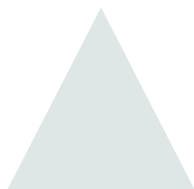


STAYING
FOCUSED



HIAP HOE LIMITED
ANNUAL REPORT 2019





Singapore Mainboard-listed Hiap Hoe Limited is a regional premium real estate group with a diversified portfolio of hospitality, retail, commercial and residential assets. The Group is known for the development of luxury and mid-tier residential as well as hotel-cum-commercial properties that are distinct in design and preferred for their excellent location and investment prospects. The Group's enlarged portfolio includes distinctive projects such as Zhongshan Park Integrated Development, Skyline 360° At St Thomas Walk, Waterscape At Cavenagh, The Beverly, Signature At Lewis and HH@Kallang, among others.

Hiap Hoe's flagship development is the integrated hotel-cum-commercial development along Balestier Road that sits just opposite the historic Sun Yat-Sen Nanyang Memorial Hall, a national monument that pays tribute to the father of the 1911 Chinese Revolution. Comprising Days Hotel Singapore At Zhongshan Park (新加坡中山公园戴斯酒店), and Ramada Singapore At Zhongshan Park (新加坡中山公园华美达酒店), Zhongshan Mall (中山广场) and an office tower, the two hotels flank Zhongshan Park (中山公园), creating a unique integrated development with a strong heritage connection and old world charm.

In 2013, Hiap Hoe embarked on its strategic overseas expansion plans and has acquired assets in prime locations in Australia which fit the Group's strategy of growing its recurring income stream. Hiap Hoe's inaugural integrated hotel-cum-residential development project, Marina Tower, Melbourne, will further expand the Group's hospitality portfolio. In 2017, Hiap Hoe made its maiden foray into the United Kingdom's hospitality industry with the purchase of Holiday Inn Express Trafford City in Manchester.

Hiap Hoe's strategic acquisition of SuperBowl Holdings Limited in 2014 has consolidated the Group's position as a sizeable player in the real estate industry, expanding its sources of revenue to include leasing business and leisure activities to deliver a pool of stable revenue for the Group.

VISION

A richer life for each of us.

MISSION

To provide sustainable long term returns to our stakeholders as we uphold our leading reputation as a homegrown premium developer of quality developments.

Our Business	01	Risk Management	09
Chairman & CEO Message	02	Operations Review	10
Financial Highlights	04	Corporate Social Responsibility	14
Group Structure	05	Financial Contents	15
Board of Directors	06	Corporate Information	IBC
Key Management	08		

OUR BUSINESS



ONLY THE BEST CARRIES OUR SIGNATURE



CHAIRMAN & CEO MESSAGE



Dear Shareholders,

On behalf of the Board of Directors, we are pleased to present Hiap Hoe's Annual Report for the financial year ended December 2019 ("FY2019").

FY2019 was a year which saw the Group continuing to operate under challenging economic conditions. Leveraging our strong foundation and extensive experience, we were able to stay the course and remained committed to our goal of ensuring long-term business sustainability and value creation for our stakeholders.

Strengthening our Core

The Group remained steadfast in ensuring we uphold our reputation as a premium real estate group with a diversified portfolio of hospitality, retail, commercial and residential assets globally.

In Singapore, our leasing portfolio at Zhongshan Mall, the Hiap Hoe Building office tower and Orchard Towers recorded lower occupancy rates in FY2019. Meanwhile we continued to push for the leasing of the remaining unsold units at HH@Kallang. We received a purchase option for one of the units, with the sale completed in February 2020.

On the hospitality front, Revenue Per Available Room (RevPAR) for both Days Hotel Singapore at Zhongshan Park and Ramada Singapore at Zhongshan Park remained stable with marginal decreases due to increased competition in FY2019.

With 6 Superbowl centres currently located in various parts of Singapore, and an additional centre targeted to commence operations at HomeTeamNS Khatib Clubhouse in the 2nd quarter this year, our leisure arm continues to maintain a good performance that matches that of the last financial year ("FY2018").

Extending our Global Footprint

Last year, we announced our acquisition of the Aloft Perth hotel and a commercial office building at 25 Rowe Avenue in Perth, Australia. I am pleased to share that the acquisition was completed in March 2019. With high room occupancies and a diverse mix of blue-chip tenants, the property has contributed

positively to our bottom line, and will enable the Group to further strengthen its recurrent income stream moving forward.

Our property investment at 130 Stirling Street in Perth saw a decline in occupancy due to expired leases from two anchor tenants. Marketing plans are in place to secure new tenants for the building and will be progressively implemented in 2020.

The Group's residential waterfront development in Melbourne, Marina Tower, is part of an integrated residential-cum-hotel development project. It comprises a hotel, Four Points by Sheraton Melbourne Docklands and two residential towers of total 461 residential units. The hotel continued to record healthy year-on-year RevPAR growth. Recognition of sales for the residential units has increased to 96% in FY2019 from 90% recorded last year. Less than 20 units remain unsold as at 31 December 2019.

Our hotel at Holiday Inn Express in Trafford City, Manchester, United Kingdom also continued to deliver a positive performance, with higher occupancy and room rates in comparison to the previous financial year.

Financial Performance

The Group recorded revenue of S\$132.2 million in FY2019 as compared to FY2018 of S\$187.5 million mainly due to lower sales of development properties. Revenue from hotel operations increased by 17.4% in FY2019 to S\$82.5 million from S\$70.3 million. This was largely due to the contribution from our newly acquired Aloft Perth hotel. The Group's portfolio of rental properties generated a lower revenue of S\$29.3 million in FY2019 as compared to FY2018 of S\$31.4 million due to lower occupancies, while our leisure business contributed a revenue of S\$8.4 million.

In FY2019, the Group recorded higher costs and expenses, largely to support the new business activities in Perth. Included in FY2019 was an impairment loss of S\$5.2 million on the investment property at Stirling Street, Perth. We continue to maintain a diversified investment portfolio valued at S\$306.2 million and have posted mark-to-market gains in financial instruments of S\$13.7 million in FY2019.

The Group has also recorded a gain on bargain purchase of S\$13.5 million as a result of the fair value of net assets acquired exceeding total consideration transferred in relation to the new Rowe Avenue acquisition in Perth. We are pleased to report that overall, the Group registered a net profit after tax of S\$22.2 million in FY2019 as compared to a net loss after tax of S\$10.0 million in FY2018.

As at 31 December 2019, the net asset value per share for the Group was S\$1.64, a 1.9% increase from S\$1.61 in FY2018. The Group's financial standing remains strong, with shareholders' equity attributable to owners of the Company at S\$770.2 million, an increase from S\$758.2 million a year ago.

Dividend

The Group declared an interim dividend of 0.5 cents per ordinary share in August 2019. To thank our shareholders for their continued support, the Board of Directors is pleased to recommend a final one-tier tax exempt dividend of 1.0 cent per share, bringing the total dividend for FY2019 to 1.5 cents per share.

Retiring External Auditors

For the financial year ending 31 December 2020, the Group is of the view that a change of external auditors would be a good corporate governance practice that would enable fresh perspectives. We would like to thank Foo Kon Tan LLP, the audit partner-in-charge, Mr Kon Yin Tong and his team, for their valuable contributions over their past five years with Hiap Hoe. After considering factors such as the adequacy of resources and experiences, the Group recommends Ernst & Young LLP for nomination as external auditor for the financial year ending 31 December 2020.

Looking Ahead

In recent years, our diversification and globalisation strategy has created new growth avenues and consistent revenue streams for the Group.

While we are confident of the long-term potential of our existing portfolio, and continue to look to capture new

growth opportunities in both local and global markets, we expect a challenging year ahead with the global Coronavirus outbreak, which is already causing an adverse impact on our Group's businesses, especially on the hospitality front.

Widespread travel restrictions that have been implemented by Governments all around the world have led to a sharp decline in tourism activity. We expect a significant negative impact on RevPAR in our hospitality portfolio until the situation abates. Meanwhile, we are actively managing our costs to ensure cashflow remain healthy.

To ensure the utmost safety and well-being of our guests and employees, we have also stepped up precautionary measures at all our hotels.

While uncertainties lie ahead, we will put our experience to good use, and navigate our business in the right direction despite the challenging economic climate. Coupled with our balanced portfolio that is spread across continents, we are in a good position to mitigate the negative impact and risks.

We will also remain focused and adopt a cautious approach as we seek to strengthen our recurring income base by improving rental yields and occupancy rates of our properties. The Group will also continue to explore acquisition opportunities and capitalise when the timing is right.

We have no doubt that our strong foundation, underpinned by focus and resilience, will put us in a good stead to ride out this storm, and emerge stronger than before.

Acknowledgements

We would like to thank our fellow Board Members for their invaluable contributions and support, as well as to our management team and staff for their hard work and dedication. Our appreciation also goes out to our shareholders and all other stakeholders for their continued support and belief in the Group's business.

Ronald Lim Cheng Aun

Independent Non-Executive Chairman

Teo Ho Beng

Chief Executive Officer

FINANCIAL HIGHLIGHTS

	2019 \$'000	2018 \$'000	2017 \$'000	2016 \$'000	2015 \$'000
Group Income Statements					
Revenue	132,220	187,485	249,132	82,726	107,780
Profit/(Loss) before Taxation	24,028	(3,641)	94,992	54,713	(10,776)
Net Profit/(Loss) Attributable to Owners of the Company	22,100	(9,925)	80,469	45,435	(6,874)
Group Balance Sheets					
Non-Current Assets	1,290,525	1,192,973	1,172,121	930,221	975,585
Current Assets	343,040	362,343	336,799	335,480	378,413
Current Liabilities	654,735	403,027	538,030	374,723	322,555
Non-Current Liabilities	205,194	390,629	179,920	172,165	354,711
Equity Attributable to Owners of the Company	770,162	758,211	787,378	715,230	673,067
Per Share Data (Cents)					
Earnings after Tax (Basic)	4.70	(2.11)	17.10	9.66	(1.46)
Net Assets Value	163.67	161.13	167.33	152.00	143.04
Dividend	1.50	1.50	1.50	1.00	1.00
Financial Ratios					
Return on Average Shareholders' Funds (%)	2.89	(1.28)	10.71	6.55	(1.01)
Debt Equity Ratio (Times) ⁽¹⁾	0.98 ⁽²⁾	0.90	0.72	0.56	0.76
Net Debt Equity Ratio (Times) ⁽³⁾	0.96	0.83	0.63	0.52	0.71
Current Ratio (Times)	0.52	0.90	0.63	0.90	1.17
Dividend yield (%)	1.88	1.72	1.71	1.41	1.45
Dividend payout (%)	31.94	(71.11)	8.77	10.36	(68.45)

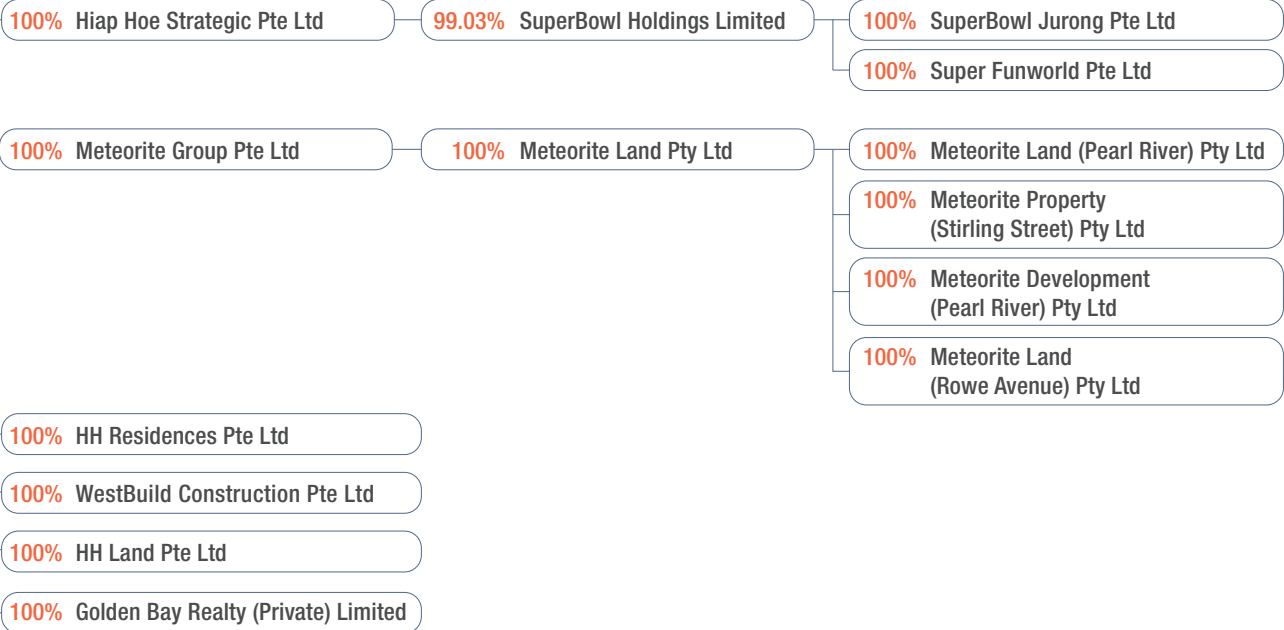
Notes

- (1) Debt includes amount due to related companies (non-trade).
- (2) Debt includes lease liabilities.
- (3) Net debt is debt less cash and short-term deposits.

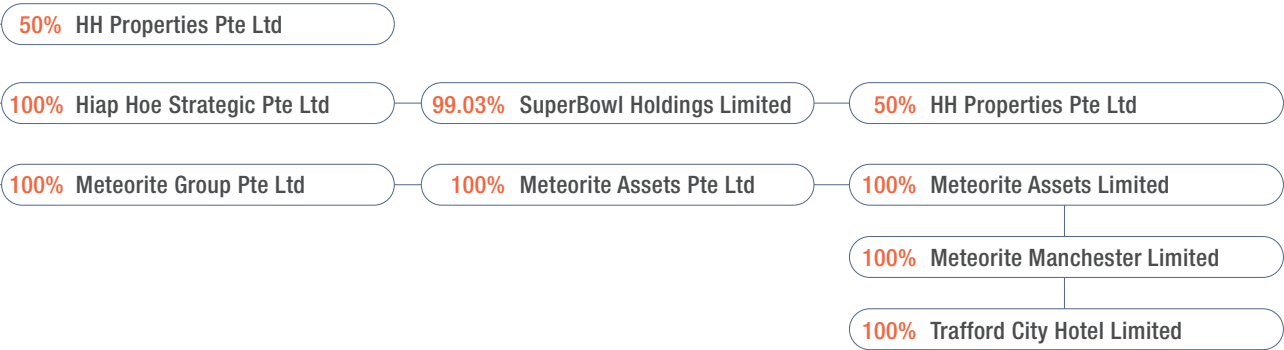
GROUP STRUCTURE

AS AT 31 DECEMBER 2019

PROPERTY DEVELOPMENT & INVESTMENTS



HOSPITALITY



LEISURE



INVESTMENTS





BOARD OF DIRECTORS



RONALD LIM CHENG AUN

Independent Non-Executive Chairman

Last re-elected in 2018

Mr Lim was appointed an Independent Non-Executive Director of Hiap Hoe on 28 April 2015 and was appointed a Non-Executive Chairman of the Board on 11 May 2017. He is also an Independent Non-Executive Director of ESR Funds Management (S) Ltd, the manager of ESR REIT. Mr Lim has more than 36 years of extensive experience at senior level in the banking and finance industry. Mr Lim was formerly Executive Director and Division Head of Commercial Banking at United Overseas Bank Limited (UOB). During his tenure at UOB, he also held leadership positions as Head of Human Resource and Head of its Singapore Branches Operations. From 2009 to 2011, Mr Lim was Adviser to RGE Pte Ltd, a resource based and manufacturing group in the paper and pulp, palm oil and oil and gas industries. Mr Lim is currently the Honorary Chairman of Toa Payoh West-Balestier Citizens Consultative Committee. He was conferred the Public Service Medal and Public Service Star for his contributions to public service. Mr Lim graduated from the University of Singapore with a Bachelor of Social Science degree.

TEO HO BENG

Chief Executive Officer

Last re-elected in 2019

Mr Teo was appointed as Director of Hiap Hoe Group since 1983. He assumed the position of Chief Executive Officer on 16 January 2006. On 11 May 2012, Mr Teo assumed the position of Executive Chairman and had on 11 May 2017 relinquished the position as Executive Chairman. Mr Teo has more than 42 years of experience in the construction and property industries, and over 27 years of experience in the leisure industry. Mr Teo is responsible for the formulation of corporate strategies and policies for Hiap Hoe, and the implementation on these strategies by senior management at the operations level. Mr Teo chairs the financial investment committee for the Group's investment portfolios and senior management meetings to monitor Hiap Hoe's performances, including oversees management, budgeting and forecasting processes to ensure there is prudent financial management. Mr Teo also sits on the board of Ley Choon Group Holdings Limited as Non-Executive Director.

ROLAND TEO HO KANG

Managing Director

Last re-elected in 2019

Mr Teo was appointed as Director on 16 January 2003. He assumed the position of Managing Director on 11 May 2012. He has been a Director of Hiap Hoe Group since 1999. With more than 27 years of experience in the property and leisure industries, Mr Teo is responsible for overseeing the marketing and promotion of Hiap Hoe's properties and their performance. He also takes care of the Group's product development and staff development. Mr Teo holds a Bachelor in Business Administration from the American Intercontinental University.

TEO KENG JOO, MARC

Executive Director

Last re-elected in 2018

Appointed as Executive Director on 11 May 2017, Mr Teo is responsible for the Group's overseas expansion plans and corporate investments. Mr Teo is also responsible for managing the Group's project related matters for all developments in Singapore and overseas. Mr Teo previously held the position of Construction Project Manager for two years and Project Management Executive for one year. Prior to joining Hiap Hoe, Mr Teo spent two years with Ernst & Young Singapore. Mr Teo graduated from Nanyang Technological University with a Bachelor of Accountancy (First Class Honours) degree and holds a diploma in Quantity Surveying conferred by Global School of Technology & Management and articulated by Heriot Watt University, UK.

CHAN BOON HUI

Lead Independent Non-Executive Director

Last re-elected in 2019

Mr Chan was appointed as Director on 4 April 2003, and has been an Independent Director of Hiap Hoe since 2003. He was appointed as Lead Independent Director on 12 May 2015. He is presently the Managing Director of Chancery Capital Pte Ltd. He has more than 15 years of investment banking experience with OCBC Bank, BNP Paribas and the Rothschild Group in Singapore and New York. Mr Chan graduated from Cambridge University (UK) with a Master of Arts (Hons) (Law) in 1994, and is a Chartered Financial Analyst.

KOH KOK HENG, LESLIE

Independent Non-Executive Director

Last re-elected in 2018

Mr Koh was appointed as an Independent and Non-Executive Director of Hiap Hoe on 28 April 2015. Mr Koh has more than 25 years' experience in investment banking and financial management, advising and leading companies listed in Singapore and Asia on primary and secondary markets capital-raising, mergers and acquisitions, as well as on corporate governance, accounting and risk management. Mr Koh's roles included senior financial leadership at Singapore-listed companies including having been a Partner and Head of Corporate Finance at Ernst & Young Singapore, where he was in charge of all equity investment banking activity. Mr Koh holds a Bachelor of Social Science (Honours) degree in Economics from the National University of Singapore and a Master's degree in Accounting.



