>(i) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;</p> <p>(j) reviewing transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);</p> <p>(k) reviewing potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interests;</p> <p>(l) reviewing the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;</p> <p>(m) reviewing the Group's key financial risk areas, to provide an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNET;</p> <p>(n) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;</p> <p>(o) reviewing annually the cost-effectiveness of the audit, independence, objectivity and performance of the internal and external auditors;</p>

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	<u>Whistle Blowing Policy</u>	<p>(p) reviewing arrangements by which employees of the Group may in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the investigations of such matter and appropriate follow-up; and</p> <p>(q) reviewing the Group's compliance with such functions and duties as may be required under the relevant statutes and of the Catalist Rules, including such amendments made thereto from time to time.</p> <p>The Company's employees (including specialist medical practitioners) and any other stakeholders concerned such as patients and their families, suppliers, competitors and contractors may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle blowing report to the following channels:</p> <ol style="list-style-type: none"> Audit Committee Chairman Mr. Ng Boon Yew boonyew@rafflescampus.edu.sg Auditors Foo Kon Tan LLP Attention to Audit Partner-in-charge: Mr. Chan Ser ser.chan@fookontan.com <p>In addition:</p> <p>(a) The Company has designated an independent director and its external auditor to investigate whistleblowing reports made in good faith;</p> <p>(b) The Company ensures that the identity of the whistleblower is kept confidential;</p> <p>(c) The Company discloses its commitment to ensure protection of the whistleblower against detrimental or unfair treatment on the website at https://www.sog.com.sg/about-sog/, in the Company's Whistleblowing Policy Statement; and</p> <p>(d) The Audit Committee is responsible for oversight and monitoring of whistleblowing.</p>
10.2	<u>Qualification of the AC members</u>	<p>Yes. The Board considers Mr. Ng Boon Yew, who has extensive and practical accounting and financial management knowledge and experience, well qualified to chair the AC. Ms. See Tho Soat Ching and Ms. Linda Hoon Siew Kin of the AC also have recent and relevant experience in accounting, risk management and financial management.</p> <p>Further details on the key information and profile of the AC members, including their academic and professional qualifications, are presented under the "Board of Directors" sections of this Annual Report.</p> <p>The members of the AC collectively have strong accounting and related financial management expertise and experience and are appropriately qualified to discharge their responsibilities.</p>

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10.4	<u>Internal Audit Function</u>	<p>The Company's internal audit function is outsourced to BDO LLP that reports directly to the AC Chairman and administratively to the Management. The AC is responsible for the hiring, removal, evaluation and compensation of the accounting or audit firm or corporation which the internal audit function of the Company is outsourced to.</p> <p>The AC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit. The internal audit plan complements that of the external auditors and together forms a robust risk-based audit approach to facilitate the AC's review of the adequacy and effectiveness of the Group's risk management and internal control systems.</p> <p>The AC is satisfied that the internal auditor is able to discharge its duties effectively as the internal auditor:</p> <ul style="list-style-type: none"> • is adequately qualified, given that it is a member of the Institute of Internal Auditors and it adheres to the Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors; • is adequately resourced as there is a team assigned to the Company's internal audit, led by Mr. Willy Leow who has relevant years of diverse audit experience; and • has the appropriate standing in the Company, given, inter alia, its involvement in certain AC meetings and its unfettered access to all the Group's documents, records, properties and personnel, including direct access to the AC.
10.5	<u>Met Auditors in Management's Absence</u>	The AC has met with the IA and the EA once in the absence of key management personnel in FY 2021.
SHAREHOLDER RIGHTS AND ENGAGEMENT		
SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS		
11.1	<u>Shareholders' Participation at General Meetings</u>	Shareholders are entitled to attend the general meetings and are afforded the opportunity to participate effectively in and vote at general meetings. An independent polling agent is appointed by the Company for general meetings who will explain the rules, including the voting procedures, that govern the general meetings of shareholders.
	<u>Appointment of Proxies</u>	The Company's Constitution allows a shareholder to appoint up to two proxies to attend and vote in the shareholder's place at the general meetings. Specified intermediaries, such as banks and capital markets services licence holders which provide custodial services, may appoint more than two proxies.

Corporate Governance Report

TABLE I - COMPLIANCE WITH THE CODE		
Principle/ Provision	Code and/or Guide Description	Company's Compliance or Explanation
SHAREHOLDER RIGHTS AND ENGAGEMENT		
SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS		
11.2	<u>Bundling of Resolutions</u>	Resolutions requiring shareholders' approval are tabled separately for adoption at the Company's general meetings unless they are closely related and are more appropriately tabled together. Reasons, and implications of why resolutions are bundled will be set out in the circulars sent out.
11.3	<u>Directors' Attendance</u>	The Company requires all Directors (including the respective chairman of the Board Committees) to be present at all general meetings, unless in the event of exigencies. The EA is also required to be present to address shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report. All Directors attended the annual general meeting for the Company's financial year ended 31 December 2020 (" FY 2020 AGM "), held on 23 April 2021 via electronic means pursuant to the COVID-19 [Temporary Measures] [Alternative Arrangements for meetings for companies, variable capital companies, business trusts, unit trusts and debenture holders] Order 2020.
11.4	<u>Absentia Voting</u>	The Company's Constitution allows for absentia voting, (including but not limited to the voting by mail, electronic mail or facsimile). However, as the authentication of shareholder identity information and other related security issues still remain a concern, the Group has decided not to implement voting in absentia by mail, email or fax until issues on security and integrity are satisfactorily resolved.
11.5	<u>Publication of Minutes</u>	All minutes of general meetings, including the substantial and relevant comments or queries raised by shareholders in relation to the meeting agenda and the responses from the Board and/or Management, will be made available to shareholders via SGXNET and on the Company's website at https://www.sog.com.sg within 3 days from the date of the general meeting, together with the Corporate Presentation slides that were presented to shareholders at the general meeting (if any).
11.6	<u>Dividend Policy</u>	The Company does not have a fixed dividend policy. Nonetheless, key management personnel will review, inter alia, the Group's performance in the relevant financial period, projected capital needs and working capital requirements and make appropriate recommendations to the Board on dividend declaration.
	(a) Does the Company have a dividend policy?	
	(b) Is the Company paying dividends for the financial year? If not, please explain why.	The Board of Directors has proposed a final one-tier tax exempt dividend of 0.90 Singapore cents per ordinary share for FY 2021 which will be subject to shareholders' approval at the forthcoming AGM. Together with the interim dividend of 0.65 Singapore cents per ordinary share paid on 6 September 2021, the total dividend for FY 2021 is 1.55 Singapore cents per ordinary share.

Corporate Governance Report

TABLE I - COMPLIANCE WITH THE CODE		
Principle/ Provision	Code and/or Guide Description	Company's Compliance or Explanation
SHAREHOLDER RIGHTS AND ENGAGEMENT		
ENGAGEMENT WITH SHAREHOLDERS		
12.1 12.2 12.3 13.3	<p><u>Communication with Shareholders</u></p> <p>(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?</p> <p>(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?</p>	<p>The Company solicits feedback from and addresses the concerns of shareholders (including institutional and retail investors) via:</p> <ul style="list-style-type: none"> • investor/analyst briefings; and • the corporate/investor relations email address on its website. <p>The Company held 2 analyst briefings and 4 corporate webinars [SIAS-SGX Corporate Connect Webinar, ShareInvestors, POEMS and Smartkarma] in FY 2021 to meet with its analysts and to reach out to institutional and retail investors. In FY 2021, the Management has also briefed shareholders on the Company's performance during the FY 2020 AGM. The Company was also involved in the publication of 2 corporate articles with SGX in FY 2021.¹</p> <p>The Company did not have a dedicated investor relations team for FY 2021. All media, analyst queries and investor relations events are coordinated by our CFO.</p> <p>However, the Company has in place a dedicated section of its website labelled "Investor Relations" at https://sog.listedcompany.com/, to promote regular, effective and fair communication. The Company's investor relations website is a key resource of information for the investment community. It contains comprehensive information on the Company, including investor presentations, annual reports, past financial results and announcements, upcoming events, shares and dividend information.</p> <p>¹ i) https://api2.sgx.com/sites/default/files/market-dialogues/migration/10%20in%2010%20with%20Singapore%20O%26%20-%20Healthcare%20Specialist%20for%20Women%20%26%20Children%20%2812Jan2021%29.pdf ii) https://www.sgx.com/research-education/market-dialogues/20210205-singapore-og-taps-accelerating-healthcare-demand</p>
	<p>(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNET announcements and the annual report?</p>	<p>Apart from the SGXNET announcements and its annual report, the Company updates shareholders on its corporate developments through its corporate website at https://sog.listedcompany.com/. All materials presented in general meetings are uploaded on the SGXNET.</p> <p>For enquires and all other matters, Shareholders and all other parties can contact the Company at ir@sog.com.sg.</p>
MANAGING STAKEHOLDERS RELATIONSHIP		
ENGAGEMENT WITH STAKEHOLDERS		
13.1 13.2	<p><u>Stakeholders Management</u></p>	<p>The Company undertakes an annual review in identifying its material stakeholders.</p> <p>It assesses the material environmental, social and governance factors that affects the Group. Please refer to the Company's latest sustainability report in this annual report for the assessment process and how such relationships with stakeholders are managed.</p>

Corporate Governance Report

TABLE II - COMPLIANCE WITH CATALIST RULES																	
Rule	Rule Description	Company's Compliance or Explanation															
720(5)	<u>Information relating to Directors seeking re-election</u>	In addition to the information relating to the Directors seeking re-election as per Appendix 7F of the Catalist Rules, which are set out in the “ Disclosure of Information on Directors Seeking Re-election ” section of this Annual Report, there is no change to the disclosures of each Directors for the disclosures labelled (a) to (k) as per previously announced.															
1204(6)(A)	<p><u>Non-audit fees</u></p> <p>(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.</p>	<table border="1"> <thead> <tr> <th colspan="3">Table 1204(6)(A) – Fees Paid/Payable to the EA for FY 2021</th> </tr> <tr> <th></th> <th>S\$</th> <th>% of total</th> </tr> </thead> <tbody> <tr> <td>Audit fees</td> <td>168,250</td> <td>100</td> </tr> <tr> <td>Non-Audit Fees</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>168,250</td> <td>100</td> </tr> </tbody> </table>	Table 1204(6)(A) – Fees Paid/Payable to the EA for FY 2021				S\$	% of total	Audit fees	168,250	100	Non-Audit Fees	-	-	Total	168,250	100
Table 1204(6)(A) – Fees Paid/Payable to the EA for FY 2021																	
	S\$	% of total															
Audit fees	168,250	100															
Non-Audit Fees	-	-															
Total	168,250	100															
1204(6)(B)	<p><u>Confirmation by AC</u></p> <p>(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.</p>	There were no non-audit services rendered during FY 2021.															
1204(6)(C)	<u>Appointment of Auditors</u>	The Company confirms its compliance to Rules 712 and 715 of the Catalist Rules.															
1204(8)	<u>Material Contracts</u>	Save for the service agreements between the Executive Directors and the Company, there were no material contracts entered into by the Group involving the interest of the CEO, any Director, or controlling shareholder, which are either still subsisting at the end of FY 2021 or if not then subsisting, entered into since the end of the previous financial year.															
1204(10)	<u>Adequacy of Internal Controls</u>	Please refer to the confirmation provided by the Board in Section 9.2 of Table I.															
1204(10B)	<u>Adequacy of Internal Audit Function</u>	The AC is of the opinion that the internal audit function is independent, effective and adequately resourced.															

Corporate Governance Report

TABLE II - COMPLIANCE WITH CATALIST RULES																
Rule	Rule Description	Company's Compliance or Explanation														
1204(17)	<u>Interested Person Transactions ("IPT")</u>	<p>The Group has procedures governing all IPTs to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.</p> <table border="1"> <thead> <tr> <th><i>Name of interested person</i></th> <th><i>Nature of relationship</i></th> <th><i>Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</i> S\$'000</th> <th><i>Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)</i> S\$'000</th> </tr> </thead> <tbody> <tr> <td><u>Lee & Lee Clinic Pte. Ltd.</u></td> <td>Tenancy agreement entered between subsidiaries of the Company with Lee & Lee Clinic Pte. Ltd. which is 60% owned by Dr. Lee Keen Whye, a director and controlling shareholder of the Company.</td> <td>322</td> <td>-</td> </tr> <tr> <td><u>Avesa Pte. Ltd.</u></td> <td>Tenancy agreement entered between subsidiaries of the Company with Avesa Pte. Ltd. which is 50% owned by Dr. Lee Keen Whye, a director and controlling shareholder of the Company.</td> <td>130</td> <td>-</td> </tr> </tbody> </table>			<i>Name of interested person</i>	<i>Nature of relationship</i>	<i>Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</i> S\$'000	<i>Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)</i> S\$'000	<u>Lee & Lee Clinic Pte. Ltd.</u>	Tenancy agreement entered between subsidiaries of the Company with Lee & Lee Clinic Pte. Ltd. which is 60% owned by Dr. Lee Keen Whye, a director and controlling shareholder of the Company.	322	-	<u>Avesa Pte. Ltd.</u>	Tenancy agreement entered between subsidiaries of the Company with Avesa Pte. Ltd. which is 50% owned by Dr. Lee Keen Whye, a director and controlling shareholder of the Company.	130	-
<i>Name of interested person</i>	<i>Nature of relationship</i>	<i>Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</i> S\$'000	<i>Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)</i> S\$'000													
<u>Lee & Lee Clinic Pte. Ltd.</u>	Tenancy agreement entered between subsidiaries of the Company with Lee & Lee Clinic Pte. Ltd. which is 60% owned by Dr. Lee Keen Whye, a director and controlling shareholder of the Company.	322	-													
<u>Avesa Pte. Ltd.</u>	Tenancy agreement entered between subsidiaries of the Company with Avesa Pte. Ltd. which is 50% owned by Dr. Lee Keen Whye, a director and controlling shareholder of the Company.	130	-													
<p>Save as disclosed, there were no IPTs with value of more than S\$100,000 transacted during FY 2021.</p>																

Corporate Governance Report

Rule	Rule Description	Company's Compliance or Explanation																				
1204(19)	<u>Dealing in Securities</u>	<p>The Company has adopted an internal code of conduct which prohibits the Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information.</p> <p>The Company, its Directors and officers are also discouraged from dealing in the Company's securities on short-term considerations and are prohibited from dealing in the Company's securities during the period commencing one month before the announcement of the Company's half-year and full-year financial statements, and ending on the date of the announcement of the relevant results.</p>																				
1204(21)	<u>Non-sponsor Fees</u>	No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. for FY 2021.																				
1204(22)	<u>Use of IPO Proceeds</u>	<p>Pursuant to the IPO on 4 June 2015, the Company received net proceeds of S\$9.2 million (after deducting listing and processing fees, professional fees and placement commission and other expenses) from the placement of new shares.</p> <p>As at the date of this Annual Report, the use of IPO proceeds are as follows:</p> <table border="1"> <thead> <tr> <th><i>Use of IPO proceeds</i></th> <th>Amount Allocated S\$'000</th> <th>Amount Utilised S\$'000</th> <th>Amount Unutilised S\$'000</th> </tr> </thead> <tbody> <tr> <td>Expansion of business operations ¹</td> <td>3,000</td> <td>[2,573]</td> <td>427</td> </tr> <tr> <td>Investments in healthcare professionals and synergistic businesses ²</td> <td>6,000</td> <td>[6,000]</td> <td>-</td> </tr> <tr> <td>Working capital purposes ³</td> <td>200</td> <td>[200]</td> <td>-</td> </tr> <tr> <td>Total</td> <td>9,200</td> <td>[8,773]</td> <td>427</td> </tr> </tbody> </table>	<i>Use of IPO proceeds</i>	Amount Allocated S\$'000	Amount Utilised S\$'000	Amount Unutilised S\$'000	Expansion of business operations ¹	3,000	[2,573]	427	Investments in healthcare professionals and synergistic businesses ²	6,000	[6,000]	-	Working capital purposes ³	200	[200]	-	Total	9,200	[8,773]	427
<i>Use of IPO proceeds</i>	Amount Allocated S\$'000	Amount Utilised S\$'000	Amount Unutilised S\$'000																			
Expansion of business operations ¹	3,000	[2,573]	427																			
Investments in healthcare professionals and synergistic businesses ²	6,000	[6,000]	-																			
Working capital purposes ³	200	[200]	-																			
Total	9,200	[8,773]	427																			

Corporate Governance Report

TABLE II - COMPLIANCE WITH CATALIST RULES		
Rule	Rule Description	Company's Compliance or Explanation
		<p>Notes:</p> <ol style="list-style-type: none"> 1. S\$2.6 million from the expansion of business operations category has been utilised for the following: <ul style="list-style-type: none"> • S\$1.3 million for set-up cost of new clinics from 2016 to 2021; • S\$0.6 million for capital injection and incorporation of SOG Mother & Baby Centre Pte. Ltd. in relation to the joint venture as disclosed in the Company's announcement dated 30 June 2021; and • S\$0.6 million for the subscription of 1,964,000 non-convertible redeemable preference shares ("RPS") in the share capital of LYC SOG Mother & Child Sdn. Bhd. (the "JV Co"), a company incorporated in Malaysia, representing 49% of the total number of RPS issued by the JV Co as disclosed in the Company's announcement dated 9 February 2021. 2. S\$6.0 million from the investments in healthcare professionals and synergistic businesses category has been utilised to pay the first tranche cash consideration of S\$6.0 million for the JL Acquisition in January 2016, in accordance with the terms and conditions of the Framework Agreement dated 4 November 2015 and the Sale and Purchase Agreement dated 31 December 2015. 3. S\$0.2 million from the working capital purposes category has been utilised for the working capital of two (2) new clinics in 2019. <p>The above utilisations are in accordance with the intended use of the IPO proceeds, as stated in the offer document of the Company dated 26 May 2015.</p> <p>The Company will continue to provide periodic updates on the use of the balance of the proceeds through SGXNET as and when such funds are materially disbursed.</p>