KEY MANAGEMENT



TEO POH SIM AGNES

Head, HR & Admin

Ms Teo joined the Group in February 2003 and is responsible for formulating the human resource and administration policies of the Group. Ms Teo possesses more than 14 years of experience in human resource and administration and oversees the Group payroll, staff welfare and staff development as well as general administration matters. Ms Teo holds a Bachelor of Arts degree from the Pacific Union College (USA).

TEO HO KHEONG ANDREW

Executive Director of Subsidiaries

Mr Teo has been appointed as Executive Director of a few major subsidiaries of the Group. Mr Teo is responsible for the business development of SuperBowl's bowling business and assists in the formulation of its operational and marketing plans.

IRENE CHEAH LAN KWEE

Financial Controller

Ms Cheah joined the Group in June 2015 and is responsible for accounting and taxation functions of the Group. Prior to joining the Group, she was the Vice President Finance with The Straits Trading Company Limited and was responsible for financial and management reporting, budget, tax as well as cash and risk management in relation to the Group's various business segments. She was also actively involved in some of the Group's merger and acquisition projects. Ms Cheah is a Chartered Accountant of Singapore and is a Fellowship member of The Association of Chartered Certified Accountants.



RISK MANAGEMENT

ECONOMIC AND REGULATORY RISK

Changes in the economic conditions and regulatory measures will inevitably affect the business environment that the Group operates in. Measures imposed by the government can change consumers' buying behaviour and impact acquisition costs of land banks, thereby affecting the financial results of the Group. The Group adopts a prudent approach towards acquisition as well as its sales and marketing programs. The Group keeps abreast of the changes in economic climate and government policies to make informed decisions.

INTEREST RATE EXPOSURE

Changes in interest rate are a major influence on the bottom line because the Group's investments are mainly financed through bank borrowings. Interest rate risk is managed by arranging different credit facilities with various banks at competitive rates. The Group reviews the interest rate strategies to minimise interest rate risk by considering the cash flow forecasts, term of debt obligations and market outlook. Interest rate hedging instruments are also explored to hedge against fluctuations in the cost of borrowing where appropriate.

FOREIGN EXCHANGE RISK

The Group has exposure to foreign exchange risk as a result of its trading investments. The Group's foreign operations in Australia and United Kingdom have given further exposure to foreign exchange risk. The Group uses loans in foreign currency to hedge its exposure to foreign exchange risk on both its trading investments and investments in foreign operations. The Group also uses forward currency contracts to manage these exposures where appropriate.

LIQUIDITY RISK

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches between the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

STRATEGIC RISK

The Group's embarkation into the hospitality industry gave rise to strategic risks such as competition and reputational risk. Competition risk arises from the increasing number of different branded hotels providing high quality of service to guests and offering competitive rates to customers to achieve business. Reputational risk relates to the reputation and brand value of hotels which is a key source of competitive advantage as products and services become less differentiated. The Group actively monitors occupancy and room rates to ensure that they are in line with market conditions.

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 because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its trading investments. The Group does not have exposure to commodity price risk.

BUSINESS CONTINUITY RISK

In order to sustain the business as a real estate developer, the Group needs to acquire land at competitive prices for development, but such opportunities are not always available due to industry outlook and consumer demand. To ensure continual growth, the Group has diversified its reliance on development of residential properties by venturing into hospitality, leasing and leisure businesses for stable recurring income streams.

HEALTH, SAFETY AND ENVIRONMENT RISK

With the recent Coronavirus outbreak that has been declared a global pandemic by the World Health Organisation, the Group's operations in the various regions have been affected. The Group is committed towards delivering a safe environment for staff, visitors and guests. We have implemented good practices into our daily business activities and continue to observe regulations stipulated by public health authorities. All employees are required to adhere to stipulated policies and procedures to prevent health and safety incidents from occurring.



Property Development and Investments

Zhongshan Park, the Group's 190,000-sq-ft integrated development in Balestier, comprises the 13-storey Hiap Hoe Building office tower, the 50,000-sq-ft two-storey Zhongshan Mall, and two hotels – Ramada Singapore at Zhongshan Park and Days Hotel Singapore at Zhongshan Park. Occupancy for Zhongshan Mall dropped from 100% last year to 96%, while that for Hiap Hoe Building office tower dropped to 81% as compared to 98% in FY2018. The development contributed 28% of the Group's total rental income for the year.

HH@Kallang, a freehold light industry building located in the heart of Singapore's key growth areas – Paya Lebar Central and the city centre – is conveniently connected to three expressways (PIE, CTE and KPE) and Mattar MRT Station. Occupancy rate remains the same as per FY2018 at 79% as at 31 December 2019. There was also a sale of one unit in February 2020.

Orchard Towers, acquired in FY2017, comprises 21 retail spaces and 38 offices. As at 31 December 2019, the occupancy rate was at 66%, down from 74% in FY2018. Given its prime location, the Group is confident of potential capital appreciation in the near future.

On the regional front, the Group continues to focus on adding value to its investments, while seeking new growth opportunities.

Located along the northern fringe of Perth's Central Business District, the Group's A-grade seven-storey commercial property at 130 Stirling Street in Australia is served by key transportation networks such as the Perth Central and McIver railway stations, offering easy access to the rest of the city. With 11,863 sq m and 486 sq m of office and retail space respectively, the property offers a good source of revenue to be tapped. With the expired leases of two anchor



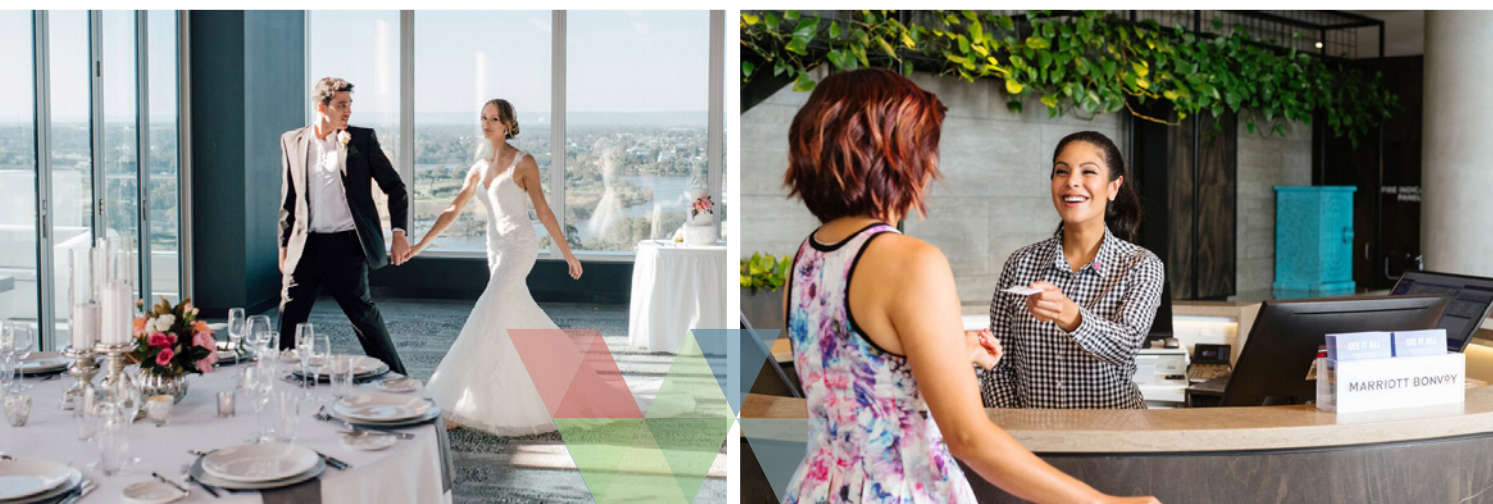
tenants, occupancy rate for the office had dropped to 23%. The Group is actively marketing the property, to boost future income streams.

The Group’s residential waterfront development in Melbourne, Marina Tower is part of an integrated residential-cum-hotel development project completed in 2017. It consists of two residential towers of 43 storeys and 36 storeys respectively, with a total of 461 residential units. As at 31 December 2019, 96% of the units sale were recognised. Marketing of the remaining 20 units will continue in 2020.

In March 2019, the Group completed the purchase of the Aloft Perth Hotel and 25 Rowe Avenue office building. Located strategically between Perth’s central business district and Perth Airport at 25 Rowe Avenue, Rivervale, the office building spans 10,571 sq m of net lettable area and is in proximity of multiple blue-chip companies. With its high occupancy rate of 81%, the property looks set to be an investment that will reinforce the Group’s recurring income stream in the years to come.

“In March 2019, the Group completed the purchase of the Aloft Perth Hotel and 25 Rowe Avenue office building. ... With its high occupancy rate of 81%, the property looks set to be an investment that will reinforce the Group’s recurring income stream in the years to come.”

OPERATIONS REVIEW



Hospitality

In Singapore, Hiap Hoe's hotels, namely Ramada Singapore at Zhongshan Park and Days Hotel Singapore at Zhongshan Park, are managed by the Wyndham Hotel Group. Four-star Ramada Singapore at Zhongshan Park is a five-time winner of the "Best Mid-Range Hotel" category voted by travel professionals in the Annual TTG Travel Awards. Ramada Singapore at Zhongshan Park won TripAdvisor's Certificate of Excellence annually from 2015 to 2019, and entered its Hall of Fame in 2019.

In March 2019, the Group acquired Aloft Perth Hotel, which has 224 rooms and is managed by Starwood Australia Hotels Pty Ltd, part of Marriott International. This is the Group's third hotel overseas.

The other two hotels are 273-room Four Points by Sheraton Melbourne Docklands and 220-room Holiday Inn Express in Trafford City, Mercury Way, Manchester. Four Points by Sheraton Melbourne Docklands, also

"The Group's hospitality business accounted for 62% of its total revenue for FY2019 with S\$82.5 million, reflecting a year-on-year increase of 17.4%. This was mainly due to the addition of Aloft Perth Hotel to the Group's portfolio."



managed by Marriott International, is part of Marina Tower integrated hotel-cum-residential development and is the first international hotel in the bustling Docklands area. Holiday Inn Express in Manchester is located in the city's high-growth region and was named "Retail/Leisure Project of the Year" at the 2018 Offsite Construction Awards.

The Group's hospitality business accounted for 62% of its total revenue for FY2019 with S\$82.5 million, reflecting a year-on-year increase of 17.4%. This was mainly due to the addition of Aloft Perth Hotel to the Group's portfolio.

Leisure

Our SuperBowl centres located in various parts of Singapore at Jurong, SAFRA Mount Faber, SAFRA Toa Payoh, HomeTeamNS-JOM, SAFRA Tampines and Keat Hong Community Club continue to attract families for their leisure activities. The opening of our 7th outlet at HomeTeamNS Khatib Clubhouse

will further increase our presence and accessibility, making SuperBowl the largest owner and operator with 168 bowling lanes in Singapore.

Investments

The market value of the Group's trading investment portfolio increased by 9.2% over the year from S\$280.4 million in FY2018 to S\$306.2 million in FY2019. The Group maintains a diversified investment portfolio across different asset classes and geographies, which comprises both quoted and unquoted investments. Quoted investments include listed equities whereas unquoted investments include fixed income instruments, mutual and private equity funds. This diversification allows us to manage our investment risks in a prudent way, while maintaining exposure to real estate and hospitality assets. The Group recorded mark-to-market gains of S\$13.7 million from its investment portfolio in FY2019.

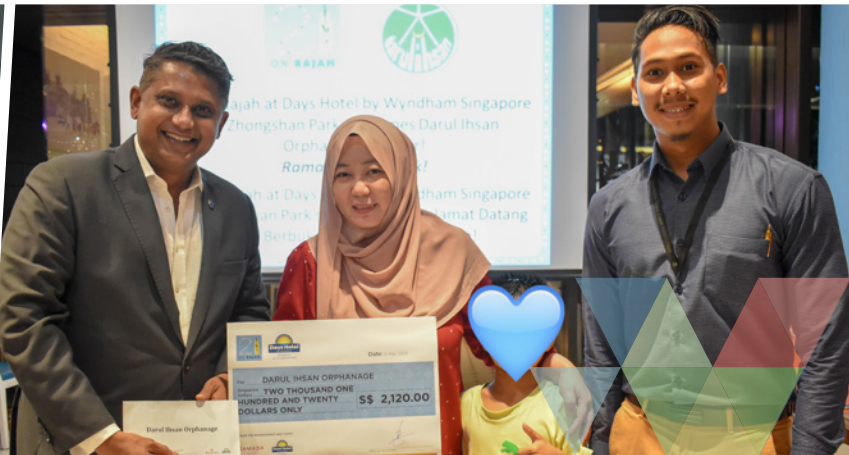
CORPORATE SOCIAL RESPONSIBILITY



Doing Our Part

On 6 May 2019, the second day of Ramadan, volunteers from our Group helped organised a charity dinner and donation drive for the Darul Ihsan orphanage.

The event held at the 21 on Rajah managed to raise more than \$2,000, which would help fund the maintenance and education of the orphans.



Let The Feeding Begin

A one-week long (14 to 18 October 2019) food drive was conducted collectively by Ramada and Days Hotels, in collaboration with Food Bank Singapore. The activity aimed to educate the public and staff of food wastage and also to collect food items for island-wide beneficiaries.



Corporate Governance	16
Directors' Statement	36
Independent Auditor's Report	41
Consolidated Income Statement	46
Consolidated Statement of Comprehensive Income	47
Balance Sheets	48
Consolidated Statement of Changes in Equity	50
Consolidated Statement of Cash Flows	52
Notes to the Financial Statements	55
Statistics of Shareholdings	134
Additional Information on Directors Seeking Re-Election	135

CORPORATE GOVERNANCE

The Board of Directors (the “**Board**” or the “**Directors**”) of Hiap Hoe Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is committed to upholding effective corporate procedures and policies in compliance with the Code of Corporate Governance 2018 (the “**Code**”). The Board believes that good corporate governance establishes and maintains an ethical corporate environment, which protects and enhances the interests of all shareholders.

This report describes the Company’s corporate governance processes and activities that were in place throughout the financial year ended 31 December 2019 (“**FY2019**”), with specific references made to the principles and guidelines as set out in the Code. The Company has provided the rationale for each area where it has not complied with the Code, and in such cases the Company would re-assess its deviation from the relevant guidelines and implement the recommended procedures as and when it deems it appropriate to do so.

BOARD MATTERS

The Board’s conduct of affairs

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

The Board totals six (6) Board members and currently comprises three (3) Executive Directors (one of whom is the Chief Executive Officer (“**CEO**”) of the Company, and another who is the Managing Director) and three (3) Non-Executive Independent Directors. Collectively, they possess the right core competencies and diversity of experience, which enables them to contribute to the overall effective management of the Group.

The Directors are fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. The Board has in place a code of conduct and ethics, sets appropriate tone from the top and desired organisational culture and ensures proper accountability within the Company. Any Director who faces conflicts of interest is required to recuse himself from discussions and decisions involving the issues of conflict.

The role of the Board pursuant to its terms of reference includes the following:

- (a) meeting regularly to review and approve matters such as those relating to the Company’s strategic directions, appointment of Directors and key management personnel, business results, and major funding and investment proposals;
- (b) reviewing the financial performance of the Group;
- (c) supervising the management of the business and affairs of the Group;
- (d) reviewing the adequacy of the Group’s internal controls and risk management framework;
- (e) setting the Group’s values and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and met;
- (f) assuming responsibility for the corporate governance of the Group; and
- (g) ensuring that all decisions are made in the interests of the Group.

The Board has separate and independent access to the Company’s management team (the “**Management**”) and is free to request for further clarification and information from the Management on all matters within their purview. The Board will conduct at least four (4) meetings in a year and ad-hoc meetings will be convened, when required. The Company’s Constitution provides for the Board to convene meetings via telephone conferences and electronic means. In addition to holding meetings, important matters concerning the Group are also put to the Board for its decision by way of written resolutions.

In order to provide an independent oversight and to discharge its responsibilities more efficiently, the Board has delegated certain functions to various committees (the “**Committees**”). These Committees are the Audit and Risk Committee (“**ARC**”), the Remuneration Committee (“**RC**”), and the Nominating Committee (“**NC**”). The respective committees have written terms of reference setting out their compositions, authorities and duties. The chairman of the respective Committees will report and update the Board on the outcome of the Committee meetings and their recommendations on the specific agendas mandated to the Committee by the Board.

CORPORATE GOVERNANCE

The Board accepts that, while these Committees have the authority to examine particular issues and will report back to the Board with their decision and/or recommendations, the ultimate responsibility on all matters lies with the Board. In particular, the Board notes that it has overall responsibility for putting in place a framework of good corporate governance in the Group, including the processes for financial reporting and compliance.

Board members are provided with complete, adequate and timely information from the Management on an ongoing basis and as and when requested by them and all relevant information on material events and transactions are circulated to the Directors as and when they arise. Draft announcements, along with sufficient information relating to the context of the relevant announcement as communicated by email or tele-conversations, will be circulated to the Board for review and approval before dissemination to the shareholders via SGXNET.

The Company's joint company secretaries (the "Joint Company Secretaries") would assist the Management to prepare the board papers of the Board and Committee meetings for circulation. The Directors receive the board papers at least two (2) days before the meeting so that they have ample time to review the documents. The board papers include, among others, the following documents and details:

- background or explanation on matters brought before the Board and Committees for their decision or information, including issues being dealt with by Management, relevant forecasts, announcements and projections; and
- minutes of the previous Board and Committee meeting.

All Board members have separate and independent access to the advice and services of the Joint Company Secretaries. The Joint Company Secretaries are responsible for ensuring that Board procedures (including those stipulated in the Company's Constitution) are followed and that applicable rules and regulations (including the requirements of the Singapore Companies Act (Cap. 50) and the SGX-ST Listing Manual) are complied with. At least one Joint Company Secretary and/or her representatives are present at all Board meetings, to ensure that Board procedures are complied with and to provide advice and guidance on matters of corporate governance as well as on legal and regulatory compliance. The appointment and cessation of the Joint Company Secretaries is subject to the approval of the Board.

Should Directors, whether as a group or individually, need independent advice to fulfill their duties, they may obtain independent professional advice, if necessary, at the Company's expense.

Records of the attendance of the Directors at the various meetings held during FY2019 are as follows:

Name of Director	Board	Audit and Risk Committee	Remuneration Committee	Nominating Committee
Number of meetings held:	4	4	1	1
Number of meetings attended:				
Mr Ronald Lim Cheng Aun	4	4	1	1
Mr Teo Ho Beng	4	4*	1*	1*
Mr Roland Teo Ho Kang	4	N.A.	N.A.	N.A.
Mr Chan Boon Hui	4	4	1	1
Mr Koh Kok Heng, Leslie	4	4	1	1
Mr Teo Keng Joo, Marc	4	4*	1*	1*

*Attendance by invitation.

CORPORATE GOVERNANCE

The Board has adopted internal guidelines setting out, inter alia, the following matters which require the Board's approval:

- (a) transactions involving a conflict of interest for any substantial shareholder or Director;
- (b) material acquisitions and disposals of assets;
- (c) corporate or financial restructuring and share issuances, dividends and other returns to shareholders; and
- (d) matters as specified under the Company's interested person transaction policy.

The Company also ensures that all Directors understand the Company's business as well as their directorship duties. Newly-appointed Directors are provided with background information about the Group and are invited to visit the Group's operations and facilities to have an understanding of the Group's business operations. Formal letters were issued to newly-appointed Directors upon their appointment explaining their statutory and other duties and responsibilities as a Director of the Company. In line with Rule 201(5)(a) of the SGX-ST Listing Manual, the Company will arrange for newly-appointed directors who have no prior experience as directors of an issuer listed on the SGX to undergo the mandatory SGX prescribed training on their roles and responsibilities unless the NC otherwise at its discretion waives the need for the newly-appointed Director to attend the mandatory SGX prescribed training.

Directors are encouraged to participate in seminars, discussion groups, or external training programmes to be kept abreast of the latest developments relevant to the Group's businesses and to develop and maintain their skills and knowledge at the Company's expense. The Board also receives updates from time to time, particularly on relevant new laws and regulation, changing commercial risks, and business conditions from the Company's relevant advisors and the Management.

As at the date of this annual report, the Directors have participated in various seminars and other such external programmes. Some of the programmes and seminars include the ASEAN Corporate Governance Scorecard Briefing, the Singapore Board of Directors Survey 2019 as well as seminars conducted by third parties relating to taxation and investments. The Directors also attended a briefing on the new Code of Corporate Governance 2018 and the amendments to the SGX-ST Listing Manual conducted by a law firm.

BOARD COMPOSITION AND GUIDANCE

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

The Board currently comprises three (3) Executive Directors and three (3) Non-Executive Independent Directors. There is a strong and independent element on the Board. The members of the Board are as follows:

Executive Directors

Mr Teo Ho Beng (CEO)
Mr Roland Teo Ho Kang (Managing Director)
Mr Teo Keng Joo, Marc (Executive Director)

Non-Executive Independent Directors

Mr Ronald Lim Cheng Aun (Non-Executive Chairman and Independent Director)
Mr Chan Boon Hui (Lead Independent Director)
Mr Koh Kok Heng, Leslie (Independent Director)

As at the date of this Annual Report, the position of Non-Executive Chairman is held by Mr Ronald Lim Cheng Aun and the position of CEO is held by Mr Teo Ho Beng, thereby ensuring proper balance of power and authority in the Group.

CORPORATE GOVERNANCE

Provision 2.3 of the Code states that Non-Executive Directors should make up a majority of the Board to avoid undue influence of the management over the Board and ensure appropriate checks and balances are in place. The Board currently has three (3) Non-Executive Directors and all of whom are also Independent Directors. Furthermore, the Non-Executive Chairman of the Board is also an Independent Director. Accordingly, whilst Non-Executive Directors do not make up majority of the Board, they make up 50% of the Board and the Board believes that there is a sufficiently strong independent element on the Board to maintain appropriate checks and balances and avoid undue influence of the Management on the Board's decision making process.

The independence of each Non-Executive Independent Director is reviewed annually by the NC. The NC has adopted the Code's and SGX-ST Listing Manual's definition of what constitutes an independent director in its review. Pursuant to Provision 2.1 of the Code, an "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its 5% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. Under Rule 210(5)(d) of the SGX-ST Listing Manual, a director will not be considered independent (i) if he is employed or has been employed by the Company or any of its related corporations for the current or any of the past three financial years or (ii) if he has an immediate family member who is employed or has been employed by the Company or any of its related corporations for the current or any of the past three financial years, and whose remuneration is determined by the remuneration committee of the Company.

The Board has identified each of the Company's Non-Executive Independent Directors to be independent, after determining, taking into account the views of the NC, whether the Director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement. Each Director is required to disclose to the Board any such relationships or circumstances as and when it arises. In addition, every year, each Non-Executive Independent Director is required to complete the Director's independence form to confirm his independence annually based on the guidelines set out in the Code.

Mr Chan Boon Hui has served on the Board for more than nine (9) years from the date of his first appointment. The Board subjects the independence of such directors to particularly rigorous review. Taking into account the views of the NC, as well as the need for progressive refreshing of the Board, the Board has reviewed and considered Mr Chan Boon Hui to be independent. Among other reasons, Mr Chan Boon Hui has throughout his appointment continuously exercised independent judgement in his conduct and deliberations at Board and Committee meetings and has constructively challenged the Management on business decisions and remained objective in the discharge of his duties and responsibilities. By diligently discharging his duties and exercising sound independent business judgement and objectivity in an exemplary manner, in the interests of the Company, he has exhibited a strong spirit of independence and professionalism which did not diminish with time.

The Board's and Committees' structure, size and composition are reviewed annually by the NC. The NC, with the concurrence of the Board, is of the view that the Board's and Committees' current size is appropriate and has the right mix of skills and experience given the nature and scope of the Group's operations. The Directors as a group provide a diversity of skills, knowledge, as well as extensive experience in business management, strategic planning, and knowledge in accounting and finance, all of which are crucial in steering the Group towards the direction of growth and in avoiding group think and fostering constructive debate.

The Board notes that the Company's Non-Executive Independent Directors are able to constructively challenge the Management's mindset and planning, with a view to the best interests of the Group. They also play a crucial role in helping the Management develop proposals on business strategy and in reviewing the performance of the Management. The Company would arrange to avail the Company's premises for use by the Non-Executive Independent Directors at any time to meet regularly without the presence of the Management.

Details of the Directors' academic and professional qualifications can be found on pages 6 and 7 of the Annual Report.

CORPORATE GOVERNANCE

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

To ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making, the Chairman and CEO are separate persons. Mr Ronald Lim Cheng Aun is the Non-Executive Chairman as well as Independent Director of the Company. Mr Teo Ho Beng is the CEO of the Company. Mr Roland Teo Ho Kang, brother of Mr Teo Ho Beng, is the Managing Director of the Company and Mr Teo Keng Joo, Marc, son of Mr Teo Ho Beng, is an Executive Director of the Company.

As the Non-Executive Chairman, Mr Ronald Lim Cheng Aun performs the following in relation to Board proceedings:

- (a) schedule meetings that enable the Board to perform its duties responsibly while not interfering with the Company's operations;
- (b) prepare meeting agendas in consultation with the CEO and Managing Director;
- (c) exercise control over quality, quantity and timelines of the flow of information between the Management and the Board;
- (d) promote a culture of openness and debate at the Board;
- (e) facilitate the effective contribution of the Non-Executive Independent Directors in particular to the Board and Group affairs; and
- (f) assist in ensuring compliance by the Company with the Code's guidelines on corporate governance.

The CEO is responsible for the day-to-day management of the Group and in developing the businesses of the Group. Major decisions made by the CEO and the Managing Director, are reviewed by the ARC and approved by the Board.

As at the date of the Annual Report, as the position of Non-Executive Chairman and the CEO are different persons, the Company has complied with Provision 3.1 of the Code and the Company is not required to appoint a Lead Independent Director under Provision 3.3 of the Code. However, in line with the Group's commitment to good corporate governance, Mr Chan Boon Hui will continue to hold the position of Lead Independent Director. The Lead Independent Director is available to shareholders whenever they have concerns or where the Non-Executive Chairman is conflicted and for which contact through the normal channels of the Non-Executive Chairman and CEO, and/or the Managing Director, has failed to resolve such concerns or is inappropriate.

Led by the Lead Independent Director, the Non-Executive Independent Directors will meet at least once a year without the presence of the other Executive Directors. After such meetings, the Lead Independent Director would provide feedback to the Non-Executive Chairman and CEO.

As such, the Board is of the view that for FY2019 there is a clear division of responsibilities between the Board and the Management and there are adequate safeguards in place to ensure a balance of power and authority on the Board, such that no one individual represents a considerable concentration of power.

BOARD MEMBERSHIP

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

The NC comprises entirely of three Non-Executive Independent Directors including one Lead Independent Director, and they are:

- 1) Mr Ronald Lim Cheng Aun (Chairman of the NC);
- 2) Mr Chan Boon Hui; and
- 3) Mr Koh Kok Heng, Leslie.

CORPORATE GOVERNANCE

The principal functions of the NC based on its terms of reference include the following:

- (a) identifying and making recommendations to the Board as to the Directors who are to retire by rotation and who are to be put forward for re-election at each annual general meeting (“AGM”) of the Company;
- (b) determining annually whether or not a Director is independent;
- (c) deciding, in relation to a Director who has multiple board representations, whether or not such Director is able to and has been adequately carrying out his duties as a Director of the Company;
- (d) identifying and nominating candidates for the approval of the Board to fill vacancies in the Board as and when they arise;
- (e) reviewing and making recommendations to the Board regarding the Board’s structure, size, composition, and core competencies, having regard at all times to the principles of corporate governance and the Code;
- (f) reviewing succession plans for directors, in particular the appointment and/or replacement of the Chairman, CEO and key management personnel;
- (g) appointment and re-appointment of Directors;
- (h) creating the process and criteria for evaluating the effectiveness of the Board, as a whole, the Committees and the contribution of the Directors to the effectiveness of the Board; and
- (i) reviewing training and professional development programmes.

New Directors are appointed by way of a Board resolution after the NC has approved their nomination. These new Directors must submit themselves for re-election at the next AGM of the Company in accordance with Regulation 91 of the Company’s Constitution. The NC would through various avenues, source for suitable candidates as new Director(s) and appraise the candidates to ensure they have the relevant experience and calibre to contribute effectively to the Group. These avenues include the Directors’ personal contacts, search companies or through internal assessments conducted on any suitable candidates within the Group. As and when necessary, the Company will release announcements on the appointments or cessations of its Directors via SGXNET.

The NC makes recommendations to the Board on all Board appointments and re-nominations. The NC has conducted the annual review of the Directors’ independence based on the circumstances set forth in Provision 2.1 of the Code. The NC, having evaluated the independence of each of the Non-Executive Independent Director, is of the view that Mr Ronald Lim Cheng Aun, Mr Chan Boon Hui and Mr Koh Kok Heng, Leslie are independent.

The Company’s Constitution provides for at least one-third of the Directors to retire from office by rotation at each AGM. The retiring Directors shall be eligible for re-election at the AGM. Pursuant to Rule 720(4) of the SGX-ST Listing Manual, all directors submit themselves for re-nomination and re-appointment at least once every three years.

The Board has accepted the NC’s nomination of Mr Ronald Lim Cheng Aun and Mr Koh Kok Heng, Leslie, who are retiring pursuant to Regulation 106 of the Company’s Constitution for re-election at the Company’s forthcoming AGM.

The NC is also tasked with deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director, particularly when he has multiple board representations. For the avoidance of doubt, all Directors are required to declare their board representations to the Board and the Management. As a guide, Directors should not have more than six (6) listed companies board representations and other principal commitments. After conducting reviews, the NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Group and that the Directors have been adequately carrying out their duties as Directors of the Company.

Details of the appointment of each Director, including the date of initial appointment and the date of last re-election as a Director of the Company, as well as their directorships in other listed companies, both current and for the preceding three (3) years, are set out below:

CORPORATE GOVERNANCE

Name of Director	Date of Initial Appointment	Date of Last Re-election	Directorship in Listed Companies	
			Past Preceding 3 years	Present
Mr Ronald Lim Cheng Aun	28 April 2015	27 April 2018	Viva Industrial Trust	ESR Funds Management (S) Limited
Mr Teo Ho Beng	16 January 2003	30 April 2019	-	Ley Choon Group Holdings Limited
Mr Roland Teo Ho Kang	16 January 2003	30 April 2019	-	-
Mr Chan Boon Hui	4 April 2003	30 April 2019	-	(i) JCY International Berhad (ii) Gamma Civic Ltd
Mr Koh Kok Heng, Leslie	28 April 2015	27 April 2018	-	-
Mr Teo Keng Joo, Marc	11 May 2017	27 April 2018	-	-

BOARD PERFORMANCE

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

Once every financial year, all Directors are requested to complete a Board performance evaluation questionnaire to assess the overall effectiveness of the Board for the year under review. The Joint Company Secretaries will compile the Directors' responses to the questionnaire into a summarised report and circulate the same to the Board for discussion. The results of the exercise are reviewed by the NC before submission of the same to the Board for further discussion. The Board will determine areas for improvement and methods to enhance Board effectiveness.

For FY2019, the NC had evaluated the Board's performance as a whole, including the participation and contribution of the Non-Executive Chairman and the individual Directors to the Management of the Company at Board and Committee Meetings. To assess the effectiveness of the Board as a whole, the factors considered by the NC include but are not limited to:

- (a) the current size and composition of the Board;
- (b) the discussion and decision-making processes of the Board (including quality of the Board's conduct of meetings);
- (c) the Board's access to information;
- (d) the observation of risk management and internal control policies by the Board; and
- (e) the performance of the Board (including the Board's performance in relation to the discharge of its principal responsibilities in terms of the financial indicators set out in the Code).

For FY2019, the NC has also evaluated the performance of the Directors. To assess the contribution of each individual Director, the factors evaluated by the NC include but are not limited to:

- (a) his participation at the meetings of the Board;
- (b) his ability to contribute to the discussions conducted by the Board and to constructively challenge and contribute effectively to the Board;
- (c) his ability to evaluate the Company's strength and weaknesses and make informed business decisions;
- (d) his ability to interpret the Company's financial reports and contribute to the formulation of strategies, budgets and business plans that are compatible with the Group's vision and existing business strategy;
- (e) his compliance with the policies and procedures of the Group;
- (f) his performance of specific tasks delegated to him;
- (g) his disclosure of any related person transactions or conflicts of interest; and
- (h) for Independent Directors, his independence from the Group and the Management.

CORPORATE GOVERNANCE

With respect to FY2019, the Board, in consultation with the NC, considered the performance of each individual Director and the Board to be satisfactory. For the avoidance of doubt, each member of the NC abstained from voting on any resolution in respect of the assessment of his performance or re-nomination as Director.

For FY2019, the Board had also evaluated the performance of the ARC, NC and RC. To assess the performance of each Committee, the factors evaluated by the Board include but are not limited to:

- (a) the ARC/NC/RC's ability to function properly and to discharge its responsibility effectively;
- (b) the ARC/NC/RC's meetings are conducted in a manner that allows a frank and candid exchange of views;
- (c) there is strong support from Management in the preparation and submission of papers for discussion;
- (d) papers for meetings are distributed to members in advance and they do contain adequate details on issues for discussion;
- (e) members do have sufficient expertise and knowledge to ask searching questions and challenge Management on its judgement and findings on issues for discussion; and
- (f) ARC/NC/RC will not hesitate to seek outside third party professional and expert advice as and when the need arises.

The Board considered the performance of the ARC, NC and RC to be satisfactory in FY2019.

REMUNERATION MATTERS

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

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

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

The RC comprises entirely of Non-Executive Independent Directors and they are:

- 1) Mr Koh Kok Heng, Leslie (Chairman of the RC);
- 2) Mr Chan Boon Hui; and
- 3) Mr Ronald Lim Cheng Aun.

One of the key roles of the RC is to review and recommend to the Board a general framework of remuneration for the Directors and the key management personnel and the specific remuneration packages for each Director as well as for the key management personnel. The RC also considers all aspects of remuneration, including termination terms, to ensure they are fair. In addition, the RC is responsible for administering the Hiap Hoe Performance Share Plan, further details of which are available below. For the avoidance of doubt, no Director or member of the RC is involved in deciding his own remuneration. The Company has not engaged any remuneration consultants.

Remuneration matters concerning the Board, key management personnel, and employees who are immediate family members of a Director

The Company adopts a remuneration policy for Executive Directors and key management personnel, which comprises a fixed component and a variable component. The fixed component is in the form of a monthly base salary, whereas the variable component is in the form of a variable bonus that is linked to the performance of the Company and the individual. The variable bonus is aligned with the interests of shareholders and other stakeholders and promotes the long term success of the Company.

CORPORATE GOVERNANCE

The RC's objective is to establish and maintain a level of remuneration that would be appropriate to attract, retain and motivate the Directors and key management personnel to run the Company successfully in the long term. The RC has adopted a framework of remuneration for the Board and determined specific remuneration packages for each Executive Director. The recommendations of the RC are submitted to the Board for endorsement.

The Executive Directors have service agreements which are renewed annually. The service agreements may be terminated by either the Company or the Executive Directors by giving six (6) months' written notice to the other party. The RC also reviews 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 Company is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of Executive Directors' remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss, as they owe a fiduciary duty to the Company and the Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

Non-Executive Independent Directors are paid Directors' fees, taking into consideration individual contribution, including effort, attendance at various meetings, time spent and responsibilities held at the Committee level. The breakdown of those fees is as follows:

Independent / Non-Executive Director	\$40,000
Chairman of Board	\$15,000
Chairman of Audit and Risk Committee	\$15,000
Chairman of Remuneration Committee	\$ 5,000
Chairman of Nominating Committee	\$ 5,000

Such fees are subject to the approval of shareholders at the AGM every year.

The members of the RC possess general knowledge in the field of executive remuneration and/or compensation and have access to external professional advice. The RC ensures that in the event of such advice being sought, existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. In setting remuneration packages, the Company takes into consideration the remuneration and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of the individuals.

To avoid poaching of the Company's staff and in the interest of privacy and confidentiality, the Company is not disclosing the precise remuneration and in aggregate the total remuneration of the Directors and top key management personnel of the Group in the annual report. However, the Company shall disclose the remunerations in bands of S\$250,000 and provide a detailed breakdown in percentage terms of the same.

CORPORATE GOVERNANCE

Details of the remuneration of the Directors (in percentage terms) are as follows:

Directors' Remuneration	Fees ⁽¹⁾	Salary ⁽²⁾	Bonus ⁽³⁾	Other Benefits ⁽⁴⁾	Total
\$250,000 and below					
Mr Ronald Lim Cheng Aun	100%	-	-	-	100%
Mr Chan Boon Hui	100%	-	-	-	100%
Mr Koh Kok Heng, Leslie	100%	-	-	-	100%
Between \$250,001 to \$500,000					
Mr Teo Keng Joo, Marc	-	70%	23%	7%	100%
Between \$750,001 to \$1,000,000					
Mr Roland Teo Ho Kang	-	73%	24%	3%	100%
Between \$2,000,001 to \$2,250,000					
Mr Teo Ho Beng	-	74%	25%	1%	100%

Notes:

- (1) Directors' fee proposed for FY2019.
- (2) Salary includes gross salary and Central Provident Fund ("CPF") contribution.
- (3) Bonus includes salary and CPF contribution.
- (4) Other benefits include use of the company car and its maintenance costs.

The range of gross remuneration received by the top five (5) executives (excluding Executive Directors and CEO) of the Group is as follows:

Top Five (5) Executives' Remuneration	Salary ⁽¹⁾	Bonus ⁽²⁾	Other Benefits ⁽³⁾	Total
Between \$250,001 to \$500,000				
Ms Teo Poh Sim Agnes	71%	24%	5%	100%
Ms Irene Cheah Lan Kwee	75%	25%	-	100%
\$250,000 and below				
Mr Teo Ho Kheong Andrew	71%	19%	10%	100%
Ms Teo Poh Ho Josephine	73%	19%	8%	100%
Ms Teo Poh Leng Jocelyn	71%	19%	10%	100%

Notes:

- (1) Salary includes gross salary and CPF contribution.
- (2) Bonus includes salary and CPF contribution.
- (3) Other benefits include use of the company car and its maintenance costs.