Corporate Governance Report

TABLE II - COMPLIANCE WITH CATALIST RULES		
Rule	Rule Description	Company's Compliance or Explanation
N/A	<u>Others</u>	<p>In addition to the above, the Group also adopted the following internal policies/guidelines during FY 2021:</p> <p><u>Board Diversity Policy Statement</u> The Group is committed to build a diverse and inclusive culture in our organisation. The Board diversity policy statement aims to set out the approach to achieve diversity, in the first instance, on the Board of Directors of the Company and in the second instance amongst the Specialist Medical Practitioners and senior management of the Company.</p> <p>This Policy has as its primary purpose, to the maintenance of the appropriate balance of perspectives, gender, ethnicity, age, background, skills and experience, sexual orientation, physical disability and any other differences across the Group. Diversity and inclusivity guard against group thinking, foster robust discussions which in turn leads to better decision making.</p> <p><u>Code of Conduct & Practices</u> The Group recognises the importance of integrity, professionalism on the conduct of its business activities.</p> <p>The Group has developed a code of ethics that is expected to continue to refine with various stakeholders [the "Code of Ethics"]. Employees are expected to embrace, practise and adopt these values and principles as outlined in the Code of Ethics while performing their duties and always to act in the best interest of the Group and avoid situations that may create conflicts of interest.</p> <p><u>Code of Ethics</u> The Group has adopted an ethics policy that clearly states the ethics upon which the Group, its senior management and employees shall operate. The policy describes in detail how the Group is to do business and provides protection for all its stakeholders as well as procedures for reporting and dealing with breaches in our policy. There were no reported breaches of the Code of Ethics in FY 2021.</p> <p><u>Personal Data Privacy Policy</u> The Group has adopted a privacy policy to better manage the sensitivities around patient records and other data.</p> <p>The policy states that all patient data is sensitive and lists the type of data we can collect, unless a specific circumstance requires other additional data. For instance, the Group is not to collect data on the patient's partner or their sexual history unless there is clear and immediate requirement. The policy provides guidelines on who can access the data, how it should be kept and under what circumstances it can be shared. There were no reported breaches of the Personal Data Privacy Policy in FY 2021.</p>

Corporate Governance Report

TABLE II - COMPLIANCE WITH CATALIST RULES		
Rule	Rule Description	Company's Compliance or Explanation
		<p><u>Corporate Responsibility Statement</u></p> <p>The statement makes clear that the Group seeks to be a good corporate citizen. The Group views being a good corporate citizen as being law abiding, meeting all reasonable expectations of stakeholders (and in the event an expectation cannot be met, why it could not be met and what the Group is doing about it), paying its fair share towards society and volunteering time and resources to improve the society it operates in. In FY 2021, the Group has complied with all Singapore laws and regulations that applies to it. In addition:</p> <ul style="list-style-type: none"> • The Group believes that it has met all reasonable expectations set out under the Code. • The Group has paid dividends and made provision of approximately S\$1.5 million for income taxes. • The Group's specialist medical practitioners have published several medical articles and YouTube videos and given various educational talks to corporates, other organisation and the public to promote health and wellness. • The Group has supported and made donations to charities.

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

We are pleased to submit this statement to the members together with the audited consolidated financial statements of Singapore O&G Ltd. (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the financial year ended 31 December 2021 and the statement of financial position of the Company as at 31 December 2021.

In our opinion:

- (a) the accompanying financial statements of the Group and the Company are drawn up so as to give a true and fair view of the financial positions of the Group and of the Company as at 31 December 2021 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International); 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.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

NAMES OF DIRECTORS

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

Dr. Beh Suan Tiong	[Executive Chairman]
Dr. Heng Tung Lan	[Executive Director]
Ng Boon Yew	[Lead Independent Director]
See Tho Soat Ching	[Independent Director]
Linda Hoon Siew Kin	[Independent Director] [appointed on 4 June 2021]

DIRECTORS' INTEREST IN SHARES OR DEBENTURES

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act, particulars of interests of directors who held office at the end of the financial year (including those of their spouses and infant children) in shares, debentures, warrants and share options in the Company are as follows:

	Holdings registered in the name of director or nominee		Holdings in which director is deemed to have an interest	
	As at 1.1.2021	As at 31.12.2021 and 21.1.2022	As at 1.1.2021	As at 31.12.2021 and 21.1.2022
The Company Singapore O&G Ltd.	Number of ordinary shares			
Dr. Beh Suan Tiong ⁽¹⁾	48,008,452	48,008,452	472,000	472,000
Dr. Heng Tung Lan	140,453,614	140,453,614	-	-

Note:

(1) Dr. Beh Suan Tiong is deemed to have an interest in the shareholding of Ms. Heng Siok Hong Veronica and vice versa by virtue of their relationship as husband and wife.

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

DIRECTORS' INTEREST IN SHARES OR DEBENTURES (CONT'D)

By virtue of the provisions of Section 7 of the Act, Dr. Heng Tung Lan is deemed to have an interest in the whole of the issued share capital of all subsidiaries of the Company.

There were no changes to the above shareholdings as at 21 January 2022.

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

SHARE OPTIONS SCHEME AND PERFORMANCE SHARE PLAN

On 6 May 2015, the shareholders approved the SOG Employee Share Option Scheme (the "**SOG ESOS**" or "**Scheme**") and SOG Performance Share Plan (the "**SOG PSP**" or "**Plan**") by shareholders' written resolutions.

SOG Employee Share Option Scheme

Under the Scheme, the Company may grant options to Executive Directors and employees of the Group and associated companies ("**Group Employees**") and Non-Executive Directors (including Independent Directors of the Group), who may be controlling shareholders or associates of such controlling shareholders, to subscribe for ordinary shares in the Company. For this purpose, a company is an "associated company" if the Company and/or the subsidiaries hold at least 20% but not more than 50% of the issued shares in that company and provided the Company has control (as defined in the Listing Manual) over the associated company. The number of shares in respect of which options may be granted to are as follows:

- (i) Each participant who is a controlling shareholder or his associate shall not exceed 10% of the shares available under the Scheme;
- (ii) The aggregate number of shares over which the Remuneration Committee may grant options on any date, when added to the number of shares issued and issuable or transferred and to be transferred in respect of all options granted under the SOG ESOS and the number of shares issued and issuable or transferred and to be transferred in respect of all options or awards granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an option is made; and
- (iii) The aggregate number of shares which may be issued or transferred pursuant to options under the Scheme to participants who are controlling shareholders and their associates shall not exceed 25% of the shares available under the Scheme.

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

The Scheme is administered by the Company's Remuneration Committee, comprising See Tho Soat Ching (Chairman), Linda Hoon Siew Kin and Ng Boon Yew, all Independent Directors of the Company.

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

SHARE OPTIONS SCHEME AND PERFORMANCE SHARE PLAN (CONT'D)

SOG Performance Share Plan

Under the Plan, the Company may award fully paid shares to Group Employees who have attained the age of twenty-one years and hold such rank as may be designated by the Remuneration Committee from time to time, and Non-Executive Directors (including Independent Directors). This is provided that certain prescribed performance targets (if any) are met and the Plan is awarded before expiry of the prescribed performance period.

Controlling shareholders of the Company or associates of such controlling shareholders are also eligible to participate in the Plan, subject to independent approval for each grant to such a person.

The Plan allows the Company to target specific performance objectives and to provide an incentive for participants to achieve these targets. The Directors believe that the Plan will provide the Company with a flexible approach to provide performance incentives to the employees and Non-Executive Directors and, consequently, to improve performance and achieve sustainable growth for the Company in the changing business environment, and to foster a greater ownership culture amongst senior management and Non-Executive Directors.

The total number of shares which may be issued or transferred pursuant to awards granted under the Plan, when aggregated with the aggregate number of shares over which options are granted under any other share option schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.

The Plan shall continue in force at the discretion of the Remuneration Committee, subject to a maximum period of ten years commencing on the date on which the Plan is adopted by the Company in general meeting, provided always that the Plan may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the Plan, any awards made to participants prior to such expiry or termination will continue to remain valid.

SHARE AWARDS

An aggregate of 2,543,608 share awards ("**Awards**") were granted to eligible employees pursuant to the SOG PSP.

Details of all Awards of the Company granted pursuant to the SOG PSP as at 31 December 2021 are as follows:

Date of grant of share awards	Share awards outstanding as at 1 January 2021	Share awards granted during the year	Share awards vested during the year	Share awards outstanding as at 31 December 2021
8 June 2020	1,333,334	-	(666,666)	666,668
25 August 2021	-	543,608	-	543,608
	1,333,334	543,608	(666,666)	1,210,276

On 25 August 2021, the Company granted Awards to an eligible employee pursuant to the SOG PSP ("**2021 Awards**"). The number of ordinary shares to be granted under the 2021 Awards is 543,608. One fifth of the 2021 Awards shall be vested each on the last working day of June 2022, 2023, 2024, 2025 and 2026 respectively. The share price used to determine the fair value of the 2021 Awards granted was estimated to be S\$0.2058, S\$0.1983, S\$0.1912, S\$0.1842 and S\$0.1775 for the relevant 2021 Awards which shall be vested on the last working day of June 2022, 2023, 2024, 2025 and 2026 respectively.

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

SHARE AWARDS (CONT'D)

There were no options granted under the SOG ESOS during the current financial year.

The Awards were not granted to the Directors, controlling shareholders of the Company or their associates. There were also no other options and share awards granted to the Directors, controlling shareholders of the Company or their associates.

No Group Employees and Non-Executive Directors have received 5% or more of the total number of options available under the Scheme or the Plan. The Company does not have any parent company.

No options to take up unissued shares of the Company and the subsidiaries have been granted during the financial year and at the end of the financial year. No options were granted at a discount to market price during the financial year.

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

Accordingly, the disclosures required under Catalist Rule 851(1)(b)(i), (ii), (iii), (c) and (d) are not applicable.

AUDIT COMMITTEE

The Audit Committee comprises the following members, all of whom are independent and non-executive directors of the Company:

Ng Boon Yew	[Chairman]
See Tho Soat Ching	
Linda Hoon Siew Kin	[appointed on 4 June 2021]

The Audit Committee performs the functions specified in Section 201B (5) of the Act, the Catalist Rules and the Code of Corporate Governance. In performing those functions, the Committee reviewed the following:

- (i) overall scope of both the internal and external audits and the assistance given by the Company's officers to the auditors. It met with the Company's internal and external auditors to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls;
- (ii) the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- (iii) the quarterly, half-yearly and annual financial information and the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2021 as well as the auditor's report thereon;
- (iv) effectiveness of the Group's material internal controls, including financial, operational and compliance controls and information technology controls and risk management systems via reviews carried out by the internal auditor;
- (v) met with the external auditor and internal auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the Audit Committee;
- (vi) reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

AUDIT COMMITTEE (CONT'D)

The Audit Committee performs the functions specified in Section 201B (5) of the Act, the Catalist Rules and the Code of Corporate Governance. In performing those functions, the Committee reviewed the following: [Cont'd]

- [vii] reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- [viii] reviewed the nature and extent of non-audit services provided by the external auditor;
- [ix] recommended to the Board of Directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit;
- [x] reported actions and minutes of the Audit Committee to the Board of Directors with such recommendations as the Audit Committee considered appropriate; and
- [xi] interested person transactions (as defined in Chapter 9 of the Catalist Rules).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditor and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the auditor, Foo Kon Tan LLP, be nominated for re-appointment as auditor at the forthcoming Annual General Meeting of the Company.

Full details regarding the Audit Committee are provided in the Corporate Governance Report.

In appointing our auditor for the Company and subsidiaries, we have complied with Rules 712 and 715 of the Catalist Rules.

INDEPENDENT AUDITOR

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

On behalf of the Directors

.....
DR. BEH SUAN TIONG

.....
NG BOON YEW

Dated: 18 March 2022

Independent Auditor's Report

TO THE MEMBERS OF SINGAPORE O&G LTD.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Singapore O&G Ltd. (the “**Company**”) and its subsidiaries (collectively, the “**Group**”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Independent Auditor's Report

TO THE MEMBERS OF SINGAPORE O&G LTD.

Key Audit Matters (Cont'd)

Key audit matter	Risk	Our responses and work performed
<p>Impairment of goodwill</p>	<p>Under SFRS(I) 1-36, Impairment of Assets, the Group is required to annually test the carrying amount of goodwill for impairment. This annual impairment test is important to our audit as the carrying amount of S\$12.2 million (2020: S\$12.2 million) as of 31 December 2021 is material to the consolidated financial statements. The recoverable amount is based on the higher of fair value less cost to sell ("FVLCTS") and value-in-use ("VIU"). We focus on goodwill impairment testing of cash-generating units ("CGUs") by estimating the recoverable amount of the relevant CGUs that are determined based on VIU calculations. VIU is determined based on future cash flows projection which involves significant management judgement, and is based on assumptions that are affected by expected future market and economic conditions.</p> <p>The key assumptions used for the VIU calculations include the discount rate, revenue growth rate and gross profit margin for the forecasted periods. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The revenue growth rate is projected based on historical growth of respective CGUs and other available benchmark. Gross profit margin is based on past results achieved and expectations of future market changes.</p> <p>No impairment loss has been recognised on goodwill based on impairment assessment performed by management as at 31 December 2021.</p>	<p>We obtained an understanding over the identification of CGUs by management and evaluated the appropriateness of management's work, including the key assumptions used in determining the recoverable amount of the CGU to which the goodwill is allocated to.</p> <p>In addition, we also engaged an auditor's expert to assist us in evaluating the assumptions, methodologies and data used in the VIU calculation by comparing the key assumptions used against historical information together with market and other externally available information. We have evaluated whether the auditor's expert has the necessary competency, capabilities and objectivity for our purposes. The auditor's expert independently developed expectations of the key assumptions used in the impairment analysis, in particular, the discount rate and revenue growth rate used in VIU, and compared the expectations to those used by management.</p> <p>We reviewed the budget prepared by management by comparing the actual results to previously forecasted results. We have also performed sensitivity test to determine the available headroom of the recoverable amount of the CGU, and whether a reasonably possible change in assumptions could cause the recoverable amount to be less than the carrying amount.</p> <p>Based on our procedures, we noted management's key assumptions to be within a reasonable range of our expectations.</p> <p>We have also assessed the adequacy and appropriateness of the disclosures made in the financial statements. The Group's disclosures on goodwill and its impairment testings are included in Note 6 to the financial statements.</p>

Independent Auditor's Report

TO THE MEMBERS OF SINGAPORE O&G LTD.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional 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.

Independent Auditor's Report

TO THE MEMBERS OF SINGAPORE O&G LTD.

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

FOO KON TAN LLP

*Public Accountants and
Chartered Accountants*

Singapore, 18 March 2022

Statements Of Financial Position

AS AT 31 DECEMBER 2021

	Note	Group		Company	
		2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
ASSETS					
Non-Current Assets					
Investment in subsidiaries	4	-	-	30,305	24,464
Investment in a joint venture	5	464	-	-	-
Goodwill	6	12,230	12,230	-	-
Plant and equipment	7	1,362	1,489	22	88
Right-of-use assets	8	2,538	3,164	120	149
Financial assets, at FVOCI	9	-	-	-	-
Deferred tax assets	22	-	3	-	-
		16,594	16,886	30,447	24,701
Current Assets					
Inventories	10	2,129	1,908	4	-
Trade and other receivables	11	3,298	3,552	6,134	4,587
Cash and cash equivalents	12	35,765	35,514	16,405	17,704
		41,192	40,974	22,543	22,291
Total Assets		57,786	57,860	52,990	46,992
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	13	29,986	29,809	29,986	29,809
Treasury shares	14	(471)	(471)	(471)	(471)
Capital reserve	15	1,649	1,719	1,649	1,719
Share-based payment reserve	16	97	80	97	80
Merger reserve	17	(1,695)	(1,695)	-	-
Foreign currency translation reserve	18	(7)	-	-	-
Retained earnings		13,162	13,600	17,552	11,854
Total Equity		42,721	43,042	48,813	42,991
Non-Current Liabilities					
Lease liabilities	20	1,096	1,826	23	87
Deferred tax liabilities	22	133	120	13	7
		1,229	1,946	36	94
Current Liabilities					
Trade and other payables	19	10,295	8,936	4,037	3,831
Lease liabilities	20	1,564	1,475	104	70
Contract liabilities	21	521	577	-	-
Deferred grant income		-	6	-	6
Current tax liabilities		1,456	1,878	-	-
		13,836	12,872	4,141	3,907
Total Liabilities		15,065	14,818	4,177	4,001
Total Equity and Liabilities		57,786	57,860	52,990	46,992

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

Consolidated Statement Of Comprehensive Income

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	2021 S\$'000	2020 S\$'000
Revenue	3	42,397	39,889
Other operating income	23	909	1,435
Consumables and medical supplies used	24	(7,369)	(6,705)
Employee remuneration expense	25	(21,348)	(19,472)
Depreciation		(2,234)	(2,177)
Other operating expenses	26	(2,295)	(2,192)
Profit from operations		10,060	10,778
Finance income	27	87	184
Finance expense	27	(146)	(154)
Net finance (expense)/income		(59)	30
Share of results of a joint venture	5	(169)	-
Profit before income tax		9,832	10,808
Income tax expense	28	(1,470)	(1,315)
Profit for the year		8,362	9,493
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of foreign operations		(7)	-
Other comprehensive income for the year, net of nil tax		(7)	-
Total comprehensive income for the year		8,355	9,493
Earnings per share attributable to owners of the Company (cents)			
- Basic	30	1.76	1.99
- Diluted	30	1.75	1.99

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

Consolidated Statement Of Changes In Equity

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Share capital S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Share-based payment reserve S\$'000	Merger reserve S\$'000	Foreign currency translation reserve S\$'000	Retained earnings S\$'000	Total S\$'000
At 1 January 2020	29,646	-	1,771	-	(1,695)	-	6,488	36,210
Total comprehensive income for the year								
Profit for the year	-	-	-	-	-	-	9,493	9,493
Other comprehensive income, at nil tax	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	9,493	9,493
Transactions with owners of the Company, recognised directly in equity								
Contributions by and distributions to owners of the Company								
Purchase of treasury shares	-	(471)	-	-	-	-	-	(471)
Recognition of share-based payments	-	-	-	191	-	-	-	191
Vesting of share awards	163	-	(52)	(111)	-	-	-	-
Dividends paid to shareholders (Note 29)	-	-	-	-	-	-	(2,381)	(2,381)
Total contributions by and distributions to owners	163	(471)	(52)	80	-	-	(2,381)	(2,661)
At 31 December 2020	29,809	(471)	1,719	80	(1,695)	-	13,600	43,042
At 1 January 2021	29,809	(471)	1,719	80	(1,695)	-	13,600	43,042
Total comprehensive income for the year								
Profit for the year	-	-	-	-	-	-	8,362	8,362
<u>Other comprehensive income</u>								
Exchange differences on translation of financial statements of foreign operations	-	-	-	-	-	(7)	-	(7)
Other comprehensive income, net of nil tax	-	-	-	-	-	(7)	-	(7)
Total comprehensive income for the year	-	-	-	-	-	(7)	8,362	8,355
Transactions with owners of the Company recognised directly in equity								
Contributions by and distributions to owners of the Company								
Recognition of share-based payments	-	-	-	124	-	-	-	124
Vesting of share awards	177	-	(70)	(107)	-	-	-	-
Dividends paid to shareholders (Note 29)	-	-	-	-	-	-	(8,800)	(8,800)
Total contributions by and distributions to owners	177	-	(70)	17	-	-	(8,800)	(8,676)
At 31 December 2021	29,986	(471)	1,649	97	(1,695)	(7)	13,162	42,721

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

Consolidated Statement Of Cash Flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	2021 S\$'000	2020 S\$'000
Cash Flows from Operating Activities			
Profit before taxation		9,832	10,808
Adjustments for:			
Depreciation of plant and equipment and right-of-use assets	7,8	2,234	2,177
Loss on disposal of plant and equipment	26	14	1
Gain on termination of leases	23	(42)	-
Interest income	27	(87)	(184)
Interest expense	27	146	154
Equity-settled share-based payment transactions	25	124	191
Share of results of a joint venture	5	169	-
Operating profit before working capital changes		12,390	13,147
Changes in inventories		(221)	122
Changes in trade and other receivables		294	(54)
Changes in trade and other payables and contract liabilities		1,303	2,492
Changes in deferred grant income		(6)	6
Cash generated from operations		13,760	15,713
Income taxes paid		(1,876)	(1,325)
Net cash generated from operating activities		11,884	14,388
Cash Flows from Investing Activities			
Purchase of plant and equipment (Note A)		(560)	(629)
Proceeds from disposal of plant and equipment		42	1
Investment in a joint venture	5	(640)	-
Interest received		39	203
Net cash used in investing activities		(1,119)	(425)
Cash Flows from Financing Activities			
Dividends paid to shareholders	29	(8,800)	(2,381)
Purchase of treasury shares	14	-	(471)
Principal element of lease payments (Note B)		(1,568)	(1,428)
Interest paid (Note B)		(146)	(154)
Net cash used in financing activities		(10,514)	(4,434)
Net increase in cash and cash equivalents		251	9,529
Cash and cash equivalents at beginning of year		35,514	25,985
Cash and cash equivalents at end of year	12	35,765	35,514

Notes:

[A] During the current financial year ended 31 December 2021, the Group acquired plant and equipment with an aggregate cost of S\$568,000 [2020: S\$629,000] by way of cash payments of S\$560,000 [2020: S\$629,000] and utilisation of prepayments of S\$8,000.

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

Consolidated Statement Of Cash Flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Notes: [Cont'd]

(B) The tables below detail 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	Note	At 1 January S\$'000	Cash flows		Non-cash changes				At 31 December S\$'000
			Principal elements of lease payments S\$'000	Interest paid S\$'000	New leases S\$'000	Interest expense S\$'000	Lease modification S\$'000	Termination of leases S\$'000	
2021 Lease liabilities	20	3,301	(1,568)	(146)	1,145	146	309	(527)	2,660

Group	Note	At 1 January S\$'000	Cash flows		Non-cash changes				At 31 December S\$'000
			Principal elements of lease payments S\$'000	Interest paid S\$'000	New leases S\$'000	Interest expense S\$'000	Lease modification S\$'000		
2020 Lease liabilities	20	3,815	(1,428)	(154)	1,035	154		(121)	3,301

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

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

1 GENERAL INFORMATION

Singapore O&G Ltd. (the “**Company**”) is a company incorporated and domiciled in Singapore and whose shares are publicly listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The address of the Company’s registered office is at 229 Mountbatten Road, #02-02 Mountbatten Square, Singapore 398007.

The Company and its subsidiaries are collectively known as the “**Group**” in the consolidated financial statements.

The principal activities of the Company are those of provision of specialised medical and management services, and investment holding. The principal activities of the subsidiaries are set out in Note 4.

The financial statements of the Group and of the Company for the year ended 31 December 2021 were authorised for issue in accordance with a resolution of the directors on the date of the Directors’ Statement.

2(A) BASIS OF PREPARATION

The financial statements are drawn up in accordance with the provisions of the Act and SFRS(I) including related interpretations promulgated by the Accounting Standards Council, and have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollar (“**SGD**”) which is the Company’s functional currency. All financial information presented in SGD have been rounded to the nearest thousand (S\$’000), unless otherwise stated.

2(B) ADOPTION OF NEW AND REVISED SFRS(I) EFFECTIVE FOR THE CURRENT FINANCIAL YEAR

On 1 January 2021, the Group and the Company have adopted all the new and revised SFRS(I), SFRS(I) interpretations (“**SFRS(I) INT**”) and amendments to SFRS(I), effective for the current financial year that are relevant to them. The adoption of these new and revised SFRS(I) pronouncements does not result in significant changes to the Group’s and the Company’s accounting policies and has no material effect on the amounts or the disclosures reported for the current or prior reporting periods.

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 16	COVID-19-Related Rent Concessions	1 June 2020

Amendments to SFRS(I) 16 COVID-19-Related Rent Concessions

The amendments provide relief to lessees from applying SFRS(I) 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from COVID-19 related rent concession the same way it would account for the change under SFRS(I) 16 if the change were not a lease modification.

The amendments are applicable on a modified retrospective basis for annual reporting periods beginning on or after 1 June 2020.

There is no material impact to the Group’s and the Company’s financial statements upon adoption.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(C) NEW AND REVISED SFRS(I) IN ISSUE BUT NOT YET EFFECTIVE

At the date of authorisation of these financial statements, the Group and the Company have not adopted the new and revised SFRS(I), SFRS(I) INT and amendments to SFRS(I) that have been issued but are not yet effective to them.

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 16	<i>COVID-19-Related Rent Concessions beyond 30 June 2021</i>	1 April 2021
Amendments to SFRS(I) 3	<i>Reference to the Conceptual Framework</i>	1 January 2022
Amendments to SFRS(I) 1-16	<i>Property, Plant and Equipment – Proceeds before Intended Use</i>	1 January 2022
Amendments to SFRS(I) 1-37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>	1 January 2022
<i>Annual Improvements to SFRS(I)s 2018–2020:</i>		
- Amendments to SFRS(I) 1	<i>Subsidiary as a First-time Adopter</i>	1 January 2022
- Amendments to SFRS(I) 9	<i>Fees in the '10 per cent' Test for Derecognition of Financial Liabilities</i>	1 January 2022
- Amendments to SFRS(I) 16	<i>Lease Incentives</i>	1 January 2022
- Amendments to SFRS(I) 1-41	<i>Taxation in Fair Value Measurements</i>	1 January 2022
Amendments to SFRS(I) 1-1	<i>Classification of Liabilities as Current or Non-current</i>	1 January 2023
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2	<i>Disclosure of Accounting Policies</i>	1 January 2023
Amendments to SFRS(I) 1-8	<i>Definition of Accounting Estimates</i>	1 January 2023
Amendments to SFRS(I) 1-12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to SFRS(I) 10 and SFRS(I) 1-28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Yet to be determined

Amendments to SFRS(I) 16 COVID-19-Related Rent Concessions beyond 30 June 2021

As a result of the evolving COVID-19 situation, rent concessions continue to be granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. The amendment provides lessees with an option to treat qualifying rent concessions in the same way as they would if they were not lease modifications. The application period of the above practical expedient has been extended by one year to help lessees accounting for COVID-19-related rent concessions.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(C) NEW AND REVISED SFRS(I) IN ISSUE BUT NOT YET EFFECTIVE (CONT'D)

Amendments to SFRS(I) 16 COVID-19-Related Rent Concessions beyond 30 June 2021 (Cont'd)

The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic, and only if all of the following conditions are met:

- (a) the change in lease payments result in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) any reduction in lease payments affects only payments due on or before 30 June 2022; and
- (c) there is no substantive change to other terms and conditions of the lease.

Entities applying the practical expedient must disclose this fact, whether the expedient has been applied to all qualifying rent concessions, and the nature of the contracts to which it has been applied, as well as the amount recognised in profit or loss arising from the rent concessions.

The amendment is effective for annual periods beginning on or after 1 April 2021 with early application permitted.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Amendments to SFRS(I) 3 Reference to the Conceptual Framework

The amendments update SFRS(I) 3 so that it refers to the 2018 *Conceptual Framework* instead of the 1989 *Conceptual Framework*. According to the amendments, for obligations within the scope of SFRS(I) 1-37, the acquirer shall apply SFRS(I) 1-37 to determine whether a present obligation exists at the acquisition date as a result of past events, and for a levy within the scope of SFRS(I) INT 21 *Levies*, the acquirer shall apply SFRS(I) INT 21 to determine whether the obligating event giving rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer shall not recognise contingent assets acquired in a business combination.

The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. Early application is permitted if the entity also applies all other updated references (published together with the updated *Conceptual Framework*) at the same time or earlier.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Amendments to SFRS(I) 1-16 Property, Plant and Equipment – Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e., proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. An entity shall recognise such sales proceeds and related costs in profit or loss and measure the cost of those items in accordance with SFRS(I) 1-2 *Inventories*.

The amendments also clarify the meaning of 'testing whether an asset is functioning properly' and specify this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted. The amendments are applied retrospectively, but only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. The entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of that earliest period presented.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(C) NEW AND REVISED SFRS(I) IN ISSUE BUT NOT YET EFFECTIVE (CONT'D)

Amendments to SFRS(I) 1-37 Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (e.g., direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (e.g., depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted. The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the date of initial application.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Annual Improvements to SFRS(I)s 2018–2020

The annual improvements include amendments to the following SFRS(I):

(i) Amendments to SFRS(I) 1 *Subsidiary as a First-time Adopter*

The amendments provide additional exemption relief to a subsidiary which becomes a first-time adopter of SFRS(I) later than its parent in respect of accounting for cumulative translation differences. As a result of the amendments, a subsidiary that uses the exemption can now also elect to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements, based on the parent's date of transition to SFRS(I), if no adjustments were made for consolidation procedures and the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture that uses the exemption. The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

(ii) Amendments to SFRS(I) 9 *Fees in the '10 per cent' Test for Derecognition of Financial Liabilities*

The amendments clarify that in applying the '10 per cent' test to assess whether to derecognise a financial liability, an entity shall include only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf. The amendments are applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendments. The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

(iii) Amendments to SFRS(I) 16 *Lease Incentives*

The amendments remove the illustration of the reimbursement of leasehold improvements. As the amendments are only with regards to an illustrative example, no effective date is stated.

(iv) Amendments to SFRS(I) 1-41 *Taxation in Fair Value Measurements*

The amendments remove the requirement for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in SFRS(I) 1-41 with the requirements of SFRS(I) 13 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement. The amendments are applied prospectively, i.e., for fair value measurements on or after the date an entity initially applies the amendments. The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

In respect of the above amendments to SFRS(I), there is no material impact expected to the Group's and the Company's financial statements on initial application.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(C) NEW AND REVISED SFRS(I) IN ISSUE BUT NOT YET EFFECTIVE (CONT'D)

Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*

The amendments affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on the rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise the right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer of cash, equity instruments, other assets or services to the counterparty.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2 *Disclosure of Accounting Policies*

The amendments will help to:

- improve accounting policy disclosures so that they provide more useful information to investors and other primary users of the financial statements; and
- distinguish changes in accounting estimates from changes in accounting policies.

The amendments to SFRS(I) 1-1 require companies to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. However, accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. In addition, if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information.

In support of the amendments to SFRS(I) 1-1, amendments are also made to SFRS(I) Practice Statement 2 to provide guidance on how to apply the concept of materiality to accounting policy disclosures, and illustrate how an entity could judge whether information about an accounting policy is material to its financial statements.

The amendments to SFRS(I) 1-1 are effective for annual periods beginning on or after 1 January 2023 and are applied prospectively. Earlier application is permitted. If an entity applies these amendments for an earlier period, it shall disclose that fact. The amendments to SFRS(I) Practice Statement 2 do not contain an effective date or transition requirements.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(C) NEW AND REVISED SFRS(I) IN ISSUE BUT NOT YET EFFECTIVE (CONT'D)

Amendments to SFRS(I) 1-8 *Definition of Accounting Estimates*

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Accordingly, an entity develops accounting estimates if the accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. Illustrative examples are also added to help entities understand and apply the amendments.

The amendments are effective for annual periods beginning on or after 1 January 2023 and are applied prospectively to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Amendments to SFRS(I) 1-12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments specify how companies should account for deferred tax on transactions such as leases and decommissioning obligations.

SFRS(I) 1-12 *Income Taxes* specifies how a company accounts for income tax, including deferred tax, which represents tax payable or recoverable in the future.

In specified circumstances, companies are exempted from recognising deferred tax when they recognise assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations – transactions for which companies recognise both an asset and a liability.

The amendments clarify that the exemption does not apply and that companies are required to recognise deferred tax on such transactions. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (which has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The effective date of the amendments has yet to be determined but early application of the amendments is permitted.

There is no material impact expected to the Group's and the Company's financial statements on initial application.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(D) CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The critical accounting estimates and assumptions used and areas involving significant judgement are described below.

Significant judgements used in applying accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that have been made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

(a) Income taxes

Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issue based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such a determination is made.

As at 31 December 2021, the carrying amounts of the Group's and the Company's current tax liabilities are S\$1,456,000 [2020: S\$1,878,000] and Nil [2020: Nil] respectively. The carrying amounts of the Group's and the Company's deferred tax assets and liabilities are disclosed in Note 22 to the financial statements.

(b) Determination of lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it.

The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects the assessment, and that is within the control of the lessee. For leases of office and clinic premises, the Group considers factors including historical lease durations and the costs and business disruption required to replace the leased asset.

As at 31 December 2021, potential future cash outflows of S\$148,000 [2020: S\$267,000] (undiscounted) have not been included in the lease liabilities because it is not reasonably certain that the leases will be extended (or not terminated) [Note 33].

(c) Determination of operating segments

Management will first identify the Chief Operating Decision Maker ("CODM") and then identify the business activities (which may not necessarily earn revenue or incur expenses). Management will further determine whether discrete financial information is available for the business activities and whether that information is regularly reviewed by the CODM. Judgement is applied by management of the aggregation criteria to operating segments.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(D) CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

Key sources of estimation uncertainty

(a) Impairment tests for cash-generating units containing goodwill (Note 6)

The carrying amounts of goodwill attributable to the Group's cash-generating unit ("CGU") comprise of:

- Beh's Clinic for Women Pte. Ltd. ["Beh's Clinic CGU"];
- Choo Wan Ling Women's Clinic Pte. Ltd. ["CWL Clinic CGU"]; and
- SOG Dermatology Pte. Ltd. and SOG Dermatology [Gleneagles] Pte. Ltd. [collectively, the "Dermatology Clinic CGU"].

	2021 S\$'000	2020 S\$'000
Beh's Clinic CGU	446	446
CWL Clinic CGU	396	396
Dermatology Clinic CGU	11,388	11,388
	12,230	12,230

The recoverable amount of a CGU is determined based on the higher of fair value less cost to sell ("FVLCTS") and value-in-use ("VIU") calculations. The VIU calculations use cash flow projections based on financial budgets prepared by management covering a six (6)-year period each for Beh's Clinic CGU and CWL Clinic CGU, and a four (4)-year period with terminal value for Dermatology Clinic CGU. Key assumptions used for VIU calculations are disclosed in Note 6 to the financial statements.

The key assumptions for the value-in-use calculations are those regarding the discount rates, revenue growth rates, terminal growth rate and gross profit margin for the forecasted periods. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The revenue growth rates are estimated based on historical growth of respective CGUs and the long-term average growth rate of Singapore's Consumer Price Index ("CPI"). Gross profit margin is based on past results achieved and expectations of future market changes.

These assumptions have been used for the analysis of each CGU. The above estimates are particularly sensitive in the following parameters:

- An increase of one (1) percentage point in the discount rate used would decrease the VIU of Beh's Clinic CGU and CWL Clinic CGU by S\$362,000 [2020: S\$344,000] but no impairment is required.
- A 1% decrease in future revenue growth rate would decrease the VIU of Beh's Clinic CGU and CWL Clinic CGU by S\$491,000 [2020: S\$555,000] but no impairment is required.
- An increase of 50 basis points in the discount rate used and a 1% decrease in future revenue growth rate would decrease the VIU of Dermatology Clinic CGU by S\$983,000 [2020: S\$672,000] and S\$390,000 [2020: S\$920,000] respectively as at 31 December 2021, but no impairment is required.

As at 31 December 2021, the Group believes that any reasonably possible changes in the above key assumptions applied are not likely to materially result in the recoverable amounts to be lower than their carrying amounts for the CGUs. The recoverable amounts of each of these three (3) CGUs have been estimated to be higher than their carrying amounts, and thus no impairment is required at the reporting date.

The carrying amount of goodwill as at 31 December 2021 amounted to S\$12,230,000 [2020: S\$12,230,000].

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(D) CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

Key sources of estimation uncertainty (Cont'd)

(b) Impairment tests for plant and equipment and right-of-use assets

Plant and equipment and right-of-use ["ROU"] assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

The recoverable amounts of these assets and, where applicable, cash-generating units, have been determined based on value-in-use calculations. These calculations require the use of estimates. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit (or group of cash-generating units) and also to use other estimates and assumptions such as future market growth, forecast revenue and costs, utilisation period of the assets, discount rates and other factors.