The remuneration of employees who are immediate family members of a Director or the CEO is disclosed below:

Remuneration Bands	Number of Employees
\$100,001 to \$150,000	1
\$150,001 to \$200,000	2
\$200,001 to \$250,000	1
\$300,001 to \$350,000	1

CORPORATE GOVERNANCE

Ms Sin Wong Chan is the wife of Mr Teo Ho Beng whose remuneration ranged between \$100,001 and \$150,000 for FY2019.

Ms Teo Poh Ho Josephine and Ms Teo Poh Leng Jocelyn are the sisters of Mr Teo Ho Beng and Mr Roland Teo Ho Kang whose remuneration ranged between \$150,001 and \$200,000 for FY2019.

Mr Teo Ho Kheong Andrew is the brother of Mr Teo Ho Beng and Mr Roland Teo Ho Kang whose remuneration ranged between \$200,001 and \$250,000 for FY2019.

Ms Teo Poh Sim Agnes is the sister of Mr Teo Ho Beng and Mr Roland Teo Ho Kang whose remuneration ranged \$300,001 and \$350,000 for FY2019.

Hiap Hoe Performance Share Plan

On 20 April 2010, the Company obtained shareholders' approval to implement the Hiap Hoe Performance Share Plan (the "**Plan**"). The Plan replaces the Employees' Share Options Scheme which was approved by the shareholders on 28 April 2004.

The Plan is a share incentive scheme which allows the Company, *inter alia*, to set specific performance objectives and provide an incentive for participants to achieve these set targets. The Directors believe that the Plan will help the Company achieve the following objectives:

- (a) incentivise employees to excel in their performance and encourage greater dedication and loyalty to the Company;
- (b) attract and retain employees whose contributions are important to the long-term growth and profitability of the Group;
- (c) recognise and reward past contributions and services and motivate employees to continue to strive for the Group's long-term prosperity; and
- (d) develop a participatory style of management which instills loyalty and a stronger sense of identification with the long-term goals of the Group.

The award of fully-paid shares, free of charge, to the participants of the Plan (the "**Award**") is intended to be a more attractive form of bonus from the Company to the Plan participants. In addition, the Company believes that the Plan will be more effective than cash bonuses in motivating employees as it gives them a stake in the ownership of the Company.

Employees who are eligible to participate in the Plan must be:

- (a) Group Employees:
 - (i) confirmed full-time employees of the Company and/or its subsidiaries who have attained the age of 21 years on or before the date of Award; or
 - (ii) Directors of the Company and subsidiaries who perform an executive function.
- (b) Associated Company Employees:
 - (i) confirmed full-time employees of an associated company who have attained the age of 21 years on or before the date of Award; or
 - (ii) Directors of an associated company who perform an executive function.

Employees and Executive Directors who are controlling shareholders or associates of controlling shareholders and who meet the criteria as set out above are eligible to participate in the Plan.

The Plan is being administered by the RC. As at the date of this annual report, the RC comprises Mr Chan Boon Hui, Mr Ronald Lim Cheng Aun and Mr Koh Kok Heng, Leslie. In compliance with the requirements of the SGX-ST Listing Manual, a participant who has been granted an Award and who is a member of the RC shall not be involved in the deliberations in respect of Awards to be granted to or held by him or his associates.

CORPORATE GOVERNANCE

The RC may grant Awards to the participants at any time during the period when the Plan is in force. The Plan shall continue in force at the discretion of the RC, subject to a maximum period of 10 years from 20 April 2010.

The number of shares which are the subject of each Award to be granted to a participant in accordance with the Plan shall be determined at the absolute discretion of the RC, which shall take into account criteria such as, *inter alia*, the participant's rank, scope of responsibilities, performance, years of service and potential for future development, contributions to the success of the Group, and the extent of effort and resourcefulness displayed by the participant by which the relevant performance target(s) was achieved during the performance period. The performance targets will be set by the RC depending on each individual participant's job scope and responsibilities.

The total number of new shares which may be issued under the Plan, when aggregated with the total number of shares granted under any other share schemes of the Company, shall not exceed fifteen per cent (15%) of the issued shares of the Company (excluding treasury shares) on the day preceding the date of granting the Award.

In accordance with Rule 845 of the SGX-ST Listing Manual, the Company observes that the following limits must not be exceeded:

- (a) the aggregate number of shares available under the Plan must not exceed 15% of the total number of issued shares excluding treasury shares from time to time;
- (b) the aggregate number of shares available to controlling shareholders and their associates must not exceed 25% of the new shares available under the Plan;
- (c) the number of shares available to each controlling shareholder or his associate must not exceed 10% of the new shares available under the Plan; and
- (d) the aggregate number of shares available to Directors and employees of the parent company and its subsidiaries must not exceed 20% of the new shares available under the Plan.

No performance shares were granted for FY2019. The Plan will expire on 19 April 2020 and the Company will not be seeking any renewal of the Plan.

ACCOUNTABILITY AND AUDIT

The Board is accountable to shareholders for the management of the Group. The Board is mindful of its obligations to provide an assessment of the Company's performance and updates shareholders on the operations and financial position of the Company through quarterly results announcements through SGXNET. As announced on SGXNET on 3 March 2020, pursuant to the amendments to the quarterly reporting framework, the Company is not required to comply with Rule 705(2) of the SGX-ST Listing Manual and as such, with effect from 3 March 2020, the Company will only be announcing its first half financial statements as well as full year financial statements. The Board will also release timely announcements of other matters to ensure full disclosure of material information, as prescribed by the SGX-ST Listing Manual and other relevant rules and regulations. In particular, price sensitive information is publicly announced before it is communicated to any other interested person.

The Management, who is accountable to the Board, provides the Board with the necessary financial information for the discharge of the Board's disclosure duties. The Board is provided with periodic financial reports and other relevant disclosure documents, where appropriate, by the Management.

Further to the above, the Company also completes and submits compliance checklists to SGX-ST (if applicable and when required) to ensure that all announcements, circulars or letters to shareholders comply with the requirements set out in the SGX-ST Listing Manual. The Board is also notified by the Management, the Joint Company Secretaries, and the Company's auditors on any statutory changes or updates in regulatory or accounting standards affecting the Group. The Board will, after reviewing the necessary documents and/or discussions at any Board or Committee meetings, take action where it deems appropriate to do so to ensure that the Group complies with the prescribed requirements.

CORPORATE GOVERNANCE

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Company has put in place a risk management and internal controls system in relation to the Group's financial, operational, compliance and information technology controls. Risk management and internal controls are detailed in formal instructions, standard operating procedures, and financial authority limits policies. The principal aim of the internal control system (including financial, operational, compliance and information technology controls) and risk management system is to safeguard shareholders' investments and the Group's assets.

The Management maintains the risk management and internal controls system and the Board monitors the Group's risks through the ARC and the Company's internal auditors. In designing these controls, the Company has considered the risks to which the business is exposed, the likelihood of such risks occurring and the costs of protecting against them.

The Group maintains a system of internal controls for all companies within the Group. The Board acknowledges that it is responsible for the overall internal controls framework, but recognises that no cost-effective internal control system will preclude all errors and irregularities, as such systems are designed to manage rather than eliminate all risks of failure in achieving business objectives. The internal controls system is implemented to provide reasonable, but not absolute, assurance against material misstatement or loss, with a view to safeguard shareholders' investments and the Group's assets.

The Group has adopted the Enterprise Risk Management ("**ERM**") framework pursuant to which it has established risk management policies and guidelines for adoption. The ERM framework is designed to enable Management to address the operational risks, financial risks, compliance risks of key operating units in the Group. The ERM sets out the following processes:

- (a) identifying each risk factor which the Group is exposed to;
- (b) quantifying each exposure's size in terms of cash valuations;
- (c) inserting these figures into a risk estimation calculation and mapping out the results;
- (d) identifying the Group's overall risk exposures as well as the contribution to the overall risk as derived from each risk factor;
- (e) setting up a process to report on these risks periodically to the Management, who will set a committee of division heads and executives to determine capital allocations, risk limits, and risk management policies; and
- (f) monitoring the Group's compliance with these policies and risk limits.

The ERM provides a point of reference for the Company to address the on-going changes and challenges in its business environment, manage and reduce commercial uncertainties, facilitate shareholder value creation process, and assist the ARC and the Board in discharging their responsibilities.

The ARC is responsible for overseeing the internal controls and risk management of the Group and the Board of Directors reviews the adequacy and effectiveness of the key internal controls including financial, operational, compliance and information technology controls, as well as risk management systems on an on-going basis, such reviews of which are carried out internally or with the assistance of any competent third parties. In particular, it was noted by the ARC and the Board that the Company's external auditors confirmed that proper accounting records are maintained for FY2019 and that the financial information used for business purposes and for publication in the relevant financial period is reliable.

In addition, the Board has received assurance from the CEO and the Financial Controller for FY2019 that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances.

CORPORATE GOVERNANCE

The Board has also received assurance from the CEO and other key management personnel responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems for FY2019.

Based on the ERM framework and internal controls established and maintained by the Company, work performed in conjunction with the statutory audit, and reviews performed by the Management, various Committees and the Board in respect of the internal controls (including financial, operational, compliance and information technology controls) and the risk management system, the Board, having concurred with the ARC, is satisfied with the adequacy and effectiveness of the issuer's internal controls (including financial, operational, compliance and information technology control) and risk management systems for FY2019. The Company has thereby complied with Rule 1207(10) of the SGX-ST Listing Manual.

AUDIT AND RISK COMMITTEE

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

The ARC comprises entirely of Non-Executive Independent Directors and the members are as follows:

- 1) Mr Chan Boon Hui (Chairman of the ARC);
- 2) Mr Ronald Lim Cheng Aun; and
- 3) Mr Koh Kok Heng, Leslie.

The role of the ARC is to assist the Board of Directors in the execution of its corporate governance responsibilities within its terms of reference and requirements.

The functions of the ARC include:

- (a) reviewing any significant financial reporting issues and judgements so as to preserve the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- (b) reviewing with the external auditors, the audit plan, their evaluation of the adequacy of the Company's system of internal accounting controls, their audit report, the Management's letter and the Management's responses;
- (c) reviewing the assurance from the CEO and the Financial Controller on the financial records and financial statements;
- (d) reviewing the quarterly and full year financial statements before submission of the same to the Board for approval;
- (e) reviewing annually the scope and results of the internal controls and risk management system including the adequacy and effectiveness of the internal audit functions;
- (f) reviewing the assistance given by the Management to the external auditors;
- (g) overseeing the internal controls and risk management of the Company and assessing the adequacy and effectiveness of these internal controls and risk management systems;
- (h) reviewing the scope and results and the cost-effectiveness, the independence and objectivity of the external auditors and internal audit function, annually, and the nomination of the external auditors re-appointment as auditors of the Company;
- (i) making recommendations to the Board on (i) the proposals to the shareholders on the appointment and removal of external auditors and (ii) the remuneration and terms of engagement of the external auditors;
- (j) reviewing all non-audit services provided by the external auditors so as to ensure that any provision of such services would not affect the independence of the external auditors;
- (k) investigate any matters within its terms of reference; and
- (l) reviewing interested person transactions falling within the scope of the SGX-ST Listing Manual.

The Board is of the opinion that the members of the ARC have sufficient expertise and experience to discharge their duties effectively. The ARC Chairman and the ARC members have relevant accounting or related financial management expertise and experience.

CORPORATE GOVERNANCE

The Company has in place a whistle-blowing framework, endorsed by the ARC, pursuant to which staff members of the Company have direct access to the Chairman of the ARC to raise concerns about possible corporate improprieties in matters of financial reporting or other matters. The objective of such arrangements is to ensure both independent investigation of such matters and appropriate follow-up action are taken.

There were no whistle-blowing letters received during FY2019 and as of the date of this annual report.

The ARC has full access to all records concerning staff personnel and other relevant information which the ARC considers necessary to enable it to properly discharge its function, and has full discretion to invite any Director and/or executive officer to attend its meetings. Each member of the ARC shall abstain from voting on any resolutions in respect of matters which he has an interest in. The ARC expects to receive full co-operation from the Management and external auditors in this respect.

The ARC met quarterly during FY2019. The ARC meets with the external auditors without the presence of the Company's Management at least once a year and this was observed in FY2019. For the avoidance of doubt, no former partner or director of the Company's existing audit firm is a member of the ARC.

The aggregate amount of fees paid to the external auditors amounted to approximately S\$303,000 for audit services and S\$81,000 for non-audit services performed during FY2019.

In selecting suitable audit firms, the ARC relies on the Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority and takes into account several considerations such as the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the current size and complexity of issues of the Group being audited, and the number and experience of supervisory and professional staff assigned to the audit.

The ARC has conducted a review of all non-audit services provided by the external auditors for FY2019, and is satisfied with the independence and objectivity of the external auditors, Foo Kon Tan LLP.

For the financial year ending 31 December 2020, the ARC is of the view that a change of external auditors would be a good corporate governance practice as it would enable the Company to benefit from fresh perspectives. After due consideration, including considering Management feedback as part of the evaluation process, the ARC recommended Ernst & Young LLP for nomination as external auditor for the financial year ending 31 December 2020. The Board has accepted the ARC's recommendation, subject to approval by shareholders at the forthcoming annual general meeting. The Company has complied with Rules 712 and 715 of the SGX-ST Listing Manual in relation to its external auditor.

The external auditors regularly update the ARC on the changes to accounting standards and issues which will have a direct impact on financial statements. Among others, the Group has since 1 January 2018 complied with the Singapore Financial Reporting Standards (International), a new financial reporting framework identical to the International Financial Reporting Standards.

The Company has also established a Code of Conduct and Business Ethics which applies to all employees of the Group. The areas covered include conduct at the workplace, business conduct, protection of the Company's assets, confidentiality of information, and potential conflicts of interest. Directors, key executives, and employees are expected to observe and uphold high standards of integrity which are in compliance with the Company's policies and regulations.

INTERNAL AUDIT

Rule 719(3) of the SGX-ST Listing Manual: The company must establish and maintain on an ongoing basis, an effective internal audit function that is adequately resourced and independent of the activities it audits.

CORPORATE GOVERNANCE

The Company has established and maintains on an ongoing basis, an effective internal audit function that is adequately resourced and independent of the activities it audits. The internal audit function is out-sourced to a public accounting firm, One e-Risk Services Pte Ltd, a firm which meets the standard set by internationally-recognised professional bodies such as the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The internal auditors report primarily to the chairman of the ARC and the ARC is satisfied that the internal auditors are staffed by qualified and experienced personnel. The ARC also decides on the appointment, termination and remuneration of the internal auditors.

The internal auditors plan their internal audit schedules in consultation with the Management, but remain independent of the Management in its operations. The internal auditors have unfettered access to all the Company's documents, records, properties and personnel, including the ARC and have appropriate standing within the Company. The audit plan is submitted to the ARC for approval prior to the commencement of the internal audit. The ARC reviews the activities of the internal auditors on a regular basis, including overseeing and monitoring the implementation of improvements required with regard to internal control weaknesses that have been identified and where necessary, meets with the internal auditors (without management) to discuss the activities. The ARC also reviews and approves the audit plan from the internal auditors. The ARC is satisfied that the internal audit function is effective, adequately resourced and independent for the year ended 31 December 2019.

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

All shareholders are treated fairly and equitably to facilitate the exercise of their ownership rights. In line with the continuing disclosure obligations of the Company pursuant to the SGX-ST Listing Manual and the Companies Act, Chapter 50 of Singapore, the Board's policy is that all shareholders should be informed in a comprehensive manner and on a timely basis of all material developments that impact the Group.

The Group believes in encouraging shareholder participation at general meetings. As such, shareholders are given the opportunity to vote and participate in as well as to express their views and to raise queries to the Board and the Management regarding the proposed resolutions and on matters relating to the operations of the Group during these meetings. The Company also informs shareholders of the rules governing the general meetings. The Chairman of each of the ARC, NC, and RC are also present at the meetings to attend to questions raised by shareholders. The Company's external auditors are invited to attend the Company's AGM and will assist the Directors in addressing relevant queries relating to the conduct of the audit and the preparation and content of the external auditors' report.

The attendance of the Directors of the Company at the Company's general meetings held during FY2019 are reflected in the table below:

Name of Director	General Meetings
Number of meetings held:	1
Number of meetings attended:	
Mr Ronald Lim Cheng Aun	1
Mr Teo Ho Beng	1
Mr Roland Teo Ho Kang	1
Mr Chan Boon Hui	1
Mr Koh Kok Heng, Leslie	1
Mr Teo Keng Joo, Marc	1

CORPORATE GOVERNANCE

The Board considers it to be crucial that the notices of general meetings are distributed on time to the shareholders prior to such general meetings as the notices set out the agendas that will be discussed, some of which may be of interest to the shareholders. A shareholder who is entitled to attend and vote may either vote in person or *in absentia* through the appointment of one or more proxies. However, as the authentication of information purporting to identify an individual as a shareholder still remains a concern, the Company has decided, for the time being, not to accept voting *in absentia* by mail, email or fax.

The Company also ensures separate resolutions are proposed at general meetings on each substantially distinct issue unless the issues are interdependent and so linked as to form one significant proposal. Where the resolutions are “bundled”, the Company will make the necessary explanations and material implications in the notice of general meeting. The Company has implemented the practice of voting by poll at its past general meetings. Votes at the forthcoming AGM and all general meetings going forward will be taken by poll so that shareholders are accorded rights proportionate to their shareholding and all votes are counted.

The Joint Company Secretaries prepare minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting and the corresponding responses from the Board and the Management. These minutes are published on the Company’s corporate website as soon as practicable. Results of the general meeting are also released as an announcement via SGXNET, detailing the number of votes cast for and against each resolution as well as the respective percentages.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company’s earnings, general financial condition, results of operations, capital requirement, cash flow, general business conditions, development plans and other factors as the Directors may deem appropriate. In compliance with Rule 704(24) of the SGX-ST Listing Manual, in the event that the Board decides not to declare or recommend a dividend, the Company will expressly disclose the reason(s) for the decision together with the announcement of the relevant financial statements.

Notwithstanding the abovementioned, the Company has been declaring dividends on an annual basis. Any payouts are clearly communicated to shareholders via the financial results announcements through SGXNET. For FY2019, the Company had on 13 August 2019 declared an interim dividend of 0.5 Singapore cent per share. The Company also intends to propose a final dividend of 1.00 Singapore cent per share, such final dividend to be approved by the shareholders at the forthcoming AGM of the Company.

ENGAGEMENT WITH SHAREHOLDERS

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

The Group strives for timeliness and transparency in its disclosure to shareholders and the public. In addition to the regular dissemination of information through SGXNET, the Company also responds to enquiries from investors, analysts, fund managers, and the press. The Company does not practice selective disclosure and is mindful that all price-sensitive information should be released through SGXNET on a timely basis. Where applicable, and generally at every quarter following the release of the Company’s quarterly financial results announcement, press releases on the Group’s performance and/or any major developments are also made available on SGXNET. As announced on SGXNET on 3 March 2020, pursuant to the amendments to the quarterly reporting framework, the Company is not required to comply with Rule 705(2) of the SGX-ST Listing Manual and as such, with effect from 3 March 2020, the Company will only be announcing its first half financial statements as well as full year financial statements.