A reasonably change in key parameters such as discount rate and revenue growth rate will not result in a significant impact to the Group's plant and equipment and ROU assets. The carrying amounts of the Group's and the Company's plant and equipment and ROU assets are disclosed in Note 7 and Note 8 to the financial statements respectively.

(c) Impairment of investment in subsidiaries

Determining whether investment in subsidiaries is impaired requires an estimation of the value-in-use of the investments. The value-in-use calculation requires the Company to estimate the future cash flows expected from the cash-generating units and an appropriate discount rate in order to calculate the present value of the future cash flows.

At the reporting date, the carrying amount of investment in subsidiaries is S\$30,305,000 (2020: S\$24,464,000). Management has evaluated the recoverability of the investments based on such estimates. An increase of 50 basis points in the discount rate used and a 1% decrease in future revenue growth rate would decrease the carrying amount of investment in a significant subsidiary by S\$983,000 (2020: S\$672,000) and S\$390,000 (2020: S\$920,000) respectively as at 31 December 2021.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES

Group accounting

(a) Basis of consolidation

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

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

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

- size of the Company's or its subsidiary's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company or its subsidiary, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances which indicate that the Company or its subsidiary has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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 and investees are 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 or investees to bring their accounting policies in line with the Group's accounting policies.

(b) Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Group accounting (Cont'd)

(b) Changes in the Group's ownership interests in existing subsidiaries (Cont'd)

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary, and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9, or when applicable, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's separate financial statements, investment in subsidiaries is carried at cost less any accumulated impairment losses. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

Business combinations

Business combination is accounted for using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether it includes, at a minimum, an input and substantive process, and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional 'concentration test' is met, and the acquired set of activities and assets is not a business, if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

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.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates at fair value, with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e., the date on which the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, as would be required if the acquirer had disposed directly of the previously held equity interest.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Business combinations (Cont'd)

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition 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 SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *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 SFRS(I) 2 *Share-based Payment* at the acquisition date; and
- disposal groups that are classified as held for sale in accordance with SFRS(I) 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.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year from acquisition date.

Intangible assets

Intangible assets are accounted for using the cost model with the exception of goodwill. Capitalised costs are amortised on a straight-line basis over their estimated useful lives for those considered as finite useful lives. After initial recognition, they are carried at cost less accumulated amortisation and accumulated impairment losses, if any. In addition, they are subject to annual impairment testing whenever indication of impairment exists. Indefinite life intangibles are not amortised but are subject to annual impairment testing.

Intangible assets are written off where, in the opinion of the directors, no further future economic benefits are expected to arise.

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Intangible assets (Cont'd)

Goodwill (Cont'd)

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

On disposal of a subsidiary or a joint venture, the attributable amount of goodwill is included in the determination of the gain or loss on disposal of the entity or the relevant cash generating unit.

Leases

The Group as lessee

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 twelve 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.

(i) *Lease liability*

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 Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

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

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that trigger those lease payments.

For all contracts that contain both lease and non-lease components, the Group has elected to not separate lease and non-lease components and account these as one single lease component.

The lease liabilities are presented as a separate line item in the statements of financial position.

The lease liability is subsequently measured at amortised cost, 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.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Leases (Cont'd)

The Group as lessee (Cont'd)

(i) *Lease liability* (Cont'd)

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to profit or loss if the carrying amount of the right-of-use asset has already been reduced to nil) 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.

(ii) *Right-of-use asset*

The right-of-use asset comprises 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 SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Depreciation on right-of-use assets is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

Office and clinic premises: over lease term of 2 to 5 years
Office equipment : over lease term of 5 years

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 right-of-use assets are presented as a separate line item in the statements of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Plant and equipment and depreciation

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation on items of plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives as follows:

Office equipment	5 years
Furniture and fittings	5 years
Medical equipment	5 years
Renovation	5 years
Computer and software	1 year

The cost of plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of plant and equipment.

Subsequent expenditure relating to plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before the expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

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

For acquisitions and disposals during the financial year, depreciation is provided from the month of acquisition and to the month before disposal respectively. Fully depreciated plant and equipment are retained in the books of accounts until they are no longer in use.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates.

Investment in subsidiaries

In the Company's separate financial statements, investment in subsidiaries is stated at cost less allowance for any impairment losses on an individual subsidiary basis.

Investment in a 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 a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. 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.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investment in a joint venture (Cont'd)

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.

The requirements of SFRS(I) 1-28 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 SFRS(I) 1-36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised decreases the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with SFRS(I) 1-36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date, and this fair value is regarded as its fair value on initial recognition in accordance with SFRS(I) 9. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture may be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification) when the equity method is discontinued.

When the Group reduces its ownership interest in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss may be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with a joint venture of the Group, profits or 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 is not related to the Group.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

Initial recognition and measurement

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

The classification of financial assets, at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party if the trade receivables do not contain a significant financing component at initial recognition.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income ("OCI"), it needs to give rise to cash flows that are "solely payments of principal and interest ("SPPI)" on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four [4] categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI ("FVOCI") with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss ("FVPL").

(a) Financial assets

Financial assets at amortised cost (debt instruments)

Subsequent measurement of debt instruments depends on the Group's business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual cash 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 on the asset.

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

The Group's financial assets at amortised cost include trade and other receivables (excluding prepayments) and cash and cash equivalents.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

Subsequent measurement (Cont'd)

(a) Financial assets (Cont'd)

Financial assets at FVOCI (debt instruments)

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

The Group does not hold any financial assets at FVOCI (debt instruments).

Financial assets designated at FVOCI (equity instruments)

On initial recognition of an equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. The classification is determined on an instrument-by-instrument basis. The Group subsequently measures its qualifying equity instruments designated at FVOCI at fair value. Dividends from such investments are recognised in profit or loss when the Group's right to receive payments is established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Changes in fair value of financial assets designated at FVOCI (equity instruments) are recognised in OCI and are never recycled to profit or loss.

The Group elected to classify irrevocably its unquoted equity investments in SG Meditech Pte. Ltd. ["**SG Meditech**"] under this category (Note 9).

Financial assets at FVPL

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at FVPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch. A gain or loss on a debt instruments that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises. Interest income from these financial assets is included in finance income.

Financial assets at FVPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

Dividends on equity instruments are also recognised as other income in the statement of comprehensive income when the right of payment has been established.

The Group does not hold any financial asset at FVPL.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

(a) Financial assets (Cont'd)

Derecognition

A financial asset (or, where applicable, part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses ("ECLs") associated with its financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

For trade receivables, the Group measures the loss allowance at an amount equal to the lifetime expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other receivables, loss allowance is measured at an amount equal to 12-month ECLs. The 12-month ECLs are estimated by reference to the track record of the counterparties and their business and financial conditions. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (12-month ECLs). For those credit exposures for which there have been significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECLs).

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

(a) Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

The Group considers a financial asset in default when contractual payments are 90 days due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised initially at fair value less directly attributable transaction costs. The Group's financial liabilities comprise trade and other payables (excluding net GST payables) and lease liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by SFRS(I) 9. Separate embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Financial liabilities designated upon initial recognition at FVPL are designated at the initial date of recognition, and only if the criteria in SFRS(I) 9 are satisfied. The Group has not designated any financial liability as FVPL.

Financial liabilities at amortised cost

After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to either settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis, and includes all costs of purchases and other costs incurred in bringing the inventories to their present location and condition.

Provision is made for obsolete, slow-moving and defective inventories in arriving at the net realisable value.

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

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and bank deposits.

Impairment of non-financial assets

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

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

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("**cash-generating units**"). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management controls the related cash flows.

Individual assets or cash-generating units that include goodwill and other intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value-in-use, based on an internal discounted cash flow evaluation. Impairment losses recognised for cash-generating units, to which goodwill has been allocated are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

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

With the exception of goodwill,

- An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decrease.
- An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.
- A reversal of an impairment loss on a revalued asset is credited directly to equity. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the profit or loss, a reversal of that impairment loss is recognised as income in profit or loss.

An impairment loss in respect of goodwill is not reversed, even if it relates to impairment loss recognised in an interim period that would have been reduced or avoided had the impairment assessment been made at a subsequent reporting or end of the reporting period.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from customer. If customer pays consideration before the Group transfers good or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Share capital

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

Treasury shares

When any entity within the Group purchases the Company's ordinary shares ["**treasury shares**"], the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

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

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

Dividends

Final dividends proposed by the directors are not accounted for in shareholders' equity as an appropriation of retained earnings, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because of the articles of association of the Company grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised directly as a liability when they are proposed and declared.

Income taxes

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

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

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

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

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Income taxes (Cont'd)

Deferred income tax is measured:

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

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

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

Revenue from contracts with customers

Revenue comprises the fair value of the consideration received or receivable for the rendering of services, net of goods and services tax, rebates and discounts. Revenue is recognised as follows:

Provision of specialised healthcare services

Revenue from the provision of specialised healthcare services (namely, obstetrics and gynaecology, dermatology, cancer-related and general surgery, and paediatrics services) is recognised when the Group satisfies a performance obligation by transferring control of those services to the patients. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied performance obligation. The transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the specialised medical services to patients. There is no significant financing component arising from the rendering of those services.

Revenue may be recognised at a point of time or over time following the timing of satisfaction of the performance obligation. If a performance obligation is satisfied over time, revenue is recognised based on the progress towards complete satisfaction of the services for antenatal maternity, dermatology and vaccination packages sold.

Finance income

Finance income relates to interest income from bank deposits that is recognised as it accrues, using the effective interest method.

Dividend income

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

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Employee benefits (Cont'd)

Pension obligations

The Group and the Company contribute to the Central Provident Fund, a defined contribution plan regulated and managed by the Government of Singapore, which applies to the majority of the employees. The contributions to national pension schemes are charged to the profit or loss in the period to which the contributions relate.

Employee leave entitlements

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

Employee Share Option Scheme and Performance Share Plan

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

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

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

Key management personnel

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

Related parties

A related party is defined as follows:

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

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2(E) SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Related parties (Cont'd)

A related party is defined as follows: (Cont'd)

- (b) An entity is related to the Group and the Company if any of the following conditions applies: (Cont'd)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)[i] has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or Company.

Government grants

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant.

Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the same periods in which the expenses are recognised. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the asset.

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (“**functional currency**”). The financial statements of the Group and the Company are presented in SGD, which is also the functional currency of the Company.

Conversion of foreign currencies

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

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the transactions.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in SGD using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. All resulting currency translation differences are recognised in other comprehensive income and accumulated in foreign currency translation reserve.

Operating segments

For management purposes, operating segments are organised based on their services which are independently managed by the respective segment managers (i.e., specialist medical practitioners) responsible for the performance of the respective segments under their charge. The segment managers are directly accountable to the Chief Executive Officer (“**CEO**”) who regularly reviews the segment results in order to allocate resources to the segments and to assess segment performance.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 REVENUE

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following healthcare services:

	Group					
	2021			2020		
	At a point in time S\$'000	Over time S\$'000	Total S\$'000	At a point in time S\$'000	Over time S\$'000	Total S\$'000
<u>Singapore</u>						
Obstetrics and gynaecology revenue	20,586	1,498	22,084	20,774	1,483	22,257
Dermatology revenue	8,558	271	8,829	6,626	90	6,716
Cancer-related revenue	5,432	118	5,550	5,818	167	5,985
Paediatrics revenue	5,771	163	5,934	4,815	116	4,931
	40,347	2,050	42,397	38,033	1,856	39,889

4 INVESTMENT IN SUBSIDIARIES

	Company	
	2021 S\$'000	2020 S\$'000
Unquoted equity shares, at cost	34,335	34,334
Allowance for impairment losses		
At 1 January	(9,870)	(10,772)
Reversal for impairment loss	5,840	902
At 31 December	(4,030)	(9,870)
Carrying amount	30,305	24,464

Incorporation of a subsidiary

On 30 March 2021, the Group incorporated a wholly-owned subsidiary, SOG Mummy & Baby Centre Pte. Ltd. ["**SOGMB**"] in Singapore. The issued and paid-up share capital of SOGMB is S\$1,000. SOGMB holds 49% equity interest in a joint venture company in relation to the joint venture between the Company and LYC Mother & Child Centre Sdn. Bhd. [Note 5].

Impairment test for investment in SOG Dermatology Pte. Ltd. ["**DERM**"]

For the financial year ended 31 December 2021 ["**FY 2021**"], the actual performance for DERM and SOG Dermatology [Gleneagles] Pte. Ltd. [collectively, the "**Dermatology Clinic CGU**"] was better than forecasted. This is an indication that impairment losses recognised in prior year for investment in DERM may have decreased. Based on management's assessment, the recoverable amount of Dermatology Clinic CGU as at 31 December 2021 was determined to be higher than its carrying amount. The carrying amount of the investment in DERM was thus increased to its recoverable amount. Accordingly, a reversal of impairment loss of S\$5.8 million [2020: S\$0.9 million] has been recognised in the profit or loss of the Company for FY 2021. The recoverable amount of Dermatology Clinic CGU was determined based on VIU calculation, which is a discounted cash flow model using cash flow projections based on approved financial budget prepared by management covering a four [4]-year period [2020: a five [5]-year period] with terminal value. Refer to Note 6 for details of impairment tests for goodwill for Dermatology Clinic CGU.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

4 INVESTMENT IN SUBSIDIARIES (CONT'D)

Group subsidiaries

Details of subsidiaries are as follows:

Name of subsidiary	Principal activities	Country of incorporation/ Principal place of business	Percentage of interest held	
			2021 %	2020 %
Held by the Company				
Beh's Clinic for Women Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
Choo Wan Ling Women's Clinic Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
Heng Clinic for Women Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
K W Lee Clinic & Surgery for Women Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
SOG-Natalie Chua Clinic for Women Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
SOG-SC Hong Clinic for Women Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
SOG-Clara Ong Clinic for Women Pte. Ltd.	Provision of obstetrics and gynaecology services	Singapore	100	100
SOG Dermatology Pte. Ltd.	Provision of dermatology services	Singapore	100	100
SOG-Cindy Pang Clinic for Women Pte. Ltd.	Provision of cancer-related and general surgery services	Singapore	100	100
SOG-HL Sim Colorectal, Endoscopy & General Surgery Pte. Ltd.	Provision of cancer-related and general surgery services	Singapore	100	100
SOG-CC Tan Breast, Thyroid & General Surgery Pte. Ltd.	Provision of cancer-related and general surgery services	Singapore	100	100
SOG Children (Paediatrics - Central) Pte. Ltd.	Provision of paediatrics services	Singapore	100	100
SOG Children (Paediatrics - East) Pte. Ltd.	Provision of paediatrics services	Singapore	100	100
SOG Children (Paediatrics - Gastroenterology Liver) Pte. Ltd.	Provision of paediatrics services	Singapore	100	100
SOG Children (Paediatrics - Gleneagles) Pte. Ltd.	Provision of paediatrics services	Singapore	100	100
SOG Mummy & Baby Centre Pte. Ltd.	Investment holding	Singapore	100	-
Held by SOG Dermatology Pte. Ltd.				
SOG Dermatology (Gleneagles) Pte. Ltd.	Provision of dermatology services	Singapore	100	100

All entities are audited by Foo Kon Tan LLP.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

5 INVESTMENT IN A JOINT VENTURE

	Group	
	2021 S\$'000	2020 S\$'000
Unquoted equity shares, at cost	640	-
Share of results of a joint venture	(169)	-
Exchange differences	(7)	-
	464	-

On 30 June 2021, the Group through its wholly-owned subsidiary, SOGMB, injected Malaysian Ringgit (“MYR”) 2 million [equivalent to S\$0.6 million] in cash representing the capital injection for its 49% equity interest in the joint venture company, LYC SOG Mother & Child Sdn. Bhd. (“LSMC”).

LSMC is structured as a separate vehicle and the Group has a residual interest in its net assets. Accordingly, the Group has classified its interest in LSMC as a joint venture, which is equity accounted.

On 15 October 2021, LSMC incorporated a wholly-owned subsidiary, LYC SOG Marketing Pte. Ltd. (“LSM”), in Singapore. The principal activity of LSM is that of provision of marketing and promotional services related to LSMC’s confinement care and related services.

Details of the joint venture are as follows:

Name of joint venture	Principal activities	Country of incorporation/ Principal place of business	Effective equity interest held by the Group	
			2021 %	2020 %
Held by SOG Mummy & Baby Centre Pte. Ltd.				
LYC SOG Mother & Child Sdn. Bhd. *	Provision of confinement care and related services	Malaysia	49	-

* Audited by Foo Kon Tan LLP for group consolidation purposes

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

5 INVESTMENT IN A JOINT VENTURE (CONT'D)

Summarised financial information, adjusted for the Group's share of equity interest in respect of LSMC and its subsidiary is set out below:

2021	S\$'000
Revenue	-
Loss for the period #	(345)
Other comprehensive income ["OCI"]	-
Total comprehensive loss	(345)
Attributable to joint venture's shareholders	(345)
# Includes:	
- Depreciation	179
- Interest expense	129
Current assets *	731
Non-current assets	5,063
Current liabilities **	(799)
Non-current liabilities ***	(4,049)
Net assets attributable to joint venture's shareholders	946
* Includes cash and cash equivalents	644
** Includes current financial liabilities (excluding trade and other payables and provisions)	127
*** Includes non-current financial liabilities (excluding trade and other payables and provisions)	3,885
Group's interest in net assets of joint venture at beginning of period	-
Equity investment	640
Group's share of:	
- Loss for the period	(169)
- OCI	-
Total comprehensive loss	(169)
Translation differences	(7)
Carrying amount of joint venture at end of the period	464

Reconciliation of the summarised financial information presented to the carrying amount of the Group's interest in a joint venture, is as follows:

2021	S\$'000
Net assets attributable to joint venture's shareholders	946
Group's equity interest	49%
Group's share of net assets	464

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

6 GOODWILL

	Group	
	2021 S\$'000	2020 S\$'000
Cost	26,930	26,930
Allowance for impairment losses At 1 January and 31 December	(14,700)	(14,700)
Carrying amount	12,230	12,230

Impairment tests for goodwill

As at 31 December 2021, the carrying amount of goodwill is attributable to the Group's cash-generating units ("CGUs") comprising of Beh's Clinic for Women Pte. Ltd. ("**Beh's Clinic CGU**"), Choo Wan Ling Women's Clinic Pte. Ltd. ("**CWL Clinic CGU**") and SOG Dermatology Pte. Ltd. & SOG Dermatology [Gleneagles] Pte. Ltd. (collectively, the "**Dermatology Clinic CGU**").