The Company maintains a website (<http://www.hiaphoe.com>) which allows the public to be aware of the Group’s latest development and businesses. The public can provide feedback to the Company via its electronic mail address or its registered office address. Calls and emails requesting information are generally attended to promptly, taking into consideration the fact that Management may need to consult with the Board or any of the Company’s relevant advisors before communicating or disseminating certain information.

CORPORATE GOVERNANCE

The Company currently does not have an investor relations policy but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders.

The notices of general meetings setting out the agenda are despatched to shareholders while copies of the annual report or circular, explanatory notes, and if necessary, letters to shareholders on the items of special business, are circulated to shareholders at least 14 days before the general meetings called to pass ordinary resolutions or 21 days before general meetings called to pass special resolutions. Notice of the general meeting is also published in one national business newspaper, The Business Times.

ENGAGEMENT WITH STAKEHOLDERS

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

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served. The Company has adopted a Code of Conduct, which establishes processes and actions to be taken in the event of any reportable conduct and establishes the business conduct expected of all employees as well as the Company's stance to avoid conflict of interests with stakeholders.

In order to create sustainable value for stakeholders and to address sustainability challenges and opportunities which the Company may face, the Company regularly engages with various stakeholders, including employees, suppliers, customers and the regulators and shareholders to gather feedback on the concerns and expectations most important to them. The information on the Company's arrangements to identify and engage with its material stakeholder groups and to manage its relationships with such groups, and the Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2019 will also be set out in the Company's sustainability report which will be published on or before 31 May 2020. The Company also maintains its corporate website which may be accessed by stakeholders at: <https://www.hiaphoe.com/>.

ADDITIONAL INFORMATION

Securities Transactions

In line with Rule 1207(19) under Chapter 12 of the SGX-ST Listing Manual on Dealings in Securities, the Company has adopted an internal compliance code for the reference of its Directors and officers in relation to the dealings with the Company's securities.

The Company issues internal notices (the "**Internal Notices**") to its Directors, officers and relevant staff members who have access to unpublished material price-sensitive information reminding them (i) of their disclosure obligations in relation to their dealings in shares of the Company and (ii) that they are prohibited from dealing in the Company's shares during the period commencing two (2) weeks before the announcement of the Company's financial results for each of the first three (3) quarters of its financial year or during the period commencing one (1) month before the release of the Company's full year financial results and ending on the date of the announcement of the relevant results, and when they are in possession of unpublished material price sensitive information.

As announced on SGXNET on 3 March 2020, as the Company is not required to comply with Rule 705(2) of the SGX-ST Listing Manual, with effect from 3 March 2020, it will only announce its half year financial results and full year financial results. Pursuant to Rule 1207(19)(c), the Company will issue Internal Notices reminding its Directors, officers and relevant staff members who have access to unpublished material price sensitive information reminding them that they are prohibited from dealing in the Company's shares during the period commencing one (1) month before the release of the Company's half year financial results and full year financial results and ending on the date of the announcement of the relevant results, and when they are in possession of unpublished material price sensitive information.

CORPORATE GOVERNANCE

The Directors, officers, and employees of the Group are discouraged from dealing in the Company's securities on short-term considerations and are also expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period.

Directors are required to report to the Joint Company Secretaries whenever they deal in the Company's shares and the Joint Company Secretaries will make the necessary announcements in accordance with the requirements of the SGX-ST.

Interested Person Transactions

Name of interested person	Nature of Relationship	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
Hiap Hoe & Co. Pte. Ltd.	Hiap Hoe & Co. Pte. Ltd. is a subsidiary of the ultimate holding company, Hiap Hoe Holdings Pte Ltd	Provision of Services for Maintenance of Properties to the Company's subsidiaries: - SuperBowl Jurong Pte Ltd (value of transactions amounting to \$163,000) - HH Properties Pte Ltd (value of transactions amounting to \$150,000) - SuperBowl Development Pte Ltd (value of transactions amounting to \$106,000)	Nil

The ARC has reviewed, and is satisfied that the transactions are conducted at arm's length and on terms that are fair and reasonable. The ARC and the Board of Directors are satisfied that the terms of the abovementioned transactions are not prejudicial to the interests of the Company or its minority shareholders.

Save as disclosed above, no Director, CEO or controlling shareholders, or associate has any interest in any material transaction undertaken by the Company and the Group.

Pursuant to Rule 920 of the SGX-ST Listing Manual, there was no transaction with interested persons for FY2019 that warrants a shareholders' mandate.

Material Contracts

There were no other material contracts with the Company or its subsidiaries involving the interest of any CEO, Director or controlling shareholder subsisting at the end of FY2019, other than disclosed in other parts of the annual report.

Sustainability Report

Under Practice Note 7.6 - Sustainability Reporting Guide issued by SGX-ST, the Board should determine the environmental, social and governance factors identified as material to the Group's business and ensure that they are monitored and managed. The Board has ultimate responsibility for the issuer's sustainability reporting. In this regard, the Company has established a Sustainability Committee to assist the Board in the execution of its responsibilities.

The Company will make available its full Sustainability Report for FY2019 by 31 May 2020 in accordance with Practice Note 7.6.

CORPORATE GOVERNANCE

SUMMARY OF DISCLOSURES – CORPORATE GOVERNANCE

Rule 710 of the Listing Manual requires Singapore-listed companies to describe their corporate governance practices with specific reference to the Code in their annual reports for the financial years commencing on or after 1 January 2019. This summary of disclosures describes our corporate governance practices with specific reference to the disclosure requirements in the principles and provisions of the Code.

BOARD MATTERS

The Board's conduct of affairs

<i>Principle 1</i>	Page
Provision 1.1	16
Provision 1.2	18
Provision 1.3	18
Provision 1.4	16, 20, 23 and 29
Provision 1.5	17 and 21
Provision 1.6	17
Provision 1.7	17

BOARD COMPOSITION AND GUIDANCE

<i>Principle 2</i>	Page
Provision 2.1	19
Provision 2.2	19
Provision 2.3	19
Provision 2.4	19
Provision 2.5	19

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

<i>Principle 3</i>	Page
Provision 3.1	20
Provision 3.2	20
Provision 3.3	20

BOARD MEMBERSHIP

<i>Principle 4</i>	Page
Provision 4.1	21
Provision 4.2	20
Provision 4.3	21
Provision 4.4	19
Provision 4.5	18, 21 and 22

BOARD PERFORMANCE

<i>Principle 5</i>	Page
Provision 5.1	22
Provision 5.2	22 - 23

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

<i>Principle 6</i>	Page
Provision 6.1	23
Provision 6.2	23
Provision 6.3	23
Provision 6.4	23

Level and Mix of Remuneration

<i>Principle 7</i>	Page
Provision 7.1	23
Provision 7.2	24
Provision 7.3	24

Disclosure on Remuneration

<i>Principle 8</i>	Page
Provision 8.1	25
Provision 8.2	25 - 26
Provision 8.3	25 - 27

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

<i>Principle 9</i>	Page
Provision 9.1	28
Provision 9.2	28

AUDIT AND RISK COMMITTEE

<i>Principle 10</i>	Page
Provision 10.1	29
Provision 10.2	29
Provision 10.3	30
Provision 10.4	31
Provision 10.5	30 - 31

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meeting:

<i>Principle 11</i>	Page
Provision 11.1	31
Provision 11.2	32
Provision 11.3	31
Provision 11.4	32
Provision 11.5	32
Provision 11.6	32

ENGAGEMENT WITH SHAREHOLDERS

<i>Principle 12</i>	Page
Provision 12.1	32
Provision 12.2	33
Provision 12.3	33

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

<i>Principle 13</i>	Page
Provision 13.1	33
Provision 13.2	33
Provision 13.3	33

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2019

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of Hiap Hoe Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") for the financial year ended 31 December 2019 and the balance sheet of the Company as at 31 December 2019.

In the opinion of the Directors,

- (a) the consolidated financial statements of the Group and the balance sheet of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and of the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 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.

DIRECTORS

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

Teo Ho Beng
Roland Teo Ho Kang
Teo Keng Joo, Marc
Ronald Lim Cheng Aun
Chan Boon Hui
Koh Kok Heng, Leslie

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following Directors, who held office at the end of the financial year, had, according to the register of Directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in the shares of the Company and related corporations (other than wholly-owned subsidiaries), as stated below:

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2019

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONT'D)

Name of Director	Direct interest			Deemed interest		
	At the beginning of financial year	At the end of financial year	At 21 January 2020	At the beginning of financial year	At the end of financial year	At 21 January 2020
<u>The Company</u>						
Hiap Hoe Limited						
(Ordinary shares)						
Teo Ho Beng	2,662,100	2,662,100	2,662,100	349,578,726	349,578,726	349,578,726
Roland Teo Ho Kang	-	-	-	349,578,726	349,578,726	349,578,726
Chan Boon Hui	93,750	93,750	93,750	-	-	-
<u>The immediate and ultimate holding company</u>						
Hiap Hoe Holdings Pte Ltd						
(Ordinary shares)						
Teo Ho Beng	6,245,664	6,245,664	6,245,664	-	-	-
Roland Teo Ho Kang	4,133,689	4,133,689	4,133,689	-	-	-
<u>Subsidiary</u>						
SuperBowl Holdings Limited						
(Ordinary shares)						
Teo Ho Beng	-	-	-	322,372,480	322,374,480	322,375,480
Roland Teo Ho Kang	-	-	-	322,372,480	322,374,480	322,375,480

By virtue of Section 7 of the Singapore Companies Act, Chapter 50, Mr Teo Ho Beng and Mr Roland Teo Ho Kang are deemed to have interests in the shares of each of the wholly-owned subsidiaries of Hiap Hoe Limited, Hiap Hoe Holdings Pte Ltd and SuperBowl Holdings Limited.

Except as disclosed in this statement, no Director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of its related corporations, either at the beginning of the financial year, at his date of appointment as a Director during the financial year (as the case may be), or at the end of the financial year.

PERFORMANCE SHARE PLAN

At an extraordinary general meeting held on 20 April 2010, the shareholders approved the performance share plan, Hiap Hoe Performance Share Plan (the "**Share Plan**"). Under the Share Plan, fully-paid ordinary shares in the capital of the Company, their equivalent cash value or combinations thereof will be granted, free from payment (the "**Award**"), to selected employees of the Company and/or its subsidiaries including Directors of the Company, and other selected participants according to the extent to which they complete time-based service conditions or achieve their performance targets over the set performance period. The Share Plan is to replace the Employee's Share Options Scheme that was approved by shareholders on 28 April 2004. The Directors believe that the new plan will incentivise participants to excel in their performance and encourage greater dedication and loyalty to the Company.

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2019

PERFORMANCE SHARE PLAN (CONT'D)

The Remuneration Committee administering the Share Plan comprises the following Directors:

Koh Kok Heng, Leslie (Chairman)
 Chan Boon Hui
 Ronald Lim Cheng Aun

Under the Share Plan, the Company may award to the employees, controlling shareholders and their associates who meet the criteria set out below:

- (a) Group Employees
 - (i) confirmed full-time employees of the Company and/or its subsidiaries who have attained the age of 21 years on or before the date of Award; and
 - (ii) Directors of the Company and its subsidiaries who perform an executive function.
- (b) Associated Company Employees
 - (i) confirmed full-time employees of an associated company who have attained the age of 21 years on or before the date of Award; and
 - (ii) Directors of an associated company who perform an executive function.

The aggregate number of shares which may be delivered and/or issued pursuant to the Awards granted under the Share Plan on any date shall not exceed fifteen per cent (15%) of the total issued shares in the capital of the Company (excluding treasury shares) on the day preceding the date of granting the Award.

The Share Plan shall continue in force at the discretion of the Remuneration Committee, subject to a maximum period of ten years commencing from the date on which the Share Plan was adopted by the Company.

Details of the performance shares awarded under the Share Plan are as follows:

Date of grant	Aggregate awards granted since commencement of Share Plan to end of financial year	Aggregate awards vested since commencement of Share Plan to end of financial year	Aggregate awards cancelled since commencement of Share Plan to end of financial year	Aggregate awards outstanding as at the end of financial year
6 January 2011	177,400	177,400	-	-

There were no shares awarded under the Share Plan to the Company's Directors, employees or any of the Company's controlling shareholders or their associates during the financial year ended 31 December 2019. The Plan will expire on 20 April 2020 and the Company will not be seeking any renewal of the Plan.

OTHER INFORMATION REQUIRED BY THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Except as disclosed in Note 32 to the financial statements, no material contracts of the Company and its subsidiaries involving the interests of the Chief Executive Officer, the Directors or controlling shareholders subsisted at the end of the financial year or were entered into since the beginning of the financial year.

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2019

AUDIT AND RISK COMMITTEE

The Audit and Risk Committee (the "**ARC**") at the end of the financial year comprises the following members:

Chan Boon Hui (Chairman)
Ronald Lim Cheng Aun
Koh Kok Heng, Leslie

The ARC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act, Chapter 50, including the following:

- reviewed the audit plans of the internal and external auditors of the Group and the Company, reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management team (the "**Management**") to the internal and external auditors;
- reviewed the quarterly and annual financial statements and the auditor's report on the consolidated financial statements of the Group and the balance sheet of the Company before their submission to the Board of Directors;
- reviewed effectiveness of the Group's and the Company's material internal controls, including financial, operational, compliance and information technology controls, and risk management, noting the reviews carried out by the Company's internal auditors;
- met with the external auditor, other committees, and the Management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the ARC;
- 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;
- reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- reviewed the nature and extent of non-audit services provided by the external auditor;
- 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;
- reviewing the assurance from the Chief Executive Officer and the Financial Controller on the financial records and financial statements;
- reported actions and minutes of the ARC to the Board of Directors with such recommendations as the ARC considers appropriate; and
- reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual.

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2019

AUDIT AND RISK COMMITTEE (CONT'D)

The ARC, having reviewed all the non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The ARC has also conducted a review of interested person transactions.

The ARC convened four (4) meetings during the year with full attendance from all members. The ARC also met with the external auditor without the presence of the Company's Management, which it does at least once a year.

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

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

Independent auditor

The independent auditor, Foo Kon Tan LLP, Chartered Accountants, will be retiring and will not seek for re-appointment.

On behalf of the Board of Directors

Teo Ho Beng

Director

Roland Teo Ho Kang

Director

Singapore
8 April 2020

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HIAP HOE LIMITED

For the Financial Year Ended 31 December 2019

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Hiap Hoe Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 December 2019, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards (International) [SFRS(I)] so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 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 HIAP HOE LIMITED

For the Financial Year Ended 31 December 2019

Key Audit Matters

Impairment of properties (Refer to Note 12 and Note 13 to the financial statements) other than properties for sale

Risk

The Group owns a portfolio of properties comprising (i) a sport and recreation complex, five hotels, a retail mall and an office tower classified under property, plant and equipment and (ii) residential, industrial, retail and office units classified under investment properties. Other than two hotels and two commercial buildings located in Australia and another hotel located in Manchester, the other properties are located in Singapore. These properties represent the largest category of assets on the balance sheet, at aggregate carrying value of \$1,217,127,752 as at 31 December 2019, or 75% of total assets.

Properties that are available for their intended use are stated at their cost less accumulated depreciation and accumulated impairment losses. The Group assesses at each reporting date whether there is an indication that the properties may be impaired. This can include determining the fair value of these properties based on advice by independent professional valuers.

The valuation process involves significant judgement in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied in deriving at the capitalisation, discount and terminal yield rates i.e. small change in the assumptions can have a significant impact to the valuation.

Our responses and work performed

We have reviewed for indicators that the properties may be impaired.

We have evaluated the competence, capabilities and objectivity of the management's expert, obtained an understanding of the work of that expert; and evaluated the appropriateness of that expert's work as audit evidence for the relevant assertion.

We considered the valuation methodologies used against those applied by management's valuers for similar property types. We have assessed the reasonableness of the capitalisation, discount and terminal yield rates used in the valuation by comparing them against historical rates and available industry data, taking into consideration comparability and market factors.

We also considered the adequacy of the descriptions in the financial statements, in describing the inherent degree of subjectivity and key assumptions in the estimates. This includes the relationships between the key unobservable inputs and fair values, in conveying the uncertainties.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HIAP HOE LIMITED

For the Financial Year Ended 31 December 2019

Key Audit Matters

Valuation of unquoted investments (Refer to Note 20 to the financial statements)

Risk

The Group's portfolio of investments comprised quoted investments of \$128,106,406 and unquoted investments of \$178,070,723 measured at fair value. The unquoted investments consist of equity and non-equity investments such as fixed income and notes instruments.

In determining the fair values of these unquoted investments, management relied on valuations as provided by the respective financial institutions managing these investments. These financial institutions in turn used their own valuation techniques such as revalued net asset values or discounted cash flow, including their own input factors into the applied models. For unquoted investments managed directly by the Group, management used market earnings multiples and revalued net asset values in determining the fair values of these unquoted investments.

Our responses and work performed

We have evaluated the assumptions used by management to determine the fair values of unquoted investments, including the appropriateness of the comparable entities, valuation methods used and validity of data used in the process.

We engaged our in-house corporate finance professionals as auditor's expert to independently assess the reasonableness of the inputs and methodology used or relied on by management.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HIAP HOE LIMITED

For the Financial Year Ended 31 December 2019

Other Information

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

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

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HIAP HOE LIMITED

For the Financial Year Ended 31 December 2019

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

Foo Kon Tan LLP
Public Accountants and Chartered Accountants
Singapore, 8 April 2020

CONSOLIDATED INCOME STATEMENT

For the Financial Year Ended 31 December 2019

	Note	2019 \$	2018 \$
Revenue	4	<u>132,220,241</u>	<u>187,484,936</u>
Other items of income			
Dividend income		5,182,532	4,354,703
Other income	5	9,428,666	7,258,898
Impairment loss on trade receivables written back	17	10,000	11,500
Financial income	6	3,382,319	4,627,351
Gain on bargain purchase arising from acquisition	14(b)	13,524,461	-
		<u>31,527,978</u>	<u>16,252,452</u>
Changes in completed properties for sale		(8,619,534)	(55,388,122)
Employee benefits expense	7	(31,305,880)	(27,270,187)
Depreciation of property, plant and equipment	12	(27,003,552)	(23,185,717)
Depreciation of investment properties	13	(5,545,008)	(4,563,324)
Financial cost	6	(19,348,148)	(14,026,815)
Fair value changes in financial instruments	8	13,722,700	(23,504,132)
Foreign exchange gain/(loss)		2,768,693	(4,276,555)
Impairment loss on trade receivables	17	(136,624)	(73,325)
Other expenses	9	(64,252,920)	(55,090,387)
Profit/(loss) before tax		<u>24,027,946</u>	<u>(3,641,176)</u>
Income tax expense	10	(1,870,493)	(6,384,245)
Profit/(loss) for the year		<u>22,157,453</u>	<u>(10,025,421)</u>
Attributable to:			
Owners of the Company		22,099,888	(9,925,363)
Non-controlling interests		57,565	(100,058)
Total		<u>22,157,453</u>	<u>(10,025,421)</u>
Earnings per share attributable to owners of the Company (cents per share)			
Basic	11	<u>4.70</u>	<u>(2.11)</u>
Diluted	11	<u>4.70</u>	<u>(2.11)</u>

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Financial Year Ended 31 December 2019

	2019 \$	2018 \$
Profit/(loss) for the year	22,157,453	(10,025,421)
Other comprehensive loss:		
Items that may be reclassified subsequently to profit or loss		
- Foreign currency translation	(2,958,913)	(12,183,225)
- Exchange differences realised on de-registration of subsidiary recycled to profit or loss	(131,269)	-
Other comprehensive loss for the year, net of tax of nil	(3,090,182)	(12,183,225)
Total comprehensive income/(loss) for the year	19,067,271	(22,208,646)
Attributable to:		
Owners of the Company	19,009,706	(22,108,588)
Non-controlling interests	57,565	(100,058)
Total comprehensive income/(loss) for the year	19,067,271	(22,208,646)

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

BALANCE SHEETS

As at 31 December 2019

	Note	Group		Company	
		2019 \$	2018 \$	2019 \$	2018 \$
Non-current assets					
Property, plant and equipment	12	815,245,738	766,766,868	78,630	164,407
Investment properties	13	457,918,539	411,485,275	-	-
Subsidiaries	14	-	-	610,074,796	477,488,521
Joint venture	15	-	-	19,557,396	16,753,354
Other assets	16	2,120,234	10,675,462	-	-
Other receivables	17	331,420	170,614	-	-
Deferred tax assets	19	14,909,505	3,875,188	-	-
		1,290,525,436	1,192,973,407	629,710,822	494,406,282
Current assets					
Other investments	20	306,177,129	280,352,561	-	-
Inventories	21	2,817,322	2,752,940	-	-
Other assets	16	653,335	2,165,231	-	150
Trade and other receivables	17	6,257,111	4,668,121	-	-
Prepaid operating expenses		1,602,595	1,092,127	6,908	6,899
Due from subsidiaries, trade	18	-	-	161,024	101,589
Due from subsidiaries, non-trade	18	-	-	11,949,765	161,450,590
Due from related companies, trade	18	-	3,301	-	-
Due from related company, non-trade	18	-	428	-	-
Derivatives - assets	22	-	199,637	-	-
Completed properties for sale	23	6,646,336	15,563,747	-	-
Cash and short-term deposits	24	16,885,187	55,545,288	276,808	474,333
Tax recoverable		962,266	-	-	-
		342,001,281	362,343,381	12,394,505	162,033,561
Asset held-for-sale	25	1,038,558	-	-	-
		343,039,839	362,343,381	12,394,505	162,033,561

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

BALANCE SHEETS

As at 31 December 2019

	Note	Group		Company	
		2019 \$	2018 \$	2019 \$	2018 \$
Current liabilities					
Trade and other payables	26	6,790,197	7,951,291	119,216	29,997
Derivatives - liabilities	22	107,917	646,071	-	-
Due to subsidiaries, trade	18	-	-	188	58,444
Due to subsidiaries, non-trade	18	-	-	116,089,009	134,287,077
Due to related companies, trade	18	36,677	23,005	-	-
Due to related companies, non-trade	18	39,663	32,698	-	-
Interest-bearing loans and borrowings	27	630,741,957	378,271,744	-	-
Tax payable		3,726,003	4,451,357	252,000	263,000
Other liabilities	28	13,292,362	11,651,313	600,162	574,688
		654,734,776	403,027,479	117,060,575	135,213,206
Non-current liabilities					
Interest-bearing loans and borrowings	27	122,281,811	306,455,406	-	-
Deferred tax liabilities	19	79,195,882	80,939,397	-	-
Other liabilities	28	3,716,681	3,234,366	-	-
		205,194,374	390,629,169	-	-
Net assets		773,636,125	761,660,140	525,044,752	521,226,637
Equity attributable to owners of the Company					
Share capital	29	84,445,256	84,445,256	84,445,256	84,445,256
Treasury shares	30	(1,101,125)	(1,101,125)	(1,101,125)	(1,101,125)
Reserves	31	686,817,847	674,866,507	441,700,621	437,882,506
		770,161,978	758,210,638	525,044,752	521,226,637
Non-controlling interests		3,474,147	3,449,502	-	-
Total equity		773,636,125	761,660,140	525,044,752	521,226,637

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year Ended 31 December 2019

Group	Share capital (Note 29) \$	Treasury shares (Note 30) \$	Accumulated profits \$	Capital reserve \$	Foreign currency translation reserve \$	Gain on reissuance of treasury shares \$	Total reserves (Note 31) \$	Total equity attributable to equity holders of the Company \$	Non-controlling interests \$	Total equity \$
At 1 January 2019	84,445,256	(1,101,125)	704,929,023	(7,671,719)	(22,442,687)	51,890	674,866,507	758,210,638	3,449,502	761,660,140
Profit for the year	-	-	22,099,888	-	-	-	22,099,888	22,099,888	57,565	22,157,453
Foreign currency translation	-	-	-	-	(2,958,913)	-	(2,958,913)	(2,958,913)	-	(2,958,913)
Exchange differences realised on de-registration of subsidiary recycled to profit or loss	-	-	-	-	(131,269)	-	(131,269)	(131,269)	-	(131,269)
Other comprehensive loss net of tax of nil	-	-	-	-	(3,090,182)	-	(3,090,182)	(3,090,182)	-	(3,090,182)
Total comprehensive income/(loss) for the year	-	-	22,099,888	-	(3,090,182)	-	19,009,706	19,009,706	57,565	19,067,271
<u>Contributions by and distributions to owners</u>										
Dividends on ordinary shares (Note 35)	-	-	(7,058,366)	-	-	-	(7,058,366)	(7,058,366)	-	(7,058,366)
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	(31,520)	(31,520)
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	(1,400)	(1,400)
Total contributions by and distributions to owners	-	-	(7,058,366)	-	-	-	(7,058,366)	(7,058,366)	(32,920)	(7,091,286)
At 31 December 2019	84,445,256	(1,101,125)	719,970,545	(7,671,719)	(25,532,869)	51,890	686,817,847	770,161,978	3,474,147	773,636,125

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year Ended 31 December 2019

Group	Share capital (Note 29)	Treasury shares (Note 30)	Accumulated profits	Capital reserve	Foreign currency translation reserve	Gain on reissuance of treasury shares	Total reserves (Note 31)	Total equity attributable to equity holders of the Company	Non-controlling interests	Total equity
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance at 1 January 2018	84,445,256	(1,101,125)	721,912,752	(7,671,719)	(10,259,462)	51,890	704,033,461	787,377,592	3,592,440	790,970,032
Loss for the year	-	-	(9,925,363)	-	-	-	(9,925,363)	(9,925,363)	(100,058)	(10,025,421)
Foreign currency translation	-	-	-	-	(12,183,225)	-	(12,183,225)	(12,183,225)	-	(12,183,225)
Other comprehensive loss net of tax of nil	-	-	-	-	(12,183,225)	-	(12,183,225)	(12,183,225)	-	(12,183,225)
Total comprehensive loss for the year	-	-	(9,925,363)	-	(12,183,225)	-	(22,108,588)	(22,108,588)	(100,058)	(22,208,646)
Contributions by and distributions to owners										
Dividends on ordinary shares (Note 35)	-	-	(7,058,366)	-	-	-	(7,058,366)	(7,058,366)	-	(7,058,366)
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	(31,680)	(31,680)
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	(11,200)	(11,200)
Total contributions by and distributions to owners	-	-	(7,058,366)	-	-	-	(7,058,366)	(7,058,366)	(42,880)	(7,101,246)
At 31 December 2018	84,445,256	(1,101,125)	704,929,023	(7,671,719)	(22,442,687)	51,890	674,866,507	758,210,638	3,449,502	761,660,140

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 December 2019

	Note	2019 \$	2018 \$
Operating activities			
Profit/(loss) before taxation		24,027,946	(3,641,176)
Adjustments for:			
Impairment loss on trade receivables	17	136,624	73,325
Amortisation of deferred income	5	(79,160)	(84,223)
Depreciation of investment properties	13	5,545,008	4,563,324
Depreciation of property, plant and equipment	12	27,003,552	23,185,717
Dividend income from investments		(5,182,532)	(4,354,703)
Fair value changes in held-for-trading investments	8	(13,293,370)	22,821,684
Fair value changes in derivative instruments	8	(429,330)	682,448
Gain on bargain purchase arising from acquisition	14(b)	(13,524,461)	-
Gain on disposal of investments	5	(3,037,216)	(1,715,820)
(Gain)/loss on disposal of property, plant and equipment	5,9	(12,869)	7,079
Impairment loss on investment property	9	5,245,470	3,672,299
Interest expenses	6	19,348,148	14,026,815
Interest income	6	(3,382,319)	(4,627,351)
Property, plant and equipment written off	9	25,642	72,768
Exchange difference		(2,802,508)	4,432,958
Impairment loss on trade receivables written back		(10,000)	(11,500)
Write back of excess accrued costs on building contracts	5	(244,635)	(857,373)
Operating cash flows before changes in working capital		39,333,990	58,246,271
<u>Changes in working capital</u>			
(Increase)/decrease in:			
Due from related companies, trade		3,301	(2,898)
Due from related company, non-trade		428	(428)
Inventories		43,601	(1,875)
Other assets		1,477,211	8,825,908
Prepaid operating expenses		(291,643)	(182,416)
Completed properties for sale		8,619,534	55,350,321
Trade and other receivables		(1,682,952)	(719,379)
Increase/(decrease) in:			
Due to related companies, trade		13,672	(44,323)
Due to related companies, non-trade		6,965	32,698
Other liabilities		813,799	(9,918,075)
Trade and other payables		(1,468,771)	(18,186,388)
Cash flows generated from operations		46,869,135	93,399,416
Income tax paid		(5,897,563)	(20,603,027)
Net cash flows generated from operating activities		40,971,572	72,796,389

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 December 2019

	Note	2019 \$	2018 \$
Investing activities			
Dividend income received and return of capital		10,063,795	7,712,364
Interest income received and settlement of derivatives		3,538,680	4,335,234
Proceeds from disposal of property, plant and equipment		145,325	49,952
Deposits paid on acquisition of capital assets		(1,978,873)	(11,116,562)
Proceeds from disposal of held-for-trading investments		43,925,938	69,916,052
Purchase of property, plant and equipment	A	(699,584)	(1,101,721)
Purchase of held-for-trading investments		(58,301,183)	(257,021,301)
Net cash outflow on business combination	14(b)	(83,890,861)	-
Net cash flows used in investing activities		(87,196,763)	(187,225,982)
Financing activities			
Acquisition of non-controlling interests		(1,400)	(11,200)
Dividends paid on ordinary shares by the Company		(7,058,366)	(7,058,366)
Dividends paid to non-controlling interests		(31,520)	(31,680)
Interest paid		(18,859,766)	(13,897,219)
Changes in cash and bank balances pledged		6,380,659	(11,202,418)
Changes in fixed deposits pledged		10,424,462	(11,530,798)
Proceeds from loans and borrowings		211,059,741	457,326,485
Repayment of loans and borrowings		(173,817,707)	(335,516,739)
Repayment of principal portion of lease liabilities		(2,846,364)	-
Repayment of finance lease obligations		-	(167,770)
Net cash flows generated from financing activities		25,249,739	77,910,295
Net decrease in cash and cash equivalents		(20,975,452)	(36,519,298)
Effect of exchange rate changes on cash and cash equivalents		(879,528)	(4,120,637)
Cash and cash equivalents at beginning of year		29,696,886	70,336,821
Cash and cash equivalents at end of year (Note 24)		7,841,906	29,696,886

A. Purchase of property, plant and equipment

During the year, the Group acquired property, plant and equipment of \$9,825,134 (2018: \$1,101,721) which included non-cash additions to right-of-use assets of \$9,051,888 (2018: \$nil). Also included in additions of the year was a deposit of \$73,662 (2018: \$nil) paid in prior year and the balance of \$699,584 (2018: \$1,101,721) was made in cash.

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 December 2019

B. Reconciliation of liabilities arising from financing activities

	1 January 2019 \$	Cash Flows \$	Non-cash changes			31 December 2019 \$
			Adoption of SFRS(I) 16 (Note 2.2) \$	Interest Expense \$	Foreign Exchange Movement \$	
Finance lease obligations	244,699	-	(244,699)	-	-	-
Lease liabilities	-	(4,109,567)	29,114,427	1,263,203	-	9,051,888
Loans and borrowings	684,482,451	19,645,471	-	18,084,945	(4,509,050)	-
	684,727,150	15,535,904	28,869,728	19,348,148	(4,509,050)	9,051,888
						753,023,768

	1 January 2018 \$	Cash Flows \$	Non-cash changes			31 December 2018 \$
			Interest Expense \$	Foreign Exchange Movement \$	New Leases \$	
Finance lease obligations	412,469	(182,383)	14,613	-	-	244,699
Loans and borrowings	566,129,728	107,927,140	14,012,202	(3,586,619)	-	684,482,451
	566,542,197	107,744,757	14,026,815	(3,586,619)	-	684,727,150

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

1. CORPORATE INFORMATION

Hiap Hoe Limited (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST) Mainboard.

The registered office and principal place of business of the Company is located at 18 Ah Hood Road #13-51, Hiap Hoe Building At Zhongshan Park, Singapore 329983.

The principal activities of the Company are those of investment holding and provision of management services. The principal activities of the subsidiaries are disclosed in Note 14 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

Its immediate and ultimate holding company is Hiap Hoe Holdings Pte Ltd, a company incorporated in Singapore. Related companies refer to members of the immediate and ultimate holding company’s group of companies.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) [SFRS(I)].

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

The financial statements are presented in Singapore Dollars (SGD or \$) unless otherwise stated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new SFRS(I) and Amendments to SFRS(I) that are effective for annual periods beginning on or after 1 January 2019. The adoption of these standards did not have any effect on the financial performance of the Group or financial position of the Group and the Company except for the adoption of the new SFRS(I) 16 Leases as described below.

The Group applied SFRS(I) 16 using modified retrospective approach which requires the Group to recognise the cumulative effect of initially applying SFRS(I) 16 as an adjustment to the opening balance of retained earnings at the date of initial application, without restatement of comparatives under SFRS(I) 1-17.

SFRS(I) 16 Leases

Definition of a lease

The Group previously determined at contract inception whether an arrangement was or contained a lease under SFRS(I) INT 4 Determining whether an Arrangement contains a Lease. The Group now assesses whether a contract is or contains a lease based on the definition of a lease, as explained in SFRS(I) 16.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in accounting policies (Cont'd)

SFRS(I) 16 Leases (Cont'd)

Definition of a lease (Cont'd)

The Group has elected to apply the practical expedient available on transition to SFRS(I) 16 not to reassess whether a contract is, or contains, a lease. Accordingly, the superseded definition of a lease under SFRS(I) 1-17 continues to be applied to those leases entered into, or modified, before 1 January 2019, and the Group applies the new definition of a lease and related guidance set out in SFRS(I) 16 only to those lease contracts entered into, or modified, on or after 1 January 2019. After the transition to SFRS(I) 16, the Group shall reassess whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed.

For lessee accounting, SFRS(I) 16 introduces significant changes by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases.

The Group used a number of practical expedients when applying SFRS(I) 16 to leases previously classified as operating leases under SFRS(I) 1-17. In particular, the Group:

- did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application;
- excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application;
- used hindsight when determining the lease term when the contract contains options to extend or terminate the lease; and
- adjust the right-of-use asset at the date of initial application by the amount of provision of onerous leases recognised under SFRS(I) 1-37 Provisions, contingent liabilities and contingent assets in the balance sheet immediately before the date of initial application, as an alternative to performing an impairment review under SFRS(I) 1-36.

As a lessee

The Group's lease assets include properties, motor vehicles and office equipment. The Group previously classified these leases as operating or finance leases based on its assessment of whether the lease transferred significantly all the risks and rewards incidental to ownership of the underlying asset to the Group. Under SFRS(I) 16, the Group recognises right-of-use assets representing its right to use the underlying assets and lease liabilities representing its obligations to make lease payments.

The Group has elected, as a practical expedient of SFRS(I) 16, not to separate non-lease components from lease components for all classes of underlying assets and instead account for each lease component and any associated non-lease components as a single lease component.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in accounting policies (Cont'd)

SFRS(I) 16 Leases (Cont'd)

Leases previously classified as operating leases under SFRS(I) 1-17

The Group previously classified property and office equipment leases as operating leases under SFRS(I) 1-17. On transition, the lease liabilities of these leases were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate applicable to the leases as at 1 January 2019. Right-of-use assets are measured at an amount equal to the lease liabilities.

For short-term leases and lease of low value assets, the Group has elected for exemption under SFRS(I) 16 from recognising right-of-use assets and lease liabilities, and to report their lease expenses in profit or loss on a straight-line basis.

The Group has tested its right-of-use assets for impairment on the date of transition and has concluded that there is no indication that the right-of-use assets are impaired.

The Group previously classified motor vehicle leases as finance leases under SFRS(I) 1-17. For these finance leases, the carrying amount of the right-of-use asset and the lease liability at 1 January 2019 were determined at the carrying amount of the lease asset and lease liability under SFRS(I) 1-17 immediately before that date.

As a lessor

The Group leases out its investment properties and some properties classified under property, plant and equipment. The Group has classified these leases as operating leases.

The Group is not required to make any adjustments on transition to SFRS(I) 16 for leases in which it acts as a lessor.

The Group has applied SFRS(I) 15 *Revenue from Contracts with Customers* to allocate consideration in the contract to each lease and non-lease component.

The Group did not enter into a sub-lease during 2019.

Financial impact of initial adoption of SFRS(I) 16

The effects of adoption of SFRS(I) 16 on the Group's financial statements as at 1 January 2019 are as follows:

	Increase/ (Decrease)
	\$
Property, plant and equipment	28,869,728
Interest-bearing loans and borrowings	
– Finance lease obligations	(244,699)
– Lease liabilities	29,114,427

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in accounting policies (Cont'd)

SFRS(I) 16 Leases (Cont'd)

Financial impact of initial adoption of SFRS(I) 16 (Cont'd)

On 1 January 2019, there is no material impact on tax circumstances which give rise to temporary differences on initial recognition of both the ROU assets and lease liabilities.

The Group's weighted average incremental borrowing rate applied to measure the Group's lease liabilities recognised in the balance sheet on 1 January 2019 was 4.54% per annum.

A reconciliation of the differences between the Group's operating lease commitments previously disclosed in the financial statements as at 31 December 2018 and the Group's lease liabilities recognised in the balance sheet on 1 January 2019 is as follows:

	Group 2019 \$
Operating lease commitments disclosed as at 31 December 2018	48,800,117
Less: Leases with lease term ending within 12 months from date of initial application	(605,819)
Less: Variable lease payments not recognised	(13,034,264)
Less: Discounting effect using weighted average incremental borrowing rate	(7,670,783)
Add: Finance lease obligations as at 31 December 2018	244,699
Add: Extension option which are reasonably certain to be exercised	<u>1,380,477</u>
Lease liabilities recognised as at 1 January 2019	<u>29,114,427</u>

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to References to the Conceptual Framework in SFRS(I)	1 January 2020
Amendments to SFRS(I) 3 Definition of a Business	1 January 2020
Amendments to SFRS(I) 1 – 1 and SFRS(I) 1 – 8 Definition of Material	1 January 2020

The Group has performed a preliminary assessment and the directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

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

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

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

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

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

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

(b) Business combinations

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are deemed to be an asset or liability which will be recognised in profit or loss.