	Group	
	2021 S\$'000	2020 S\$'000
Beh's Clinic CGU	446	446
CWL Clinic CGU	396	396
Dermatology Clinic CGU	11,388	11,388
	12,230	12,230

The recoverable amounts of the CGUs were determined based on VIU calculations and VIU of these CGUs were estimated to be higher than their carrying amounts. The VIU calculation is a discounted cash flow model using cash flow projections based on financial budget prepared by management covering a six (6)-year period (2020: a seven (7)-year period) each for Beh's Clinic CGU and CWL Clinic CGU, and a four (4)-year period (2020: a five (5)-year period) with terminal value for Dermatology Clinic CGU. Cash flows for the budgeted period were projected using the estimated growth rates stated below. The growth rates do not exceed the long-term average growth rates in which the CGUs operate.

Key assumptions used for VIU calculations:

	Beh's Clinic CGU %	CWL Clinic CGU %	Dermatology Clinic CGU %
2021			
Gross profit margin ⁽¹⁾	92.0	87.4	72.0
Growth rate ⁽²⁾	1.0	2.0	4.3
Terminal growth rate ⁽³⁾	-	-	0.8
Discount rate ⁽⁴⁾	17.3	17.0	10.9

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

6 GOODWILL (CONT'D)

Impairment tests for goodwill (Cont'd)

Key assumptions used for VIU calculations: (Cont'd)

2020	Beh's Clinic CGU %	CWL Clinic CGU %	Dermatology Clinic CGU %
Gross profit margin ⁽¹⁾	92.0	87.1	71.0
Growth rate ⁽²⁾	3.4	2.0	8.7
Terminal growth rate ⁽³⁾	-	-	1.1
Discount rate ⁽⁴⁾	18.5	18.5	12.5

⁽¹⁾ Budgeted gross profit margin

⁽²⁾ Compound annual growth rate

⁽³⁾ Long term average growth rate of Singapore

⁽⁴⁾ Pre-tax discount rate applied to the pre-tax cash flow projections

The discount rate was determined based on the rate of 10-year government bonds issued by the Singapore government, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU. A long-term growth rate into perpetuity has been determined based on Singapore's forecast long-term CPI.

These assumptions were used for the analysis of each CGU within the business segment. Management determined budgeted gross profit margin and revenue growth rate based on expectation of future outcomes taking into account past experiences. Revenue growth was projected taking into account the average growth level experienced over the past years. The discount rates used reflected specific risks relating to the relevant CGUs.

As at 31 December 2021, the Group believes that any reasonably possible changes in the above key assumptions applied are not likely to materially result in the recoverable amounts to be lower than their carrying amounts for the CGUs. The recoverable amounts of each of these three [3] CGUs have been estimated to be higher than their carrying amounts, and thus no impairment is required at the reporting date.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

7 PLANT AND EQUIPMENT

Group	Office equipment S\$'000	Furniture and fittings S\$'000	Medical equipment S\$'000	Renovation S\$'000	Computer and software S\$'000	Total S\$'000
<u>Cost</u>						
At 1 January 2020	61	43	2,360	1,171	200	3,835
Additions	*	6	550	-	73	629
Write-off	*	(3)	*	(1)	(29)	(33)
Disposals	-	-	(15)	-	(3)	(18)
At 31 December 2020	61	46	2,895	1,170	241	4,413
Additions	14	-	278	244	32	568
Write-off	(10)	(8)	(120)	(104)	(28)	(270)
Disposals	(3)	(3)	(307)	(80)	-	(393)
At 31 December 2021	62	35	2,746	1,230	245	4,318
<u>Accumulated depreciation</u>						
At 1 January 2020	22	32	1,338	664	184	2,240
Depreciation for the year	13	5	462	181	68	729
Write-off	*	(3)	*	(1)	(29)	(33)
Disposals	-	-	(12)	-	*	(12)
At 31 December 2020	35	34	1,788	844	223	2,924
Depreciation for the year	12	4	412	171	40	639
Write-off	(10)	(8)	(120)	(104)	(28)	(270)
Disposals	(2)	(3)	(264)	(68)	-	(337)
At 31 December 2021	35	27	1,816	843	235	2,956
<u>Net book value</u>						
At 31 December 2021	27	8	930	387	10	1,362
At 31 December 2020	26	12	1,107	326	18	1,489

* Less than S\$1,000

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

7 PLANT AND EQUIPMENT (CONT'D)

Company	Office equipment S\$'000	Furniture and fittings S\$'000	Medical equipment S\$'000	Renovation S\$'000	Computer and software S\$'000	Total S\$'000
<u>Cost</u>						
At 1 January 2020	10	12	140	62	67	291
Additions	-	-	-	-	62	62
Write-off	-	(3)	*	-	-	(3)
Disposals	-	-	-	-	(3)	(3)
At 31 December 2020	10	9	140	62	126	347
Additions	-	-	-	-	6	6
Write-off	(6)	(1)	-	-	(14)	(21)
Disposals	-	-	(88)	-	-	(88)
At 31 December 2021	4	8	52	62	118	244
<u>Accumulated depreciation</u>						
At 1 January 2020	6	11	53	31	58	159
Depreciation for the year	2	*	31	12	58	103
Write-off	-	(3)	*	-	-	(3)
Disposals	-	-	-	-	*	*
At 31 December 2020	8	8	84	43	116	259
Depreciation for the year	1	*	11	12	15	39
Write-off	(6)	(1)	-	-	(14)	(21)
Disposals	-	-	(55)	-	-	(55)
At 31 December 2021	3	7	40	55	117	222
<u>Net book value</u>						
At 31 December 2021	1	1	12	7	1	22
At 31 December 2020	2	1	56	19	10	88

* Less than S\$1,000

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

8 RIGHT-OF-USE ASSETS

	Group	Company
	Office and clinic premises and office equipment S\$'000	Office premise and office equipment S\$'000
<u>Cost</u>		
At 1 January 2020	5,195	326
Additions	1,035	-
Lease modification	[121]	[29]
At 31 December 2020	6,109	297
Additions	1,145	46
Lease modification	309	-
Termination of leases	[949]	-
At 31 December 2021	6,614	343
<u>Accumulated depreciation</u>		
At 1 January 2020	1,497	78
Depreciation during the year	1,448	70
At 31 December 2020	2,945	148
Depreciation during the year	1,595	75
Termination of leases	[464]	-
At 31 December 2021	4,076	223
<u>Net book value</u>		
At 31 December 2021	2,538	120
At 31 December 2020	3,164	149

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

9 FINANCIAL ASSETS, AT FVOCI

	Group and Company	
	2021 S\$'000	2020 S\$'000
Equity instrument designated at FVOCI		
Unquoted equity instrument, presented as non-current assets	-	-

Equity instrument designated at fair value through OCI ("**FVOCI**") comprises investments in equity shares of SG Meditech Pte. Ltd. ("**SG Meditech**"), intended as a third-party investment to the Singapore Government National Research Foundation Technology's Incubation Scheme (the "**NRFTI Scheme**"). Under the NRFTI Scheme, SG Meditech is developing a device aimed at providing a more sustainable solution to improve the cord blood collection process. The Company invested S\$250,000 [2020: S\$250,000] to acquire 5% of the ordinary shares of SG Meditech.

As the unquoted equity shares are not publicly traded, the fair values presented are determined based on the adjusted net assets ("**ANA**") of the underlying investee by management as at 31 December 2021. The ANA method was adopted on the basis that SG Meditech has going concern issue after considering the following:

- (i) SG Meditech has been loss making for the last seven (7) years;
- (ii) SG Meditech does not have any signed customer contracts as at 31 December 2021;
- (iii) SG Meditech has been in a net liabilities position for the last seven (7) years; and
- (iv) SG Meditech appears not to have sufficient cash to sustain its business operations for the next twelve months.

The ANA method estimates the equity value of SG Meditech by adjusting the book value of all assets and liabilities to reflect their current market values. Based on management's assessment, the adjusted net assets value of SG Meditech approximates its fair value at the financial year end. As SG Meditech is in a net liabilities position as at 31 December 2021, the fair valuation of SG Meditech is determined to be Nil [2020: Nil]. No fair value gain or loss was recognised in other comprehensive income for the financial years ended 31 December 2021 and 31 December 2020.

10 INVENTORIES

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
<u>At cost:</u>				
Medical supplies	2,129	1,908	4	-

There was no write-down in value of inventories and no write-off of inventories during FY 2021 and FY 2020.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

11 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Trade receivables	2,061	2,485	4	13
Impairment losses:				
At 1 January	(80)	(71)	-	(3)
Allowance for the year	(24)	(62)	-	-
Allowance utilised	18	32	-	3
Allowance reversed	40	21	-	-
At 31 December	(46)	(80)	-	-
Net trade receivables	2,015	2,405	4	13
Amounts due from subsidiaries (non-trade)	-	-	5,952	4,449
Deposits	423	407	59	42
Other receivables	112	16	64	16
	2,550	2,828	6,079	4,520
Prepayments	748	724	55	67
	3,298	3,552	6,134	4,587

Bad debts written off directly in the profit or loss during FY 2021 amounted to S\$2,000 [2020: S\$6,000] for the Group [Note 26].

Trade receivables are non-interest bearing and are generally on 30-90 days [2020: 30-90 days] terms. They are recognised at their original invoice amount which represent their fair value on initial recognition.

Refer to Note 35 for details of credit risk exposures.

Non-trade amounts due from subsidiaries

Non-trade amounts due from subsidiaries are unsecured, interest-free and repayable on demand. There is no allowance for impairment losses arising from these outstanding balances as the expected credit loss is not assessed to be material.

12 CASH AND CASH EQUIVALENTS

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Cash at bank	23,631	23,404	4,278	5,603
Fixed deposits	12,126	12,100	12,126	12,100
Cash on hand	8	10	1	1
	35,765	35,514	16,405	17,704

Fixed deposits of the Group and Company mature in March 2022 [2020: March 2021] with a weighted average interest rate of 0.43% [2020: 0.43%] per annum.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

13 SHARE CAPITAL

	Group and Company			
	2021	2020	2021	2020
	Number of ordinary shares '000		S\$'000	S\$'000
Issued and fully paid with no par value:				
Balance at 1 January	477,470	476,803	29,809	29,646
Issue of new shares	667	667	177	163
Balance at 31 December	478,137	477,470	29,986	29,809

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

On 30 June 2021 [2020: 30 June 2020], 666,666 [2020: 666,666] ordinary shares were issued pursuant to the vesting of the share awards granted under the SOG Performance Share Plan at a price of S\$0.265 [2020: S\$0.245] per share. Information relating to the SOG Performance Share Plan, including share awards granted and vested during the financial year and share awards outstanding at the reporting date, are set out in Note 31.

14 TREASURY SHARES

	Group and Company			
	2021	2020	2021	2020
	Number of ordinary shares '000		S\$'000	S\$'000
Balance at 1 January	2,000	-	471	-
Purchase of treasury shares	-	2,000	-	471
Balance at 31 December	2,000	2,000	471	471

In 2020, the Company purchased 1,999,990 of its ordinary shares by way of on-market purchases at an average share price of S\$0.235. The total amount paid to purchase the shares was S\$471,000. Treasury shares held by the Company as at the financial year end is presented as a component within the shareholder's equity.

Notes To The Financial Statements

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15 CAPITAL RESERVE

	Group and Company	
	2021 S\$'000	2020 S\$'000
Balance at 1 January	1,719	1,771
Issue of new shares under the SOG PSP	(70)	(52)
Balance at 31 December	1,649	1,719

Capital reserve of S\$1,771,000 represents the difference between the fair value of the purchase consideration paid by the Company and the net assets of Choo Wan Ling Women's Clinic Pte. Ltd. and Beh's Clinic for Women Pte. Ltd. acquired by the Company during the financial year ended 31 December 2014.

The movement in capital reserve of S\$70,000 (2020: S\$52,000) in 2021 represents the difference between the amounts from the issuance of 666,666 (2020: 666,666) new ordinary shares pursuant to the vesting of the share awards granted under the SOG PSP and the amounts previously recognised in the share-based payment reserve.

16 SHARE-BASED PAYMENT RESERVE

	Group and Company	
	2021 S\$'000	2020 S\$'000
Balance at 1 January	80	-
Recognition of share awards granted under SOG PSP	124	191
Vesting of share awards	(107)	(111)
Balance at 31 December	97	80

The share-based payment reserve arises on the grant of share awards to employees under the SOG Performance Share Plan (Note 31).

17 MERGER RESERVE

Merger reserve represents the difference between the consideration paid by the Company and the net assets of K W Lee Clinic & Surgery for Women Pte. Ltd. and Heng Clinic for Women Pte. Ltd. acquired by the Company.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

18 FOREIGN CURRENCY TRANSLATION RESERVE

Foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of joint venture whose functional currency is different from that of the Group's presentation currency.

	Group	
	2021 S\$'000	2020 S\$'000
Balance at 1 January	-	-
Effect of exchange differences arising from translation of financial statements of foreign operations	(7)	-
Balance at 31 December	(7)	-

19 TRADE AND OTHER PAYABLES

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Trade payables	1,070	1,553	707	506
Accrued operating expenses	8,433	7,122	313	305
Amounts due to subsidiaries (non-trade)	-	-	3,000	3,000
Amounts due to an ex-director (non-trade)	244	244	-	-
GST payables, net	543	10	17	20
Other payables	5	7	-	-
	10,295	8,936	4,037	3,831

Trade payables have credit terms of 30 days (2020: 30 days).

Non-trade amounts due to an ex-director, comprising advances and payable for the lease of a subsidiary's clinic premise, are unsecured, interest-free and repayable on demand.

Non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

Refer to Note 35 for details of liquidity risk exposure.

Notes To The Financial Statements

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20 LEASE LIABILITIES

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Undiscounted lease payments due:				
- Year 1	1,655	1,603	107	76
- Year 2	958	1,233	20	76
- Year 3	145	549	2	13
- Year 4	27	93	2	-
- Year 5	-	32	-	-
	2,785	3,510	131	165
Less: Future interest cost	(125)	(209)	(4)	(8)
Lease liabilities	2,660	3,301	127	157
Presented as:				
- Non-current	1,096	1,826	23	87
- Current	1,564	1,475	104	70
	2,660	3,301	127	157

Interest expense on lease liabilities of S\$146,000 [2020: S\$154,000] is recognised within "finance expense" in profit or loss (Note 27).

Total cash outflows for all leases in the year amount to S\$1,714,000 [2020: S\$1,582,000].

Information about the Group's leases are disclosed in Note 33.

Further information about the financial risk management are disclosed in Note 35.

21 CONTRACT LIABILITIES

The Group offers 'Antenatal' maternity, dermatology and vaccination packages to patients. Under these packages, the patients pay an upfront package fee which the Group recognises the fee collected as contract liabilities. For 'Antenatal' maternity packages, the contract liabilities are amortised over the remaining pregnancy period till the birth of the baby. For dermatology and vaccination packages, the contract liabilities are recognised as revenue when the medical services are rendered to patients.

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
At 1 January	577	613	-	-
Fees received during the year	2,081	1,820	-	-
Revenue recognised that was included in the contract liabilities balance at 1 January	(571)	(613)	-	-
Revenue recognised for fees received during the year	(1,566)	(1,243)	-	-
At 31 December	521	577	-	-

The remaining performance obligations as at 31 December 2021 are part of contracts that have original expected duration of one [1] year or less.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

22 DEFERRED TAXATION

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Deferred tax assets	-	[3]	-	-
Deferred tax liabilities	133	120	13	7
	133	117	13	7

The movement in the net deferred income tax account is as follows:

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
At 1 January	117	131	7	9
Recognised in profit or loss	16	[14]	6	[2]
At 31 December	133	117	13	7

Deferred tax (assets) and liabilities comprised the following:

	Group			
	Assets		Liabilities	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Plant and equipment	-	4	137	133
Interest receivables	-	-	11	3
ROU assets and lease liabilities	-	[7]	[15]	[16]
Deferred tax (assets)/liabilities	-	[3]	133	120

	Company			
	Assets		Liabilities	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Plant and equipment	-	-	3	6
Interest receivables	-	-	11	3
ROU assets and lease liabilities	-	-	[1]	[2]
Deferred tax liabilities	-	-	13	7

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

22 DEFERRED TAXATION (CONT'D)

The balance comprises tax on the following temporary differences:

	Group		
	Plant and equipment S\$'000	ROU assets and lease liabilities S\$'000	Total S\$'000
Deferred tax assets			
At 1 January 2020	1	(4)	(3)
Recognised in profit or loss	3	(3)	-
At 31 December 2020	4	(7)	(3)
Recognised in profit or loss	(4)	7	3
At 31 December 2021	-	-	-

	Group			
	Plant and equipment S\$'000	Interest receivables S\$'000	ROU assets and lease liabilities S\$'000	Total S\$'000
Deferred tax liabilities				
At 1 January 2020	142	6	(14)	134
Recognised in profit or loss	(9)	(3)	(2)	(14)
At 31 December 2020	133	3	(16)	120
Recognised in profit or loss	4	8	1	13
At 31 December 2021	137	11	(15)	133

	Company			
	Plant and equipment S\$'000	Interest receivables S\$'000	ROU assets and lease liabilities S\$'000	Total S\$'000
Deferred tax liabilities				
At 1 January 2020	4	6	(1)	9
Recognised in profit or loss	2	(3)	(1)	(2)
At 31 December 2020	6	3	(2)	7
Recognised in profit or loss	(3)	8	1	6
At 31 December 2021	3	11	(1)	13

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

23 OTHER OPERATING INCOME

	Group	
	2021 S\$'000	2020 S\$'000
Government grants	437	1,208
Rental rebate – variable lease incentives not dependant on an index or rate	88	88
Gain on termination of leases – derecognition of ROU assets and lease liabilities	42	-
Rental concession	308	61
Sponsorship income	21	49
Sundry income	13	29
	909	1,435

Included in government grant income is JSS grant of S\$195,000 (2020: S\$893,000) and property tax rebate of Nil (2020: S\$165,000) from the Singapore Government. JSS grant is to help employers to retain their local employees during the period of economic uncertainty as a result of COVID-19. JSS grant income is allocated over the period of uncertainty to match the related staff costs for which the grant is intended to compensate. The property tax rebate is mandated to be fully passed on by the landlord to the Group as a tenant.