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Basis of consolidation and business combinations (Cont'd)

(b) Business combinations (Cont'd)

Non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets, are recognised on the acquisition date either at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. The measurement basis taken is elected on a transaction-by-transaction basis. All other non-controlling interests are measured at acquisition date fair value, unless another measurement basis is required by SFRS(I)s.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are represented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2.6 Foreign currency

The financial statements are presented in SGD, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.6 Foreign currency (Cont'd)

(a) Transactions and balances (Cont'd)

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of reporting period are recognised in profit or loss. However, in the consolidated financial statements, exchange differences arising on monetary items that form part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

For consolidation, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. On disposal of a foreign operation, the component of foreign currency translation reserve relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.7 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.19. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation is computed on a straight-line basis to allocate the depreciable amount over the estimated useful lives (or lease term, if shorter). Leased assets are depreciated over the shorter of the lease terms and their useful lives unless it is reasonably certain that the Group will obtain ownership by end of the lease term.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.7 Property, plant and equipment (Cont'd)

The estimated useful lives of property, plant and equipment are as follows:

Freehold properties	- 50 years
Leasehold land and properties	- over remaining period of lease (subject to a maximum of 50 years)
Motor vehicles	- 5 to 10 years
Furniture, fittings and office equipment	- 1 to 20 years
Plant and machinery	- 3 to 15 years
Leased premises	- over remaining period of lease

Freehold land has an unlimited useful life and therefore is not depreciated.

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

The residual values, useful lives and depreciation methods are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in profit or loss in the year the asset is derecognised.

2.8 Investment properties

Investment properties are properties that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or for sale in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Right-of-use assets are classified as investment properties when the definition of an investment property is met.

Plant and machinery included under investment properties are initially measured at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses. Depreciation is calculated on plant and machinery using a straight-line method to allocate the depreciable amounts over the estimated useful lives ranging from 3 to 15 years.

Investment properties are initially measured at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses, similar to the policy for property, plant and equipment. Depreciation is calculated using a straight-line method to allocate the depreciable amounts over the estimated remaining useful lives of a maximum of 50 years for freehold properties, and the remaining period of lease or a maximum of 50 years, whichever is lower for leasehold properties. The residual values, useful lives and depreciation method of investment properties are reviewed, and adjusted as appropriate, at end of each reporting period. The effects of any revision are included in profit or loss when the changes arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.8 Investment properties (Cont'd)

Transfers are made to or from investment property only when there is a change in use. As the Group uses the cost model, transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

2.9 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

Impairment losses of continuing operations are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase in other comprehensive income.

2.10 Subsidiaries

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

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less any impairment losses.

2.11 Joint Ventures

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

The Group account for its investments in joint ventures using the equity method from the date on which it becomes a joint venture.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.11 Joint Ventures (Cont'd)

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in joint ventures are carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the joint ventures. The profit or loss reflects the share of results of the operations of the joint ventures. Distributions received from joint ventures reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the joint venture, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and joint venture are eliminated to the extent of the interest in the joint ventures.

When the Group's share of losses in the joint venture equals or exceeds its interest in the joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in joint ventures. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value and recognises the amount in profit or loss.

The financial statements of the joint ventures are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

In the Company's balance sheet, the investments in joint ventures have been accounted for using the equity method.

2.12 Financial instruments

(a) Financial assets

Initial recognition and measurement

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.12 Financial instruments (Cont'd)

(a) Financial assets (Cont'd)

Initial recognition and measurement (Cont'd)

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

Subsequent measurement

Investments in debt instruments

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

(i) Amortised cost

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.12 Financial instruments (Cont'd)

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. Amount presented in OCI shall not be subsequently transferred to profit or loss. However, the entity may transfer the cumulative gain or loss within equity. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

Derivatives

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

Derecognition

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

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

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

(c) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. 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.

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. 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.

The Group considers a financial asset in default when contractual payments are 90 days past 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.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2.15 Completed properties for sale

Completed properties for sale are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Completed properties for sale are held as inventories and are measured at the lower of cost and net realisable value.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.15 Completed properties for sale (Cont'd)

The costs of completed properties for sale include:

- Freehold rights for land;
- Amounts paid to contractors for construction; and
- Borrowing costs, planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Non-refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when incurred.

Net realisable value of completed properties for sale is the estimated selling price in the ordinary course of the business, based on market prices at the end of the reporting period and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of completed properties for sale recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

2.16 Inventories

Inventories, comprising consumables which include smart cards, spare parts and hotel supplies, are stated at the lower of cost and net realisable value. Cost is determined on a first-in first-out basis and includes all costs in bringing the inventories to their present location and condition. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

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

2.17 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.18 Financial guarantee

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

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.13 and the amount initially recognised less, where appropriate, the cumulative amount of income recognised over the period of the guarantee.

2.19 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition and construction of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are being incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.20 Employee benefits

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to the defined contribution pension scheme are recognised as an expense in the period in which the related service is performed.

(b) Employee leave entitlement

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

(c) Performance share plan

The Group operates a share-based compensation plan. The fair value of the employee services received in exchange for the grant of performance shares is recognised as an expense in the profit or loss with a corresponding increase in the share plan reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair values of the performance shares granted at the respective dates of the grant which taken into account market conditions and non-vesting conditions.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.20 Employee benefits (Cont'd)

(c) Performance share plan (Cont'd)

At each reporting date, the Group revises its estimates of the number of share plan awards that are expected to vest on the vesting dates, and recognises the impact of the revision of the estimates in the profit or loss, with a corresponding adjustment to the employee share plan reserve over the remaining vesting period.

2.21 Leases

The Group has applied SFRS(I) 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under SFRS(I) 1-17 and SFRS(I) INT 4. The details of accounting policies under SFRS(I) 1-17 and SFRS(I) INT 4 are disclosed separately.

The lessee accounting policy for leases from 1 January 2019 are as follows:

(a) 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.

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 set of in Note 2.7.

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.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.21 Leases (Cont'd)

(a) As lessee (Cont'd)

Right-of-use asset (Cont'd)

The right-of-use assets (except for those which meets the definition of an investment property) are presented within Property, plant and equipment in the balance sheet [Note 12(ii)].

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

Lease liabilities

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.

The Group has elected to not recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

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 within Interest-bearing loans and borrowings in the balance sheet.

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 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.21 Leases (Cont'd)

(a) As lessee (Cont'd)

Lease liabilities (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:

- (i) 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;
- (ii) 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
- (iii) 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.

(b) As lessor

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from SFRS(I) 16, except for the classification of the sublease entered into that resulted in a finance lease classification.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term within "revenue" in profit or loss.

Intermediate lessor in sublease

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the recognition exemption, then it classifies the sublease as an operating lease.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.21 Leases (Cont'd)

(b) As lessor (Cont'd)

Intermediate lessor in sublease (Cont'd)

When the sublease is assessed as a finance lease, the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sublease within "finance lease receivables" in the balance sheet. Any differences between the right-of-use asset derecognised and the net investment in sublease is recognised in profit or loss. Lease liability relating to the head lease is retained in the balance sheet, which represents the lease payments owed to the head lessor.

The accounting policy for leases before 1 January 2019 are as follows:

(a) As lessee

Finance leases which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

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

(b) As lessor

Leases where the Group does not transfer substantially all the risks and rewards of ownership of the assets are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the leased term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.22(c). Contingent rents are recognised as revenue in the period in which they are earned.

2.22 Revenue

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.22 Revenue (Cont'd)

(a) Sale of completed development properties

Revenue from completed development properties are recognised at a point in time when the control of the properties have been transferred to the buyers.

(b) Dividend income

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

(c) Rental income

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

(d) Interest income

Interest income is recognised using the effective interest method.

(e) Hotel income

Revenue from operations of a hotel is recognised from the following major sources: hotel stay and sales of food and beverages.

Provision of hotel stays are recognised as performance obligations satisfied over time. Progress towards satisfaction of these performance obligations is measured based on the proportion of the total duration of stay that has elapsed at the end of the reporting period.

Revenue from sales of food and beverages are recognised when control of the goods has transferred, being at the point in time when the food and beverages are consumed. This is also the point where the Group is entitled to payment.

(f) Leisure income

Revenue from leisure activities are recognised when services are provided or goods consumed.

(g) Management fee and other operating income

Management fee and other operating income are recognised on an accrual basis.

2.23 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period in countries where the Group operates and generates taxable income.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.23 Taxes (Cont'd)

(a) Current income tax (Cont'd)

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- Where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint venture, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.23 Taxes (Cont'd)

(b) Deferred tax (Cont'd)

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of taxes except:

- Where the taxes incurred on a purchase of assets or services are not recoverable from the taxation authorities, in which case the taxes are recognised as part of the cost of acquisition of the assets or as part of the expenses item as applicable; and
- Receivables and payables that are stated with the amount of taxes included.

The net amount of taxes recoverable from or payable to the taxation authorities are included as part of receivables or payables in the balance sheet.

2.24 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 39, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.25 Share capital and share issue expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.26 Treasury shares

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.27 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.28 Related parties

A related party is defined as follows:

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.28 Related parties (Cont'd)

- (b) An entity is related to the Group and the Company if any of the following conditions applies (Cont'd):
- (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).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

2.29 Other investments

Quoted investments and unquoted investments are classified as financial assets at fair value through profit or loss.

The accounting policies for the aforementioned categories of financial assets are stated in Note 2.12.

2.30 Asset held-for-sale

Investment properties are transferred to non-current assets held-for-sale when it is expected that the carrying amount will be recovered principally through sale rather than from continuing use. For this to be the case, the property must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such property and its sale must be highly probable.

For the sale to be highly probable, the following criteria must be met:-

- The board must be committed to a plan to sell the property and an active programme to locate a buyer and complete the plan must have been initiated;
- The property must be actively marketed for sale at a price that is reasonable in relation to its current fair value; and
- The sale should be expected to qualify for recognition as a completed sale within one year from the date of classification.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONT'D)

3.1 Judgments made in applying accounting policies

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

(i) Income taxes

The Company has adopted group relief since Year of Assessment 2003. Significant judgement is involved in determining the Group provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Company's tax payables at 31 December 2019 was \$252,000 (2018: \$263,000). Whereas, the carrying amount of the Group's tax recoverable, tax payables, deferred tax assets and deferred tax liabilities at 31 December 2019 was \$962,266 (2018: \$nil), \$3,726,003 (2018: \$4,451,357), \$14,909,505 (2018: \$3,875,188) and \$79,195,882 (2018: \$80,939,397), respectively.

(ii) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is defined in Note 2.8. The Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

(iii) Investment in A2I Holdings S.A.R.L. ("A2I")

The Group holds a 19.73% (2018: 21.74%) interest in A2I. Significant judgement is required in determining whether the Group has significant influence in A2I even though the Group's interest in A2I has decreased to 19.73% as at 31 December 2019. Management has determined that the investment in A2I is passive and the Group has no significant influence in A2I. The Group has accounted for A2I as investments measured at fair value through profit or loss [Note 20(iii)]. Management has determined the fair value of A2I based on its revalued net asset values.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONT'D)

3.1 Judgments made in applying accounting policies (Cont'd)

(iv) Classification and measurement of financial assets

Classification and measurement of financial assets depends on the results of the SPPI and the business model test [Note 2.12(a)]. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed.

As stated in Note 20, the Group has investment portfolio which includes quoted and unquoted non-equity instruments. The Group has accounted for these non-equity investments at fair value through profit or loss as they will be sold from time to time to realise capital appreciation or for liquidity management.

(v) Determination of lease terms

The Group determination of lease term of the respective lease arrangement includes considerations of all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option, including any expected changes in facts and circumstances from the commencement date until the exercise date of the options. 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).

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any expected credit loss of financial assets based on assumptions about risk of default and expected loss rates. The Group considers factors such as past collection history, existing market conditions as well as forward looking estimates at each reporting period.

The assessment of the correlation between historical observed default, economic conditions and expected credit loss is a significant estimate. Notwithstanding the above, the Group evaluates the expected credit loss on customers in financial difficulties separately.

The carrying amounts of trade and other receivables from third parties, related parties and subsidiaries, and allowance for expected credit losses at the end of the reporting period are disclosed in Note 17 and Note 18 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONT'D)

3.2 Key sources of estimation uncertainty (Cont'd)

(ii) Estimation of net realisable value of completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Net realisable value of completed properties for sale is the estimated selling price in the ordinary course of the business, based on market prices at the end of reporting period and discounted for the time value of money if material, less the estimated costs of completion and the estimated cost necessary to make the sale.

The carrying amounts of the Group's completed properties for sale as at 31 December 2019 was \$6,646,336 (2018: \$15,563,747), respectively. A 5% decrease in selling price will not affect the carrying amounts of completed properties for sale.

(iii) Impairment of investment properties and property, plant and equipment

The Group carries its investment properties and property, plant and equipment at cost less accumulated depreciation and accumulated impairment, with excess of carrying value over fair values being recognised as impairment in profit or loss.

The Group engaged real estate valuation experts to assess fair value as at 31 December 2019. The fair values of investment properties and property, plant and equipment are determined by independent real estate valuation experts using recognised valuation techniques. These techniques comprise both the Comparison method and the Investment method.

The carrying amounts of the investment properties and property, plant and equipment as at 31 December 2019 are \$457,918,539 (2018: \$411,485,275) and \$815,245,738 (2018: \$766,766,868), respectively. The fair value of the investment properties is approximately \$545,472,500 (2018: \$490,726,000).

Except as disclosed in Note 13, a 5% decrease in fair value will not affect the carrying amounts of investment properties and property, plant and equipment.

(iv) Valuation of unquoted investments

The Group relies on valuations as provided by the respective financial institutions who manage the investments to measure the fair values of unquoted investments and derivatives. These financial institutions in turn use their own valuation techniques, such as revalued net asset values or discounted cash flow, including their own input factors into the applied models with unobservable market inputs to derive the closing price.

For unquoted investments managed directly by the Group, management use market earnings multiples and revalued net asset values in determining the valuation of these unquoted investments.

The carrying amounts of the unquoted investment as at 31 December 2019 are \$178,070,723 (2018: \$198,843,101). If the price of the unquoted investments had been 2% higher/lower with all other variables held constant, the Group's profit (2018: loss) net of tax would have been approximately \$2,956,000 (2018: \$3,300,000) higher/lower (2018: lower/higher), arising as a result of higher/lower fair value gains on held for trading investments.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONT'D)

3.2 Key sources of estimation uncertainty (Cont'd)

(v) Estimation of incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses the incremental borrowing rate ("IBR") to measure lease liabilities. The IBR 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.

The Group estimates the IBR relevant to each lease by using observable inputs such as market interest rate and asset yield when available, and that making certain lessee specific adjustments such as a group entity's credit rating.

The carrying amount of the Group's right-of-use assets and lease liabilities are \$35,539,988 (2018: \$nil) and \$35,319,951 (2018: \$nil) respectively. The weighted average incremental borrowing rate was 4.62% (2018: nil) per annum respectively. If the incremental borrowing rate had been 50 basis point higher/lower with all other variables held constant, the Group's right-of-use assets and lease liabilities would have been approximately lower/higher by \$958,000 (2018: \$nil) and \$915,000 (2018: \$nil), respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

4. REVENUE

The Group derives its revenue from the transfer of goods and services over time and at a point in time for the following major products lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 (Note 39).

Disaggregation of revenue

A disaggregation of the Group's revenue for the year is as follows:

Group	Development properties \$	Rental and carpark income \$	Leisure business \$	Hotel income \$	Total revenue \$
2019					
Major product or service lines					
Residential properties	11,967,839	1,088,795	-	-	13,056,634
Commercial and industrial properties	-	28,251,853	-	-	28,251,853
Hotel operations and related income	-	-	-	82,513,621	82,513,621
Owner and operators of bowling centres and recreation centres	-	-	8,398,133	-	8,398,133
	11,967,839	29,340,648	8,398,133	82,513,621	132,220,241
Timing of transfer of goods or services (excluding lease rental income*) from contracts with customers					
At a point in time	11,967,839	590,166	8,390,966	22,785,296	43,734,267
Over time	-	91,775	7,167	59,728,325	59,827,267
	11,967,839	681,941	8,398,133	82,513,621	103,561,534
2018					
Major product or service lines					
Residential properties	77,428,958	996,116	-	-	78,425,074
Commercial and industrial properties	-	30,424,304	-	-	30,424,304
Hotel operations and related income	-	-	-	70,271,013	70,271,013
Owner and operators of bowling centres and recreation centres	-	-	8,364,545	-	8,364,545
	77,428,958	31,420,420	8,364,545	70,271,013	187,484,936
Timing of transfer of goods or services (excluding lease rental income*) from contracts with customers					
At a point in time	77,428,958	501,648	8,359,809	17,533,744	103,824,159
Over time	-	101,080	4,736	52,737,269	52,843,085
	77,428,958	602,728	8,364,545	70,271,013	156,667,244

Revenue represents the fair value of goods and services supplied. The Group's revenue from sale of completed development properties is recognised based on the completion method.

There are no performance obligations that are unsatisfied (or partially unsatisfied) as at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

4. REVENUE (CONT'D)

* Excluding rental income from lease of properties which is out of scope of SFRS(I) 15 *Revenue from Contracts with Customers*.