Included in rental concession is rental rebate of S\$36,000 (2020: S\$61,000) for the Group's leased office and clinic premises under the Rental Relief Framework as mandated by the Singapore Government whereby the landlord is obliged to waive up to 4 months of rental to the Group as tenant, and S\$272,000 (2020: Nil) for Group's lease clinic premises under the 2021 Rental Support Scheme which is meant to support businesses with rental costs during the Phase 2 (Heightened Alert) periods and the Stabilisation Phase.

24 CONSUMABLES AND MEDICAL SUPPLIES USED

	Group	
	2021 S\$'000	2020 S\$'000
Changes in inventories	(221)	122
Inventories purchased	4,796	3,785
Laboratory test and charges	2,385	2,421
Hospital facility charges	395	370
Others	14	7
	7,369	6,705

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

25 EMPLOYEE REMUNERATION EXPENSE

	Group	
	2021 S\$'000	2020 S\$'000
Directors' fees – Directors of the Company	139	168
Directors' remuneration		
- Directors of the Company	3,476	3,892
- Directors of subsidiaries	11,876	10,324
- Share-based compensation (equity-settled)	124	191
- Central Provident Fund contributions	191	172
Key management personnel (Other than directors)		
- Salaries and other related costs	559	458
- Central Provident Fund contributions	33	38
Other than directors and key management personnel		
- Salaries and other related costs	4,492	3,856
- Central Provident Fund contributions	458	373
	21,348	19,472

26 OTHER OPERATING EXPENSES

	Group	
	2021 S\$'000	2020 S\$'000
Advertising expense	305	289
Audit fees paid/payable to auditor of the Company	168	167
Bad debts written off (trade)	2	6
Credit card charges	480	435
Entertainment expenses	22	23
Insurance	389	356
Software subscription fees	84	102
Office supplies	83	58
Loss on disposal of plant and equipment	14	1
Professional and legal fees	301	303
(Reversal of impairment losses)/Impairment losses on trade receivables, net	(16)	41
Transportation	59	56
Telecommunication charges	67	62
Administrative charges	86	13
Upkeep of clinics	42	46
Utilities	28	28
Printing and stationery	25	25
Other expenses	156	181
	2,295	2,192

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

27 FINANCE INCOME/EXPENSE

	Group	
	2021 S\$'000	2020 S\$'000
Finance income		
Interest income	87	184
Finance expense		
Interest expense on lease liabilities	146	154

28 INCOME TAX EXPENSE

	Group	
	2021 S\$'000	2020 S\$'000
Current tax expense		
Current year	1,456	1,490
Over provision of current taxation in respect of prior years	(2)	(161)
	1,454	1,329
Deferred tax expense/(credit)		
Origination and reversal of temporary differences [Note 22]	16	(14)
Income tax expense recognised in profit or loss	1,470	1,315

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on profits as a result of the following:

	Group	
	2021 S\$'000	2020 S\$'000
Profit before taxation	9,832	10,808
Share of results of a joint venture, net of nil tax	169	-
Profit before taxation and share of results of a joint venture	10,001	10,808
Tax at statutory rate of 17% [2020: 17%]	1,700	1,837
Tax effect on non-deductible expenses	41	70
Tax effect of non-taxable income ⁽¹⁾	(85)	(197)
Effect of partial tax exemption and tax relief	(184)	(234)
Over provision of current taxation in respect of prior years	(2)	(161)
Income tax expense recognised in profit or loss	1,470	1,315

⁽¹⁾ Income not subject to tax relates mainly to government grant received under JSS and property tax rebate amounting to S\$195,000 [2020: S\$893,000] and Nil [2020: S\$165,000] respectively, and rental concession of S\$308,000 [2020: S\$61,000] [Note 23].

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

29 DIVIDENDS

	Group and Company	
	2021 S\$'000	2020 S\$'000
Ordinary dividends paid		
- Final tax-exempt (one-tier) dividend paid in respect of the previous financial year of 1.20 cents (2020: Nil) per share	5,706	-
- Interim tax-exempt (one-tier) dividend paid in respect of the current financial year of 0.65 cents (2020: 0.50 cents) per share	3,094	2,381
	8,800	2,381

A final dividend in respect of the current financial year of 0.90 cents per share amounting to S\$4,285,000 will be recommended at the Annual General Meeting to be held on 22 April 2022. These financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the financial year ending 31 December 2021. The payment of this dividend will not have any tax consequences for the Group.

30 EARNINGS PER SHARE

The earnings per share is calculated based on the consolidated profits attributable to owners of the Company divided by the weighted average number of shares in issue of 475,807,577 (2020: 476,200,767) shares during the financial year.

Fully diluted earnings per share were calculated on the consolidated profits attributable to owners of the Company divided by 476,803,012 (2020: 476,994,939) ordinary shares. The number of ordinary shares is calculated based on the weighted average number of shares in issue during the financial year adjusted for the effects of all dilutive issuable shares under the SOG PSP for FY 2021 and FY 2020.

	Group	
	2021	2020
<u>Basic earnings per share</u>		
Profit attributable to owners of the Company (S\$'000)	8,362	9,493
Weighted average number of ordinary shares ('000)	475,808	476,201
Basic earnings per share based on the weighted average number of ordinary shares (cents)	1.76	1.99
<u>Diluted earnings per share</u>		
Profit attributable to owners of the Company (S\$'000)	8,362	9,493
Weighted average number of ordinary shares ('000)	475,808	476,201
Adjustment for potential shares issuable under the SOG PSP ('000)	995	794
Weighted average number of ordinary shares (diluted) ('000)	476,803	476,995
Diluted earnings per share based on the weighted average number of ordinary shares (cents)	1.75	1.99

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

31 SHARE-BASED PAYMENTS

The SOG Performance Share Plan (the “**SOG PSP**” or “**Plan**”) was approved by shareholders on 6 May 2015 by shareholders’ written resolutions.

Under the Plan, the Company may award fully paid shares to Group Employees who have attained the age of twenty-one years and hold such rank as may be designated by the Remuneration Committee from time to time, and Non-Executive Directors (including Independent Directors). This is provided that certain prescribed performance targets (if any) are met and the Plan is awarded before expiry of the prescribed performance period.

Controlling shareholders of the Company or associates of such controlling shareholders are also eligible to participate in the Plan, subject to independent approval for each grant to such a person.

The Plan allows the Company to target specific performance objectives and to provide an incentive for participants to achieve these targets. The Directors believe that the plan will provide the Company with a flexible approach to provide performance incentives to the employees and Non-Executive Directors and, consequently, to improve performance and achieve sustainable growth for the Company in the changing business environment, and to foster a greater ownership culture amongst senior management and Non-Executive Directors.

The total number of shares which may be issued or transferred pursuant to awards granted under the Plan, when aggregated with the aggregate number of shares over which options are granted under any other share option schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.

The Plan shall continue in force at the discretion of the Remuneration Committee, subject to a maximum period of ten years commencing on the date on which the Plan is adopted by the Company in general meeting, provided always that the Plan may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the Plan, any awards made to participants prior to such expiry or termination will continue to remain valid.

The following tables illustrate the number of, and movement in, equity share awards (“**Awards**”) during the financial year:

2021

Group and Company							
2021 Awards							
Date of share awards granted	Tranches	Vesting date - last working day of	Balance at 1 January 2021	Granted during the year	Vested during the year	Balance at 31 December 2021	Fair value of share awards S\$
25 August 2021	Tranche 1	June 2022	-	108,721	-	108,721	0.2058
	Tranche 2	June 2023	-	108,721	-	108,721	0.1983
	Tranche 3	June 2024	-	108,721	-	108,721	0.1912
	Tranche 4	June 2025	-	108,721	-	108,721	0.1842
	Tranche 5	June 2026	-	108,724	-	108,724	0.1775
				-	543,608	-	543,608

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

31 SHARE-BASED PAYMENTS (CONT'D)

The following tables illustrate the number of, and movement in, equity share awards (“Awards”) during the financial year: [Cont'd]

2021 (Cont'd)

Group and Company							
2020 Awards							
Date of share awards granted	Tranches	Vesting date - last working day of	Balance at 1 January 2021	Granted during the year	Vested during the year	Balance at 31 December 2021	Fair value of share awards S\$
8 June 2020	Tranche 1	June 2020	-	-	-	-	0.1663
	Tranche 2	June 2021	666,666	-	(666,666)	-	0.1609
	Tranche 3	June 2022	666,668	-	-	666,668	0.1560
			1,333,334	-	(666,666)	666,668	

On 25 August 2021, the Company granted Awards to an eligible employee pursuant to the SOG PSP (“2021 Awards”). The number of ordinary shares to be granted under the 2021 Awards is 543,608. One fifth of the 2021 Awards shall be vested each on the last working day of June 2022, 2023, 2024, 2025 and 2026 respectively. The share price used to determine the fair value of the 2021 Awards granted was estimated to be S\$0.2058, S\$0.1983, S\$0.1912, S\$0.1842 and S\$0.1775 for the relevant 2021 Awards which shall be vested on the last working day of June 2022, 2023, 2024, 2025 and 2026 respectively.

2020

Group and Company							
2020 Awards							
Date of share awards granted	Tranches	Vesting date - last working day of	Balance at 1 January 2020	Granted during the year	Vested during the year	Balance at 31 December 2020	Fair value of share awards S\$
8 June 2020	Tranche 1	June 2020	-	666,666	(666,666)	-	0.1663
	Tranche 2	June 2021	-	666,666	-	666,666	0.1609
	Tranche 3	June 2022	-	666,668	-	666,668	0.1560
			-	2,000,000	(666,666)	1,333,334	

On 8 June 2020, the Company granted Awards to eligible employees pursuant to the SOG PSP (“2020 Awards”). The number of ordinary shares to be granted under the 2020 Awards is 2,000,000. One third of the Awards shall be vested each on the last working day of June 2020, 2021 and 2022 respectively. The share price used to determine the fair value of the 2020 Award granted was estimated to be S\$0.1663, S\$0.1609 and S\$0.1560 for the relevant 2020 Awards which shall be vested on the last working day of June 2020, 2021 and 2022 respectively.

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31 SHARE-BASED PAYMENTS (CONT'D)

The fair value of the share awards was estimated using the Black-Scholes-Merton formula based on the Company's share price at the grant date, the Company's 5-year historical dividend yield, length of time between grant date to vest date, and adjusted for Discounts For Lack of Marketability ["**DLOM**"] to reflect the price discount for a restricted share.

The inputs into the Black-Scholes-Merton formula are as follows:

	Group	
	2021	2020
Share price at the grant date	S\$0.2678	S\$0.2097
DLOM	20.7%	20.7%
Dividend yield	3.7%	3.1%
Time (year)	Tranche 1 - 0.85	Tranche 1 - 0.06
	Tranche 2 - 1.85	Tranche 2 - 1.06
	Tranche 3 - 2.84	Tranche 3 - 2.06
	Tranche 4 - 3.85	
	Tranche 5 - 4.85	

The Company had on 30 June 2021, allotted and issued an aggregate of 666,666 [2020: 666,666] new ordinary shares in the capital of the Company to the eligible employees pursuant to the vesting of tranche 2 [2020: tranche 1] of the 2020 Awards under the SOG PSP.

32 SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Other than as disclosed elsewhere in the financial information, significant transactions with related parties are as follows:

	Group	
	2021 S\$'000	2020 S\$'000
Transactions with a shareholder cum ex-director		
Rental expenses paid/payable to Lee and Lee Clinic Pte. Ltd. and Avesa Pte. Ltd. #	452	415

These relates to the entities in which a shareholder and ex-director of the Company has financial interest in during the financial year.

(b) Key management personnel (including Directors) compensation

	Group	
	2021 S\$'000	2020 S\$'000
Directors' fees	139	168
Salary costs	15,911	14,842
Central Provident Fund contributions	224	210
Share-based compensation (equity-settled)	124	191
	16,398	15,411

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33 LEASES

The Group as lessee

(i) Office and clinic premises and office equipment

The Group leases several office and clinic premises and office equipment for its operations.

(ii) Future cash outflows not capitalised in lease liabilities – Extension options

The leases for certain office and clinic premises provide for optional extension periods, for which the related lease payments have not been included in lease liabilities because the Group is not reasonably certain to exercise these extension options. The Group negotiates extension options to optimise operational flexibility in terms of managing the assets used in the Group's operations. The extension options are exercisable only by the Group and not by the lessor. The undiscounted potential future cash outflows for the lease payments during the extension periods amount to S\$148,000 [2020: S\$267,000].

Information regarding the Group's ROU assets and lease liabilities are disclosed in Note 8 and 20 respectively.

Depreciation charge of ROU assets during the year:

	Group	
	2021 S\$'000	2020 S\$'000
Office and clinic premises and office equipment	1,595	1,448

34 OPERATING SEGMENTS

For management purposes, the Group is organised into the five [5] reportable operating segments as follows:

- (1) Obstetrics and Gynaecology [including Endocrinology] segment relates to general obstetrics, labour and delivery, general gynaecology and surgery, female pelvic medicine, urogynaecology and reconstructive surgery and reproductive endocrinology.
- (2) Cancer-related segment relates to medical services for gynae-oncology and cancer-related general surgery for breast, thyroid and colon [colorectal].
- (3) Dermatology segment relates to the provision of aesthetic dermatological procedures, dermatologic and laser surgery and general skin care.
- (4) Paediatrics segment relates to the provision of general paediatrics and adolescent medical services.
- (5) Corporate segment relates to the provision of group-level corporate services and strategic management functions.

The Group operates in Singapore and has a joint venture company based in Malaysia. For the full year ended 31 December 2021, the Group's share of results from its joint venture in Malaysia was a loss of S\$169,000 [2020: Nil].

The Chief Executive Officer (“**CEO**”) who is also the chief operating decision maker (“**CODM**”) monitors the operating results of its operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as set out below, is measured differently from operating profit or loss in the consolidated financial statements.

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34 OPERATING SEGMENTS (CONT'D)

Group	Obstetrics and Gynaecology		Dermatology		Cancer-related		Paediatrics		Corporate		Elimination		Total	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Revenue														
External	22,084	22,257	8,829	6,716	5,550	5,985	5,934	4,931	-	-	-	-	42,397	39,889
Inter-segment	164	208	24	10	117	8	28	28	-	-	(333)	(254)	-	-
Total revenue	22,248	22,465	8,853	6,726	5,667	5,993	5,962	4,959	-	-	(333)	(254)	42,397	39,889
Segment Results														
Segment profit/(loss) from operations	8,209	8,948	1,693	638	1,032	2,247	1,391	965	(2,265)	(2,020)	-	-	10,060	10,778
Reversal of impairment losses on investment in subsidiaries	-	-	-	-	-	-	-	-	5,840	902	(5,840)	(902)	-	-
Finance income	-	-	3	3	-	-	-	-	84	181	-	-	87	184
Finance expense	(60)	(50)	(40)	(60)	(20)	(15)	(19)	(19)	(7)	(10)	-	-	(146)	(154)
Share of results of a joint venture	-	-	-	-	-	-	-	-	(169)	-	-	-	(169)	-
Profit/(Loss) before income tax	8,149	8,898	1,656	581	1,012	2,232	1,372	946	3,483	(947)	(5,840)	(902)	9,832	10,808
Income tax (expense)/credit	(1,117)	(1,042)	(224)	(23)	(115)	(240)	(149)	(63)	135	53	-	-	(1,470)	(1,315)
Profit/(Loss) for the year	7,032	7,856	1,432	558	897	1,992	1,223	883	3,618	(894)	(5,840)	(902)	8,362	9,493
Other information														
Segment assets	13,624	14,408	21,956	20,481	4,265	4,333	3,143	2,829	53,488	46,090	(38,690)	(30,281)	57,786	57,860
Consolidated total assets													57,786	57,860
Segment liabilities	9,200	9,844	2,568	2,486	4,227	2,841	3,443	3,206	4,829	4,002	(9,202)	(7,561)	15,065	14,818
Consolidated total liabilities													15,065	14,818
Investment in a joint venture	-	-	-	-	-	-	-	-	464	-	-	-	464	-
Additions of plant and equipment	167	70	266	494	116	3	13	-	6	62	-	-	568	629
Depreciation of plant and equipment and right-of-use assets	872	789	756	719	165	187	327	309	114	173	-	-	2,234	2,177
Loss on disposal of plant and equipment	1	-	*	-	4	1	9	-	*	-	-	-	14	1
(Reversal of impairment losses)/ Impairment losses on trade receivables, net	(1)	20	3	6	(15)	6	(3)	9	-	-	-	-	(16)	41
Share-based payment	-	-	-	-	-	-	-	-	124	191	-	-	124	191

* Amount less than S\$1,000

Notes To The Financial Statements

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34 OPERATING SEGMENTS (CONT'D)

Reconciliation of reportable segment revenue, profit or loss, assets and liabilities:

	2021 S\$'000	2020 S\$'000
Revenue		
Total revenue for reportable segments	42,397	39,889
Consolidated revenue	42,397	39,889
Profit or loss before tax		
Total profit or loss for reportable segments from operations	10,060	10,778
Finance income	87	184
Finance expense	(146)	(154)
Share of results of a joint venture	(169)	-
Consolidated profit before tax	9,832	10,808
Segment assets		
Total assets for reportable segments	96,476	88,141
Elimination	(38,690)	(30,281)
Consolidated total assets	57,786	57,860
Segment liabilities		
Total liabilities for reportable segments	24,267	22,379
Elimination	(9,202)	(7,561)
Consolidated total liabilities	15,065	14,818

35 FINANCIAL RISK MANAGEMENT

The Group and the Company have documented financial risk management policies. These policies set out the Group's and the Company's overall business strategies and its risk management philosophy. The Group and the Company are exposed to financial risks arising from their operations. The key financial risks included credit risk and liquidity risk. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Risk management is carried out by the corporate office - Finance under policies approved by the Board of Directors. The corporate office - Finance identifies and evaluates financial risks in close co-operation with the Group's and the Company's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as credit risk and liquidity risk.

There has been no change to the Group's and Company's exposure to these financial risks or the manner in which they manage and measure the risks.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

35 FINANCIAL RISK MANAGEMENT (CONT'D)

The carrying amounts of financial assets and financial liabilities at the reporting date by categories are as follows:

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Financial assets designated at fair value through OCI [Note 9]	-	-	-	-
Financial assets at amortised cost				
Trade and other receivables *	2,550	2,828	6,079	4,520
Cash and cash equivalents	35,765	35,514	16,405	17,704
	38,315	38,342	22,484	22,224
Financial liabilities at amortised cost				
Trade and other payables ^	9,752	8,926	4,020	3,811
Lease liabilities	2,660	3,301	127	157
	12,412	12,227	4,147	3,968

* Excludes prepayments.

^ Excludes net GST payables.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group or the Company to incur a financial loss. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For trade receivables, the Group and the Company adopt the policy of dealing only with hospitals and insurance companies of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group and the Company adopt the policy of dealing only with high credit quality counterparties.

The Group's and the Company's objective is to seek continual growth while minimising losses incurred due to increased credit risk exposure.

Exposure to credit risk

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group's and the Company's major classes of financial assets are trade and other receivables (excluding prepayments), and cash and cash equivalents.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

35 FINANCIAL RISK MANAGEMENT (CONT'D)

Credit risk (Cont'd)

Exposure to credit risk (Cont'd)

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

Group	12-month or lifetime ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
2021				
Trade receivables	Lifetime ECL	2,061	[46]	2,015
Other receivables	12-month ECL	535	-	535
		2,596	[46]	2,550
2020				
Trade receivables	Lifetime ECL	2,485	[80]	2,405
Other receivables	12-month ECL	423	-	423
		2,908	[80]	2,828

Company	12-month or lifetime ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
2021				
Trade receivables	Lifetime ECL	4	-	4
Other receivables	12-month ECL	123	-	123
Amounts due from subsidiaries (non-trade)	12-month ECL	5,952	-	5,952
		6,079	-	6,079
2020				
Trade receivables	Lifetime ECL	13	-	13
Other receivables	12-month ECL	58	-	58
Amounts due from subsidiaries (non-trade)	12-month ECL	4,449	-	4,449
		4,520	-	4,520

(i) Trade receivables

The Group and the Company apply the SFRS(I) 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days past due. The expected loss rates are based on the historical credit loss experiences. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group and the Company have identified the Gross Domestic Product of Singapore, the country in which it operates to be the most relevant factor and accordingly adjusts the historical loss rates based on expected changes in this factor.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

35 FINANCIAL RISK MANAGEMENT (CONT'D)

Credit risk (Cont'd)

Exposure to credit risk (Cont'd)

(i) Trade receivables (Cont'd)

Trade receivables relate to the collection of doctor's professional fees to be paid by the respective hospitals in Singapore and insurance companies. The Group generally extends between 30-day and 90-day credit terms. No interest is charged on outstanding balances. The credit risks relating to outstanding balances from hospitals and insurance companies are not deemed to be significant based on the external credit ratings of the counterparties.

Trade receivables are written off when there is no reasonable expectation of recovery. Impairment losses on trade receivables are presented as net impairment losses on trade receivables within other operating expenses. Subsequent recoveries of amounts previously written off are credited against the same line item. The closing loss allowances for trade receivables as at the reporting date reconcile to the opening loss allowances are disclosed in Note 11.

An ageing analysis of trade receivables, net of impairment losses at the reporting date is as follows:

The Group actively reviews the trade receivable balances and follows up on outstanding debts with the hospitals and insurance companies.

	Group		Company	
	2021 S\$'000	2020 S\$'000	2021 S\$'000	2020 S\$'000
Trade receivables				
Not past due	1,762	1,471	4	13
Past due less than 1 month	101	440	-	-
Past due more than 1 month but less than 2 months	48	242	-	-
Past due more than 2 months	104	252	-	-
	2,015	2,405	4	13

(ii) Other receivables

The Group and the Company assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Group and the Company measured the impairment loss allowance using 12-month ECL and determined the ECL is insignificant.

(iii) Amounts due from subsidiaries (non-trade)

Amounts due from subsidiaries (non-trade) are considered to have low credit risk as the Company has control over the operating, investing and financing activities of these entities. The use of loans and advances to assist with the subsidiaries' cash flow management is in line with the Group's capital management. There has been no significant increase in the credit risk of the amounts due from subsidiaries since initial recognition. In determining the ECL, management has taken into account the finances and business performance of the subsidiaries, and a forward-looking analysis of the financial performance of the subsidiaries.

Other than as disclosed, management has assessed that the Company is not exposed to significant credit loss in respect of the amounts due from the subsidiaries.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

35 FINANCIAL RISK MANAGEMENT (CONT'D)

Credit risk (Cont'd)

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy companies or individuals with a good payment record with the Group and the Company. Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit ratings and no history of default.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due but not impaired except for trade and other receivables.

Cash and cash equivalents

Cash is placed with financial institutions which are regulated and have good credit ratings. Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents to have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents is negligible.

Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. As part of its overall prudent liquidity management, the Group maintains sufficient level of cash to meet its working capital requirement.

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

Group	Carrying amount S\$'000	Contractual cash flows S\$'000	Less than 1 year S\$'000	Between 2 and 5 years S\$'000
2021				
Trade and other payables ^	9,752	9,752	9,752	-
Lease liabilities	2,660	2,785	1,655	1,130
	12,412	12,537	11,407	1,130
2020				
Trade and other payables ^	8,926	8,926	8,926	-
Lease liabilities	3,301	3,510	1,603	1,907
	12,227	12,436	10,529	1,907

^ Excludes net GST payables.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

35 FINANCIAL RISK MANAGEMENT (CONT'D)

Liquidity risk (Cont'd)

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows. (Cont'd)

Company	Carrying amount S\$'000	Contractual cash flows S\$'000	Less than 1 year S\$'000	Between 2 and 5 years S\$'000
2021				
Trade and other payables ^	4,020	4,020	4,020	-
Lease liabilities	127	131	107	24
	4,147	4,151	4,127	24
2020				
Trade and other payables ^	3,811	3,811	3,811	-
Lease liabilities	157	165	76	89
	3,968	3,976	3,887	89

^ Excludes net GST payables.

The Group and the Company ensure that there are adequate funds to meet all their obligations in a timely and cost-effective manner.

Foreign currency risk

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

The Group and the Company are not exposed to foreign currency risks because their transactions and related financial assets and financial liabilities are mainly transacted and denominated in the respective functional currencies of the Group entities which is SGD.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group and the Company are not exposed to any cash flow risk as they do not have any monetary financial instruments with variable interest rates.

Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate due to changes in market prices.

The Group and the Company are not exposed to any movement in market price risk as they do not hold any quoted or marketable financial instruments.

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

36 CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

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

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital management and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group currently has not adopted any formal dividend policy.

The Group is not subjected to externally imposed capital requirements.

The Group monitors capital using Gearing Ratio, which is calculated using total liabilities divided by total equity.

	Group	
	2021 S\$'000	2020 S\$'000
Total liabilities	15,065	14,818
Total equity	42,721	43,042
Gearing ratio	35.3%	34.4%

37 FAIR VALUE MEASUREMENT

Definition of fair value

SFRS(I) define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 : unobservable inputs for the asset or liability

Notes To The Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

37 FAIR VALUE MEASUREMENT (CONT'D)

Fair value measurement of financial instruments (Cont'd)

Management performs valuations of financial instruments for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations. Valuation techniques were selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. Management reports directly to Audit Committee. Valuation processes and fair value changes are discussed among the Audit Committee and the valuation team at least every year, in line with the Group's reporting dates.

The valuation techniques used for instruments categorised in Level 3 are described below:

Equity investment - FVOCI financial assets [Level 3]

The fair values of the equity investment classified as FVOCI financial assets are estimated using the ANA method, which estimates the equity value by adjusting the book values of assets and liabilities to reflect their current market values. Refer to Note 9 for the basis of using ANA method to estimate the fair values as at 31 December 2021. There is no movement in the FVOCI financial assets during the year.

There are no transfers between Level 1, 2 and 3 during the year.

Fair value of financial instruments

The carrying amounts of financial assets and liabilities at amortised cost with a maturity of less than one year (including trade and other receivables (excluding prepayments), cash and cash equivalents, and trade and other payables (excluding net GST payables)) approximate their fair values because of the short period to maturity.

The fair value disclosure of lease liabilities is not required.

38 EVENTS AFTER END OF THE REPORTING PERIOD

- (1) Subscription of non-convertible redeemable preference shares in the share capital of a joint venture company
On 9 February 2022, the Company's direct wholly-owned subsidiary, SOG Mother & Baby Centre Pte. Ltd., has subscribed for 1,964,000 non-convertible redeemable preference shares ["RPS"] in the share capital of the joint venture company, LYC SOG Mother & Child Sdn. Bhd. ["LSMC"], representing 49% of the total number of RPS issued by LSMC. The aggregate subscription price of MYR 1,964,000 (equivalent to S\$634,000) was paid.

The rationale for subscribing to the RPS is for LSMC to use the proceeds from the subscription for the setting-up and renovation of the postpartum confinement centre in Johor, Malaysia.

- (2) Proposed final dividends
On 23 February 2022, the Board of Directors has recommended a final one-tier tax exempt dividend of 0.90 Singapore cents per share in respect of FY 2021.
- (3) Voluntary unconditional cash offer from NewMedCo Group Ltd. for all the issued and paid-up ordinary shares in the capital of the Company
On 7 March 2022, an announcement was issued by United Overseas Bank Limited for and on behalf of NewMedCo Group Ltd. ["Offeror"] relating to, *inter alia*, a voluntary unconditional cash offer ["Offer"] for all the issued and paid-up ordinary shares ["Shares"] in the capital of the Company other than any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers. The offer price is S\$0.295 per share.

Shareholdings Statistics

AS AT 15 MARCH 2022

Issued and fully paid up share capital	- S\$28,096,857.77
Total number of issued shares	- 478,136,334
Total number of issued shares (excluding treasury shares)	- 476,136,344
Number and percentage of treasury shares	- 1,999,990 or 0.42% ⁽ⁱ⁾
Number and percentage of subsidiary holdings	- Nil or 0%
Class of shares	- Ordinary shares
Voting rights	- One vote per share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

Size Of Shareholdings	No. Of Shareholders	%	No. Of Shares	% ⁽ⁱⁱ⁾
1 – 99	0	0.00	0	0.00
100 – 1,000	88	3.95	60,800	0.01
1,001 – 10,000	937	42.07	6,065,200	1.27
10,001 – 1,000,000	1,180	52.99	70,107,300	14.73
1,000,001 and above	22	0.99	399,903,044	83.99
Total	2,227	100.00	476,136,344	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Shareholder's Name	No. of Shares held	% ⁽ⁱⁱⁱ⁾
1	HENG TUNG LAN	140,453,614	29.50
2	LEE KEEN WHYE	75,600,356	15.88
3	BEH SUAN TIONG	48,008,452	10.08
4	JOYCE LIM TENG EE	41,053,002	8.62
5	CHOO WAN LING	34,899,278	7.33
6	DBS NOMINEES PTE LTD	13,807,900	2.90
7	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	11,543,500	2.42
8	WONG CHUI FONG	6,104,524	1.28
9	PHILLIP SECURITIES PTE LTD	5,442,100	1.14
10	RAFFLES NOMINEES (PTE) LIMITED	3,838,000	0.81
11	HENG TONG BWEE	2,711,886	0.57
12	VSTL INVESTMENT LTD	2,117,000	0.44
13	CITIBANK NOMINEES SINGAPORE PTE LTD	1,852,700	0.39
14	CHUA WEILYN NATALIE	1,758,466	0.37
15	PANG YI PING CINDY	1,726,666	0.36
16	YEO WEI HUANG	1,550,000	0.33
17	STF INVESTMENT LTD	1,500,000	0.32
18	ANG HAO YAO (HONG HAOYAO)	1,388,800	0.29
19	OCBC NOMINEES SINGAPORE PTE LTD	1,205,300	0.25
20	IFAST FINANCIAL PTE LTD	1,161,100	0.24
	Total	397,722,644	83.52

Shareholdings Statistics

AS AT 15 MARCH 2022

SUBSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
	No. Of Shares	% ⁽ⁱⁱ⁾	No. Of Shares	% ⁽ⁱⁱ⁾
HENG TUNG LAN	140,453,614	29.50	NIL	0.00
LEE KEEN WHYE	75,600,356	15.88	6,104,524 ⁽¹⁾	1.28
BEH SUAN TIONG	48,008,452	10.08	472,000 ⁽²⁾	0.10
JOYCE LIM TENG EE	41,053,002	8.62	NIL	0.00
CHOO WAN LING	34,899,278	7.33	NIL	0.00

⁽ⁱ⁾ Percentage is calculated based on the total number of issued shares.

⁽ⁱⁱ⁾ Percentage is calculated based on the total number of issued shares, excluding treasury shares.

Notes:

[1] Dr. Lee Keen Whye has a deemed interest in the shareholdings of 6,104,524 shares held by his wife, Dr. Wong Chui Fong, Anna.

[2] Dr. Beh Suan Tiong has a deemed interest in the shareholdings of 472,000 shares held by his wife, Ms. Heng Siok Hong Veronica.

PERCENTAGE OF SHAREHOLDINGS IN PUBLIC'S HANDS

Based on information available to the Company as at 15 March 2022, 25.52% of the issued ordinary shares of the Company are held in the hands of the public. Accordingly, the Company has complied with the Rule 723 of the Listing Manual (Section B: Rules of Catalyst) of the SGX-ST.

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Singapore O&G Ltd. (the “Company”) will be held by way of electronic means through a live webcast comprising both video (audio-visual) and audio-only feeds on 22 April 2022 at 10.00 a.m. (“Live AGM Webcast”) to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors’ Statement and the Independent Auditor’s Report thereon.

[Resolution 1]
2. To declare a tax exempt (one-tier) final dividend of 0.90 Singapore cents per ordinary share for the financial year ended 31 December 2021.

[Resolution 2]
3. To re-elect Dr. Heng Tung Lan, a Director who is retiring pursuant to Article 91 of the Company’s Constitution.

Dr. Heng shall, upon re-election as Director of the Company, remain as the Executive Director of the Company.

See Explanatory Note (a) **[Resolution 3]**
4. To re-elect Ms. See Tho Soat Ching, a Director who is retiring pursuant to Article 91 of the Company’s Constitution.

Ms. See Tho shall, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee, member of the Audit Committee and Nominating Committee of the Company, and shall be considered independent for the purposes of Rule 704(7) of the SGX-ST Rules of Catalyst.

See Explanatory Note (b) **[Resolution 4]**
5. To re-elect Ms. Linda Hoon Siew Kin, a Director who is retiring pursuant to Article 97 of the Company’s Constitution.

Ms. Hoon shall, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee, member of the Audit Committee and Remuneration Committee of the Company, and shall be considered independent for the purposes of Rule 704(7) of the SGX-ST Rules of Catalyst.

See Explanatory Note (c) **[Resolution 5]**
6. To approve the Independent Directors’ fees of not exceeding S\$139,167 for the financial year ended 31 December 2021 (financial year ended 31 December 2020: S\$168,000).

[Resolution 6]
7. To re-appoint Messrs Foo Kon Tan LLP as Auditor of the Company to hold office until the next AGM of the Company, and to authorise the Directors to fix the remuneration of Messrs Foo Kon Tan LLP.

[Resolution 7]

Notice Of Annual General Meeting

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares (the “Share Issue Mandate”)

“That pursuant to Section 161 of the Companies Act, Chapter. 50 of Singapore [“Companies Act”] and Rule 806 of the Rules of Catalyst, the Directors of the Company be authorised and empowered to:

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

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

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

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) [subject to such calculation as may be prescribed by the SGX-ST] for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards provided that the share options or share awards [as the case may be] were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with (a) and (b) above 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 the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date on which the next Annual General Meeting of the Company is required by law and the Catalyst Rules to be held, whichever is earlier.

See Explanatory Note (d)

[Resolution 8]

Notice Of Annual General Meeting

9. **Authority to grant options and to issue shares under the SOG Employee Share Option Scheme**

“That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the SOG Employee Share Option Scheme (the “**Scheme**”) and to allot and issue from time to time such Shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme provided always that the aggregate number of Shares issued and issuable in respect of all options granted or to be granted under the Scheme, all awards granted or to be granted under the SOG Performance Share Plan and all Shares, options or awards granted or to be granted under any other share option schemes or share plans of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.”

See Explanatory Note (e)

[Resolution 9]

10. **Authority to grant awards and to issue shares under the SOG Performance Share Plan**

“That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the SOG Performance Share Plan (the “**Plan**”) and to allot and issue from time to time such Shares as may be required to be issued pursuant to the Plan provided always that the aggregate number of Shares to be issued pursuant to the Plan, when added to the number of shares issued and issuable or existing Shares delivered and deliverable in respect of all awards granted or to be granted under the Plan, all options granted or to be granted under the Scheme and all shares, options or awards granted under any other share scheme of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.”

See Explanatory Note (f)

[Resolution 10]

11. To transact any other business which may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Nor Hafiza Alwi (Ms)
Company Secretary
31 March 2022
Singapore

Notice Of Annual General Meeting

Explanatory Notes:

- [a] In relation to Resolution 3 proposed above, Dr. Heng Tung Lan is an Executive Director and substantial shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Dr. Heng and the other Directors, the Company or its 5% shareholders and the detailed information on Dr. Heng is set out in the section entitled "Board Membership" in the Corporate Governance Report and "Disclosure of Information on Directors Seeking Re-election" on page 205 to 214 of the Company's 2021 Annual Report.
- [b] In relation to Resolution 4 proposed above, there is no relationship (including immediate family relationships) between Ms. See Tho Soat Ching and the other Directors, the Company or its 5% shareholders and the detailed information on Ms. See Tho is set out in the section entitled "Board Membership" in the Corporate Governance Report and "Disclosure of Information on Directors Seeking Re-election" on page 205 to 214 of the Company's 2021 Annual Report.
- [c] In relation to Resolution 5 proposed above, there is no relationship (including immediate family relationships) between Ms. Linda Hoon Siew Kin and the other Directors, the Company or its 5% shareholders and the detailed information on Ms. Hoon is set out in the section entitled "Board Membership" in the Corporate Governance Report and "Disclosure of Information on Directors Seeking Re-election" on page 205 to 214 of the Company's 2021 Annual Report.
- [d] The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, or the date on which the next AGM is required by law to be held or when varied or revoked by the Company in general meeting, whichever is earlier, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding in total, one hundred percent (100%) of the issued Shares excluding treasury shares and subsidiary holdings at the time of passing of this resolution, of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders.
- [e] The Ordinary Resolution 9 above, if passed, will empower the Directors to grant options and to allot and issue Shares upon the exercise of such options granted or to be granted in accordance with the Scheme provided that the number of Shares which the Directors may allot and issue under this Resolution, together with any Shares issued and issuable in respect of all options granted or to be granted under the Scheme, pursuant to the vesting of any awards granted under the Plan and any Shares, options or awards granted or to be granted under any other share schemes of the Company, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.
- [f] The Ordinary Resolution 10 above, if passed, will empower the Directors to vest awards and to allot and issue Shares pursuant to the vesting of such awards in accordance with the Plan provided that the number of Shares which the Directors may allot and issue under this Resolution, together with any Shares issued and issuable in respect of all awards granted under the Plan and all options granted or to be granted under the Scheme and any Shares, options or awards granted or to be granted under any other share schemes of the Company, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.

Notice Of Annual General Meeting

Important Notes:

1. Pursuant to the COVID-19 [Temporary Measures] [Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders] Order 2020, the AGM of the Company will be convened and held by electronic means. **NO PHYSICAL ATTENDANCE TO THE AGM IS PERMITTED.**
2. The Notice of AGM, Proxy Form and Annual Report will be sent to the members solely by electronic means via publication on the Company's website at the URL <https://sog.listedcompany.com/> and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will NOT be despatched to members.

3. **Registration to attend Live AGM Webcast**

- (a) All members as well as investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) ["Investors"] (including Supplementary Retirement Scheme ["SRS"] ["SRS investors"]), who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online at <https://registration.ryt-poll.com/home/index/SOG-AGM> ["Pre-registration"] for verification purposes. The website will be open for pre-registration from 31 March 2022, 10 a.m. and will close at 14 April 2022, 10 a.m. (the "Registration Deadline").
- (b) All members who held shares through SRS investment account/a securities sub-account in Depository Agents ["DAs"] must inform their respective SRS Operators/DAs that they have registered for the Live AGM Webcast and provide their SRS Operators/DAs with their registration details.
- (c) Following the verification, authenticated members will receive the login details to join the Live AGM Webcast or telephone number to call for the audio feeds by 20 April 2022, 10 a.m. via the e-mail address provided at Pre-registration.
- (d) Members must not forward the login details to join the Live AGM Webcast or telephone number to call for the audio feeds to other persons who is not a member of the Company and/or who is not authorised to attend the Live AGM Webcast.
- (e) Members who register by the Registration Deadline but do not receive an email response by 21 April 2022, 10 a.m. may contact the Company via electronic mail to sog-agm@ryt-poll.com.

4. **Proxy Voting**

- (a) All members (whether individual or corporate) who wish to exercise his/her/its voting rights at the AGM must submit a proxy form in advance to appoint the Chairman of the AGM to vote on his/her/its behalf. The members must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

For SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e., by 12 April 2022), to ensure that their votes are submitted.

- (b) The Chairman of the AGM, as proxy, need not be a member of the Company.
- (c) The duly completed and signed proxy form must be deposited not less than forty-eight (48) hours before the time scheduled for the AGM via either the following means:
 - (i) post to the Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898;
 - (ii) electronic mail to sg.is.proxy@sg.tricorglobal.com;or
 - (iii) via webcast pre-registration website at <https://registration.ryt-poll.com/home/index/SOG-AGM>.

Notice Of Annual General Meeting

- (d) The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
- (e) In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

5. **Submission of Questions**

- (a) Members will not be able to ask questions during the Live AGM Webcast. It is important for Members to pre-register their participation in order to be able to submit their questions in advance of the AGM.
- (b) All members may submit questions relating to the agenda of the AGM via electronic mail to ir@sog.com.sg or via the webcast pre-registration website. All questions must be submitted by 8 April 2022, 10 a.m.
- (c) The Company will address substantial and relevant questions relating to the agenda of the AGM received from the members by 13 April 2022.

The Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's announcements on SGXNet or the Company's website at www.sog.com.sg for any changes or updates on the AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to vote at the AGM and/or any adjournment thereof, a member of the Company (a) 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 or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance 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"), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.

Disclosure Of Information On Directors Seeking Re-Election

Dr. Heng Tung Lan, Ms. See Tho Soat Ching and Ms. Linda Hoon Siew Kin are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 22 April 2022 ["AGM"] (collectively, the "Retiring Directors")

Pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST, the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules of the SGX-ST is disclosed below:

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
Designation	Executive Director	Independent Director and Chairperson of the Remuneration Committee and member of Audit Committee and Nominating Committee.	Independent Director and Chairperson of the Nominating Committee and member of Audit Committee and Remuneration Committee.
Date of appointment	18 October 2011	11 February 2019	4 June 2021
Date of last re-appointment	22 May 2020	26 April 2019	N/A
Age	65	44	59
Country of principal residence	Singapore	Singapore	Singapore
Academic qualifications	<ul style="list-style-type: none"> Bachelor of Medicine and Bachelor of Surgery, National University of Singapore Master of Medicine (Obstetrics and Gynaecology), National University of Singapore 	<ul style="list-style-type: none"> Bachelor of Accountancy, Nanyang Technological University Master of Business Administration, Adelaide University 	<ul style="list-style-type: none"> Bachelor Degree of Law, National University of Singapore Master's Degree of Law, National University of Singapore Master's Degree of Science in Management, Essec Business School
Professional memberships/ qualifications	<ul style="list-style-type: none"> Fellow of the Academy of Medicine of Singapore 	<ul style="list-style-type: none"> Member of the Institute of Singapore Chartered Accountants Member of Chartered Institute of Management Accountants Member of ISACA Member of Singapore Institute of Directors 	<ul style="list-style-type: none"> Member of Singapore Academy of Law Member of Singapore Institute of Directors
	Current directorships		
Public companies	Nil	Nil	Nil

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
Private companies	<ul style="list-style-type: none"> • Heng Clinic for Women Pte. Ltd. • Beh's Clinic for Women Pte. Ltd. • K W Lee Clinic & Surgery for Women Pte. Ltd. • SOG Children (Paediatrics – Central) Pte. Ltd. • SOG Children (Paediatrics – East) Pte. Ltd. • SOG Children (Paediatrics – Gastroenterology Liver) Pte. Ltd. • SOG Children (Paediatrics – Gleneagles) Pte. Ltd. • SOG Dermatology (Gleneagles) Pte. Ltd. • SOG Dermatology Pte. Ltd. • SOG Mummy & Baby Centre Pte. Ltd. • SOG-Clara Ong Clinic for Women Pte. Ltd. • SOG-CC Tan Breast, Thyroid & General Surgery Pte. Ltd. • SOG-HL Sim Colorectal, Endoscopy & General Surgery Pte. Ltd. • SOG-Natalie Chua Clinic for Women Pte. Ltd. • SOG-SC Hong Clinic for Women Pte. Ltd. 	<ul style="list-style-type: none"> • Pronoia Foods LLP 	Nil
	Past directorships (in the last 5 years)		
Public companies	Nil	Nil	Nil
Private companies	Nil	<ul style="list-style-type: none"> • Brick & Mortar Pte. Ltd. (Struck Off) • Brick & Mortar Intelligence Pte. Ltd. (Struck Off) 	<ul style="list-style-type: none"> • Famous Holdings Pte Ltd • Famous Pacific Shipping (WA) Pty Ltd • F.S. Mackenzie Limited • Freight Management Holdings Pty. Ltd. • Invictus Group Pte. Ltd • L+S Self Storage Pte. Ltd. • Lock+Store (Ayer Rajah) Pte Ltd • Lock+Store (Chai Chee) Pte Ltd

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
			<ul style="list-style-type: none"> • Lock+Store [Tanjong Pagar] Pte Ltd • Netrada Trade and Consulting [Shanghai] Co., Ltd • Quantum Solutions [Japan] Inc. • Quantum Solutions [Singapore] Pte. Ltd. • Quantum Solutions [Taiwan] Co., Ltd. • Quantum Solutions [Thailand] Co., Ltd. • Singapore Post Enterprise Private Limited • SingPost Australia Investments Pty Ltd • SingPost eCommerce Logistics Holdings Pte. Ltd. • SingPost Group Treasury Pte. Ltd. • SingPost Logistics Australia Holdings Pty Ltd • SingPost Logistics Holdings Pte. Ltd. • SingPost Logistics Investments Pte. Ltd. • SingPost Storage Company Limited • SP Parcels Pte. Ltd.
Principal commitments ¹	Dr. Heng currently operates SOG – Heng Clinic for Women in Parkway East Hospital.	Ms See Tho is a Senior Lecturer [Educator Track] at the NUS Business School. She is also the Assistant Dean, NUS Business School, Undergraduate Studies and Academic advisor to BBA(Accountancy) students, NUS Business School, Undergraduate Studies.	Ms. Hoon is the Chief Legal Officer/ Chief Compliance Officer/ Group Company Secretary of Singapore Post Limited. Ms. Hoon cease to be the Chief Legal Officer/ Chief Compliance Officer/ Group Company Secretary of Singapore Post Limited as at 31 March 2022.

¹ Include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
Shareholding interest in the Company and its subsidiaries	Direct interest – 140,453,614 [29.50% of total no. of ordinary shares]	Nil	Nil
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Dr. Heng as the Executive Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration her qualifications, expertise, past experiences and overall contribution since she was appointed as an Executive Director of the Company.	The re-election of Ms. See Tho as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration her qualifications, expertise, past experience and overall contribution since she was appointed as an Independent Director of the Company.	The re-election of Ms. Hoon as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration her qualifications, expertise, past experience and overall contribution since she was appointed as an Independent Director of the Company.
Whether the appointment has changed from non-executive to executive. If so, please state the area of responsibility	N/A	N/A	N/A
Working experience and occupation(s) during the past 10 years	1993 to Present: Operates SOG – Heng Clinic for Women in Parkway East Hospital.	2013 to Present: Senior Lecturer [Educator Track] at the NUS Business School. 2021 to Present: Assistant Dean, NUS Business School, Undergraduate Studies. 2016 to Present: Academic advisor to BBA(Accountancy) students, NUS Business School, Undergraduate Studies. From 2016 to 2019: Associate Director of Student & Residential Life, NUS Ridge View Residential College and Resident Fellow in NUS Ridge View Residential College.	2018 to Present: Singapore Post Limited as Chief Legal Officer/ Chief Compliance Officer/ Group Company Secretary.* 2015 to 2018: Group Head of Risk at IHH Healthcare Berhad. 2013 to 2015: Group General Counsel at National University Health System Pte Ltd. <i>* Ms. Hoon cease to be the Chief Legal Officer/ Chief Compliance Officer/ Group Company Secretary of Singapore Post Limited as at 31 March 2022.</i>

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
Any relationship (including immediate family member relationships) with any existing Director, existing executive officer, the Company and/or substantial shareholder of the Company or any of its principal subsidiaries	No	No	No
Conflict of Interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) submitted to the Company?	Yes	Yes	Yes
The general statutory disclosures of the Directors are as follows:			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a Director or an equivalent person or a key executive, at the time when he was a Director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a Director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
(h) Whether he has ever been disqualified from acting as a Director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: -			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

Disclosure Of Information On Directors Seeking Re-Election

TABLE III – INFORMATION RELATING TO DIRECTORS SEEKING RE-ELECTION			
	Name of Director to be re-elected		
	Dr. Heng Tung Lan	Ms. See Tho Soat Ching	Ms. Linda Hoon Siew Kin
	Prior Experience as a Director of a Listed Company on the Exchange		
Any prior experience as a Director of an issuer listed on the Exchange?	N/A. This relates to the re-appointment of Dr. Heng Tung Lan as an Executive Director of the Company.	N/A. This relates to the re-appointment of Ms. See Tho Soat Ching as an Independent Director of the Company.	N/A. This relates to the re-appointment of Ms. Linda Hoon Siew Kin as an Independent Director of the Company.
Attended or will be attending training on the roles and responsibilities of a Director of a listed issuer as prescribed by the Exchange?	N/A	N/A	N/A
Please provide details of relevant experience and the nominating committee's reasons for not requiring the Director to undergo training as prescribed by the Exchange (if applicable).	N/A	N/A	N/A

N/A denotes not applicable.

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SINGAPORE O&G LTD.

[Company Registration No. 201100687M]
[Incorporated in the Republic of Singapore]

IMPORTANT:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting at the AGM are set out in the Annual Report.
2. This Proxy Form is not valid for use by investors who hold ordinary shares in the Company ("**Shares**") through relevant intermediaries (as defined in Section 181 of the Companies Act [Chapter 50 of Singapore]), including SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. SRS investors should approach their respective SRS Operators to submit their votes at least **seven (7) working days** before the AGM (i.e., **by 12 April 2022**).

PERSONAL DATA PRIVACY

3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 31 March 2022.

PROXY FORM

*I/We _____ [Name] _____ [*NRIC/ Passport/ Company Registration No.] of _____ [address] being *a member/ members of **SINGAPORE O&G LTD.** (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting (the "**AGM**") of the Company, as *my/our proxy to vote for *me/us on *my/our behalf, at the AGM of the Company to be held by way of electronic means, on Friday, 22 April 2022 at 10.00 a.m. and at any adjournment thereof.

*I/We direct the Chairman of AGM to vote for or against or to abstain from voting on the Ordinary Resolutions to be proposed at the AGM as indicated hereunder.

Members should specifically indicate in this Proxy Form how they wish to vote for or against or to abstain from voting on the resolutions to be tabled at the AGM. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy will be treated as invalid.

Note: Voting will be conducted by poll.

No.	Ordinary Resolutions	For**	Against**	Abstain**
1.	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Independent Auditor's Report thereon.			
2.	Declaration of a tax exempt (one-tier) final dividend of 0.90 Singapore cents per ordinary share for the financial year ended 31 December 2021			
3.	Re-election of Director pursuant to Article 91 - Dr. Heng Tung Lan			
4.	Re-election of Director pursuant to Article 91 - Ms. See Tho Soat Ching			
5.	Re-election of Director pursuant to Article 97 - Ms. Linda Hoon Siew Kin			
6.	Approval of the Independent Directors' fees of not exceeding S\$139,167 for the financial year ended 31 December 2021			
7.	Re-appointment of Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration			
8.	Authority to allot and issue shares pursuant to the Share Issue Mandate			
9.	Authority to grant options and issue shares under SOG Employee Share Option Scheme			
10.	Authority to grant awards and to issue shares under SOG Performance Share Plan			

Notes:

* Please delete accordingly.

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

Dated this _____ day of _____ 2022

*Signature(s) of Member(s)/ Common Seal of Corporate member

Total No. of Shares held	No. of Shares
In Depository Register	
In Register of Members	

IMPORTANT: Please read notes overleaf



Notes:

1. In accordance with the alternative arrangements under the COVID-19 [Temporary Measures] [Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders] Order 2020, members of the Company who wish to have their votes cast at the AGM must appoint the Chairman of the AGM as their proxy to do so.
2. This Proxy Form is not valid for use by investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)), including SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. **SRS investors should approach their respective SRS Operators at least seven (7) working days before the AGM to specify voting instructions.**
3. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares in the box provided next to Depository Register. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Shares in the box provided next to Register of Members.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the AGM as proxy must be deposited with the Company (i) via post to the Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898; (ii) electronic mail to sg.is.proxy@sg.tricorglobal.com; or (iii) via webcast pre-registration website at <https://registration.rvt-poll.com/home/index/SOG-AGM>, and received by the Company not less than forty-eight (48) hours before the time for holding of the AGM.

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**AFFIX
STAMP**

**The Company Secretary
SINGAPORE O&G LTD.**

C/O Tricor Barbinder Share Registration Services
[A division of Tricor Singapore Pte. Ltd.]
80 Robinson Road
#11-02
Singapore 068898

Fold Here

6. Where an instrument appointing the Chairman of the AGM as proxy is sent by post, it must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

Where an instrument appointing the Chairman of the AGM as proxy is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

Where an instrument appointing the Chairman of the AGM as proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of the AGM as proxy, failing which the instrument may be treated as invalid.

7. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
8. In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding of the AGM (i.e. 10.00 a.m. on 19 April 2022), as certified by The Central Depository (Pte) Limited to the Company.

Reduces Appearance
of Stretch Marks

Stimulates collagen & elastin.

Prevents
Stretch Marks

Hydrates and restores
skin barrier function.

Restores
Skin Barrier

Enhances,
strengthens and
firms the skin.

Skin Firming Oil

Firming &
Elasticity

Reduces the
formation of
stretch marks.

Prevents
Premature Ageing

Improves the appearance
of stretch marks.

Reduces Formation of
Stretch Marks & Wrinkles

Nourishes the skin and
increases skin elasticity.




Stretch Mark Control Cream


Formulated By
Dr Joyce Lim, Dermatologist

Scan to shop now



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  @SOGHealthcare

 customerexperience@sog.com.sg



[Company Registration No: 201100687M]

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www.sog.com.sg



SOGhealthcare