5. OTHER INCOME

Group	2019 \$	2018 \$
Property recovery income	3,908,789	3,816,748
Miscellaneous income	94,964	23,467
Recovery of reinstatement costs from tenants	1,466,129	-
Gain on disposal of property, plant and equipment	12,869	-
Gain on disposal of investments	3,037,216	1,715,820
Amortisation of deferred income (Note 28)	79,160	84,223
Write back of excess accrued costs on building contracts	244,635	857,373
Forfeiture of deposits	584,904	485,758
Utilities incentives	-	275,509
	9,428,666	7,258,898

6. FINANCIAL INCOME/(COST)

Group	2019 \$	2018 \$
Interest income		
- fixed deposits	114,973	453,981
- unquoted investments	2,872,479	3,634,559
- others	394,867	538,811
Financial income	3,382,319	4,627,351
Interest expense		
- bank loans	(18,004,909)	(13,997,686)
- finance lease obligations	-	(14,613)
- lease liabilities	(1,263,203)	-
- others	(80,036)	(14,516)
Financial expenses	(19,348,148)	(14,026,815)

7. EMPLOYEE BENEFITS EXPENSE

Group	2019 \$	2018 \$
Wages, salaries and bonuses	24,923,497	22,151,855
Central Provident Fund contributions	2,039,158	2,024,384
Other staff costs	3,580,960	2,577,103
Casual labour	762,265	516,845
	31,305,880	27,270,187

Employee benefits include compensation of key management personnel as disclosed in Note 32(b).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

8. FAIR VALUE CHANGES IN FINANCIAL INSTRUMENTS

Group	2019 \$	2018 \$
Fair value changes in derivative instruments (Note 22)	429,330	(682,448)
Fair value changes in held-for-trading investments [Note 20(vi)]	13,293,370	(22,821,684)
	13,722,700	(23,504,132)

9. OTHER EXPENSES

Group	2019 \$	2018 \$
Audit fees paid to the		
- auditor of the Company	303,075	285,605
- other auditors	124,204	124,837
Non-audit fees paid to the		
- auditor of the Company	80,576	64,572
- other auditors	21,408	34,905
Bad debt – trade	45,216	45,568
Bank charges	49,656	197,024
Directors' fees	160,000	160,000
Hotel consumables	5,728,743	4,479,632
Hotel management fees	3,286,986	2,686,239
Impairment loss on investment property (Note 13)	5,245,470	3,672,299
Loss on disposal of property, plant and equipment	-	7,079
Marketing and distribution expenses	8,619,618	10,272,190
Lease expense [Note 27.4 & Note 33(c)]	532,615	3,913,744
Professional fees	1,153,428	698,189
Property related taxes	4,353,366	4,129,650
Property, plant and equipment written off	25,642	72,768
Stamp duty	4,975,241	2,029
Upkeep and maintenance expenses of properties	26,205,850	21,048,576
Others	3,341,826	3,195,481
	64,252,920	55,090,387

10. INCOME TAX EXPENSE

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2019 and 2018 are:

Group	2019 \$	2018 \$
Current income tax		
Current income taxation	4,497,059	11,422,258
Over provision in respect of prior years	(280,074)	(1,083,758)
	4,216,985	10,338,500
Deferred income tax		
Reversal of temporary differences	(2,615,617)	(4,433,102)
Under provision in respect of prior years	269,125	478,847
	(2,346,492)	(3,954,255)
Income tax expense recognised in profit or loss	1,870,493	6,384,245

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

10. INCOME TAX EXPENSE (CONT'D)

Relationship between tax expense and accounting profit

A reconciliation between tax expense and the product of accounting profit/(loss) multiplied by the applicable corporate tax rate for the years ended 31 December 2019 and 2018 is as follows:

Group	2019 \$	2018 \$
Profit/(loss) before tax	<u>24,027,946</u>	<u>(3,641,176)</u>
Tax at the domestic rate applicable to results in the countries where the Group operates	4,592,600	2,093,951
Income not subject to taxation ⁽¹⁾	(7,632,128)	(984,479)
Non-deductible expenses ⁽²⁾	4,696,619	6,219,099
Deferred tax assets not recognised	264,673	172,791
Over provision of current taxation in respect of prior years	(280,074)	(1,083,758)
Under provision of deferred tax in respect of prior years	269,125	478,847
Utilisation of previously unrecognised tax losses	(106,044)	-
Effect of partial tax exemption	(121,988)	(214,787)
Others	<u>187,710</u>	<u>(297,419)</u>
Income tax expense recognised in profit or loss	<u>1,870,493</u>	<u>6,384,245</u>

(1) This relates to non-taxable income occurred in the ordinary course of business. During the year, the non-taxable income relates mainly to exempt dividend received, fair value gains arising from financial instruments and gain on bargain purchase of \$13,524,461 on acquisition of business of Rowe Avenue, Perth [Note 14(b)] which are not subject to tax. In 2018, the non-taxable income relates mainly to exempt dividend received and write back of excess accrued costs of building contracts.

(2) This relates mainly to depreciation of non-qualifying assets, foreign exchange losses of certain subsidiaries and other disallowed expenses incurred in the ordinary course of business. In 2018, the non-deductible expenses were fair value changes in financial instruments and foreign exchange losses.

Tax consequences of proposed dividends

There are no income tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 35) for the years ended 31 December 2019 and 2018.

11. EARNINGS PER SHARE

(a) Continuing operations

Basic earnings per share from continuing operations are calculated by dividing profit/(loss) from continuing operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share amounts are calculated by dividing the profit/(loss) from continuing operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

11. EARNINGS PER SHARE (CONT'D)

(a) Continuing operations (Cont'd)

The following tables reflect the profit/(loss) and share data used in the computations of basic and diluted earnings per share for the years ended 31 December:

Group	2019 \$	2018 \$
Profit/(loss) for the year attributable to owners of the Company used in the computation of basic and diluted earnings per ordinary share	<u>22,099,888</u>	<u>(9,925,363)</u>
Weighted average number of ordinary shares for basic and dilutive earnings per share computation (no. of shares)	<u>470,557,541</u>	<u>470,557,541</u>

(b) Earnings per share computation

The basic and diluted earnings per share are calculated by dividing the profit/(loss) for the year attributable to owners of the Company by the weighted average number of ordinary shares for basic earnings per share computation and weighted average number of ordinary shares for diluted earnings per share computation respectively. These profit/(loss) and share data are presented in the tables in Note 11(a) above.

12. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land and properties \$	Leasehold land and properties \$	Motor vehicles \$	Furniture, fittings and office equipment \$	Plant and machinery \$	Leased premises \$	Total \$
Cost							
At 1 January 2018	73,612,697	745,141,729	4,449,427	16,164,487	21,887,185	-	861,255,525
Additions	-	-	79,100	562,964	459,657	-	1,101,721
Reclassification	-	(10,981,403)	-	-	10,981,403	-	-
Exchange difference	(5,641,901)	(1,348,788)	-	(692,964)	(848,229)	-	(8,531,882)
Disposals/written off	-	-	(235,988)	(218,346)	(41,886)	-	(496,220)
At 31 December 2018	<u>67,970,796</u>	<u>732,811,538</u>	<u>4,292,539</u>	<u>15,816,141</u>	<u>32,438,130</u>	-	<u>853,329,144</u>
Adoption of SFRS(I) 16 (Note 2.2)	-	24,864,990	-	68,092	-	3,936,646	28,869,728
At 1 January 2019, as adjusted	<u>67,970,796</u>	<u>757,676,528</u>	<u>4,292,539</u>	<u>15,884,233</u>	<u>32,438,130</u>	<u>3,936,646</u>	<u>882,198,872</u>
Additions	-	228,010	512,876	275,280	294,489	8,514,479	9,825,134
Additions via business combination [Note 14(b)]	27,162,329	-	19,005	8,152,954	3,089,712	-	38,424,000
Transfer to hotel supplies (Note 21)	(47,703)	-	-	-	-	-	(47,703)
Exchange difference	(2,015,102)	790,669	(358)	(209,242)	(30,090)	-	(1,464,123)
Disposals/written off	-	-	(347,000)	(57,005)	(74,355)	-	(478,360)
At 31 December 2019	<u>93,070,320</u>	<u>758,695,207</u>	<u>4,477,062</u>	<u>24,046,220</u>	<u>35,717,886</u>	<u>12,451,125</u>	<u>928,457,820</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	<u>Freehold land and properties</u> \$	<u>Leasehold land and properties</u> \$	<u>Motor vehicles</u> \$	<u>Furniture, fittings and office equipment</u> \$	<u>Plant and machinery</u> \$	<u>Leased premises</u> \$	<u>Total</u> \$
Accumulated depreciation							
At 1 January 2018	991,444	57,411,521	848,835	3,291,114	1,571,340	-	64,114,254
Depreciation charge for the year	1,280,000	15,350,385	677,496	1,947,141	3,930,695	-	23,185,717
Reclassification	-	(1,069,073)	-	-	1,069,073	-	-
Exchange difference	(135,357)	(44,281)	-	(110,087)	(81,549)	-	(371,274)
Disposals/written off	-	-	(178,957)	(167,253)	(20,211)	-	(366,421)
At 31 December 2018 and 1 January 2019	2,136,087	71,648,552	1,347,374	4,960,915	6,469,348	-	86,562,276
Depreciation charge for the year	1,595,014	17,200,108	692,821	2,546,691	3,927,558	1,041,360	27,003,552
Exchange difference	(56,918)	33,471	(30)	(16,653)	6,646	-	(33,484)
Disposals/written off	-	-	(216,903)	(50,123)	(53,236)	-	(320,262)
At 31 December 2019	3,674,183	88,882,131	1,823,262	7,440,830	10,350,316	1,041,360	113,212,082
Net carrying amount							
At 31 December 2019	89,396,137	669,813,076	2,653,800	16,605,390	25,367,570	11,409,765	815,245,738
At 31 December 2018	65,834,709	661,162,986	2,945,165	10,855,226	25,968,782	-	766,766,868

Company	<u>Motor vehicles</u> \$	<u>Furniture, fittings and office equipment</u> \$	<u>Total</u> \$
Cost			
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	428,888	18,506	447,394
Accumulated depreciation			
At 1 January 2018	178,703	17,231	195,934
Depreciation for the year	85,778	1,275	87,053
At 31 December 2018 and 1 January 2019	264,481	18,506	282,987
Depreciation for the year	85,777	-	85,777
At 31 December 2019	350,258	18,506	368,764
Net carrying amount			
At 31 December 2019	78,630	-	78,630
At 31 December 2018	164,407	-	164,407

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(i) Assets held under finance leases

Included in the property, plant and equipment of the Group are the following:

Group	2018 \$
Net book value of motor vehicles acquired under finance leases	<u>1,131,738</u>

From 1 January 2019, the above motor vehicles are part of the right-of-use assets as disclosed in (ii)(b) below.

(ii) Right-of-use ("ROU") assets classified under property, plant and equipment

Group

ROU assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such assets are disclosed below:

(a) Addition of ROU assets during the year was \$9,051,888.

(b) Carrying amounts and related depreciation of ROU assets classified within property, plant and equipment are as follows:

During the year, the addition of right-of-use assets was \$9,051,888. Included in the property, plant and equipment of the Group are the following:

	31 December 2019 \$	1 January 2019 \$
Carrying amounts of ROU assets		
Leasehold land	90,161,452	93,630,939
Furniture, fittings and office equipment	58,680	68,092
Motor vehicles	1,119,245	1,131,738
Leased premises	<u>11,409,765</u>	<u>3,936,646</u>
	<u>102,749,142</u>	<u>98,767,415</u>
		2019 \$
Depreciation charge of ROU assets during the year		
Leasehold land		3,469,487
Furniture, fittings and office equipment		33,943
Motor vehicles		181,542
Leased premises		<u>1,041,360</u>
		<u>4,726,332</u>

(iii) Assets pledged as security

The following properties with carrying value of \$732,997,883 (2018: \$661,162,986) are mortgaged to secure bank facilities.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(iii) Assets pledged as security (Cont'd)

	2019 \$	2018 \$
Carrying value		
- freehold land and properties	63,184,807	-
- leasehold land and properties	669,813,076	661,162,986
	<u>732,997,883</u>	<u>661,162,986</u>

These properties are collateralised for bank borrowings as at end of reporting period (Note 27.1).

(iv) Motor vehicles with carrying amount of \$1,905,757 (2018: \$2,317,855) for the Group and \$78,630 (2018: \$164,407) for the Company are registered in the names of certain directors and employees. These are held in trust for the Company and for the respective companies in the Group.

(v) Details of properties included in property, plant and equipment as at 31 December 2019 are as follows:

Description of properties	Tenure	Existing use	Land area sq. m.	Group's effective equity interest
Singapore				
1 Yuan Ching Road	30-year leasehold from 1.1.2002	Land parcel, sports and recreation complex, and carpark	21,754	99.03%
Hotels/commercial properties At Zhongshan Park	99-year leasehold from 4.11.2008	Two hotels, a retail mall and an office tower and a park	17,661	99.52%
Australia				
Hotel at 433 Docklands Drive, Melbourne with 273 rooms	Freehold	Hotel	17,091 (gross floor area)	100%
Hotel at 27 Rowe Avenue, Rivervale, Perth with 224 rooms	Freehold	Hotel	17,774 (gross floor area)	100%
United Kingdom				
Hotel at 2 Mercury Way, Trafford, Urmston, Manchester with 220 rooms	200-year leasehold from 28.8.2015	Hotel	7,042	100%

(vi) Assets subject to operating lease

	2019 \$	2018 \$
Carrying value		
- Properties on leasehold land	156,818,880	149,089,729

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

13. INVESTMENT PROPERTIES

Group	2019 \$	2018 \$
Cost		
At 1 January	442,186,782	396,705,480
Acquisition on business combination [Note 14(b)]	60,869,650	-
Transfer to asset held-for-sale (Note 25)	(1,048,424)	-
Transfer from completed properties for sale (Note 23)	-	52,681,302
Exchange differences	(2,937,900)	(7,200,000)
At 31 December	499,070,108	442,186,782
Accumulated depreciation and impairment loss		
At 1 January	30,701,507	23,873,405
Depreciation charge for the year	5,545,008	4,563,324
Impairment loss (Note 9)	5,245,470	3,672,299
Transfer to asset held for sale (Note 25)	(9,866)	-
Exchange differences	(330,550)	(1,407,521)
At 31 December	41,151,569	30,701,507
Net carrying amount	457,918,539	411,485,275
	2019	2018
	\$	\$

The following amounts are recognised in profit or loss:

Rental income from investment properties		
- Minimum lease payments	18,109,327	19,656,314
Direct operating expenses (including repairs and maintenance)		
- Rental generating properties	(13,227,382)	(10,560,713)

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Valuation of investment properties

Investment properties are stated at cost less accumulated depreciation and accumulated impairment losses. The fair value of investment properties as determined by the directors, based on indicative open market values amounted to \$545,472,500 as at 31 December 2019 (2018: \$490,726,000) as advised by the independent professional valuers.

The indicative market value is based on comparison method and investment method, being the highest and best use of the properties, in arriving at the fair value of the properties. The comparison method involves the analysis of comparable sales of similar properties and adjusting the sale prices to that reflective of the investment properties. The investment method capitalises the net rent of the properties at a suitable rate of return of 7% (2018: 7%) per annum.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

13. INVESTMENT PROPERTIES (CONT'D)

Impairment of assets

A subsidiary of the Group, Meteorite Property (Stirling Street) Pty Ltd, impaired the investment property situated at 130 Stirling Street, Perth, Australia. An impairment loss of \$5,245,470 (2018: \$3,672,299), representing the write down of this property to its fair value less disposal costs was charged to profit or loss (Note 9).

If the fair value of the said investment property increase/decrease by 5% from management's estimates, the accumulated impairment loss will decrease/increase by approximately \$2,969,000 (2018: \$3,373,000).

Assets pledged as security

Investment properties with carrying value of \$398,950,648 (2018: \$411,485,275) are mortgaged to secure bank facilities. Certain investment properties are collateralised for bank borrowings as at end of reporting period (Note 27.1).

Details of investment properties as at 31 December 2019 are as follows:

Description of properties	Tenure	Existing use	Strata area sq. m.
Singapore			
5 residential units at 68 St Thomas Walk	Freehold	Residential	2,066
2 residential units at 1 Lewis Road	Freehold	Residential	607
1 Claymore Drive #B1-01/40 Orchard Towers	Freehold	Retail space	735
150 Orchard Road #09-01/02 Orchard Plaza	99-year leasehold from 2.6.1977	Retail space	1,424
1 Jalan Anak Bukit #B1-59/59A Bukit Timah Plaza	99-year leasehold from 30.8.1976	Retail space	112
35 Selegie Road #B1-04 to #B1-12, #B1-14 to #B1-18, #B1-20 to #B1-38 Parklane Shopping Mall	99-year leasehold from 1.12.1974	Retail space	2,352
21 retail units and 38 office units at 400 Orchard Road and 1 Claymore Drive Orchard Towers	Freehold	Retail/ office space	11,898
45 factory units and 1 canteen of 9-storey multiple user light industrial development at 56 Kallang Pudding Road	Freehold	Industrial	8,543
Australia			
7-level commercial building comprising five levels of office, four retail tenancies to ground level, and a total of 239 parking bays at 130 Stirling Street, Perth	Freehold	Commercial	12,349 (net lettable area)
10-level commercial building comprising seven levels of office, two retail tenancies to ground level, and a total of 506 parking bays at 25 Rowe Avenue, Perth	Freehold	Commercial	10,571 (net lettable area)

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

14. SUBSIDIARIES

Company	2019 \$	2018 \$
Unquoted equity shares, at cost	395,040,397	259,280,397
Loans to subsidiary	230,784,399	234,008,124
	625,824,796	493,288,521
Impairment losses	(15,750,000)	(15,800,000)
	610,074,796	477,488,521
	2019 \$	2018 \$
Movement in allowance accounts:		
At 1 January	(15,800,000)	(16,800,000)
Charge for the year	(700,000)	-
Write back of allowance	750,000	1,000,000
At 31 December	(15,750,000)	(15,800,000)

The loans to subsidiary represent an extension of its investment in the subsidiary. These amounts are unsecured and interest-free with repayment terms at the discretion of the subsidiary.

During the year, the Company had provided an impairment loss of \$700,000 (2018: \$nil) which was to write down the carrying value of a subsidiary to its recoverable amount as the investment is no longer represented by net assets of the investee. The recoverable amount of the investment had been determined based on the subsidiary's revalued net assets of \$114,685,570 (2018: \$nil) as at end of reporting period which is classified under level 3 of the fair value hierarchy.

Also during the year, the Company had written back an impairment loss of \$750,000 (2018: \$1,000,000) previously provided for in a subsidiary to its recoverable amount determined based on the subsidiary's revalued net assets of \$65,868,288 (2018: \$65,297,485) as at end of reporting period which is classified under level 3 of the fair value hierarchy.

(a) Details of the subsidiaries are as follows:

<u>Name of subsidiaries</u>	<u>Country of incorporation/ principal place of business</u>	<u>Effective shareholding</u>		<u>Principal activities</u>
		2019 %	2018 %	
Held by the Company				
Hiap Hoe Investment Pte Ltd	Singapore	100	100	Investment holding
WestBuild Construction Pte Ltd	Singapore	100	100	Civil engineering, general road construction and sub-contractor works
Hiap Hoe Strategic Pte Ltd	Singapore	100	100	Investment holding
HH Land Pte Ltd ⁽²⁾	Singapore	100	100	Dormant
Meteorite Group Pte Ltd	Singapore	100	100	Investment holding
HH Residences Pte Ltd	Singapore	100	100	Property investment and owner

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

14. SUBSIDIARIES (CONT'D)

(a) Details of the subsidiaries are as follows (Cont'd):

<u>Name of subsidiaries</u>	<u>Country of incorporation/ principal place of business</u>	<u>Effective shareholding</u>		<u>Principal activities</u>
		2019 %	2018 %	
Held by the Company				
Golden Bay Realty (Private) Limited	Singapore	100	100	Property investment and owner
Held by Meteorite Group Pte Ltd				
Meteorite Land Pty Ltd	Australia	100	100	Property owner
Meteorite Development Pty Ltd ⁽¹⁾	Australia	-	100	Property developer
Meteorite Assets Pte Ltd	Singapore	100	100	Investment holding
Held by Meteorite Land Pty Ltd				
Meteorite Land (Pearl River) Pty Ltd Meteorite Land (Pearl River) Unit Trust ⁽³⁾	Australia	100	100	Property owner
Meteorite Property (Stirling Street) Pty Ltd	Australia	100	100	Property investment and owner
Meteorite Development (Pearl River) Pty Ltd	Australia	100	100	Property developer
Meteorite Land (Rowe Avenue) Pty Ltd Meteorite Land (Rowe Avenue) Unit Trust ⁽³⁾	Australia	100	100	Property investment and owner
Held by Meteorite Assets Pte Ltd				
Meteorite Assets Limited	United Kingdom	100	100	Investment holding
Held by Meteorite Assets Limited				
Meteorite Manchester Limited	United Kingdom	100	100	Investment holding
Held by Meteorite Manchester Limited				
Trafford City Hotel Limited	United Kingdom	100	100	Hotel owner
Held by Hiap Hoe Strategic Pte Ltd				
SuperBowl Holdings Limited	Singapore	99.03	99.03	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

14. SUBSIDIARIES (CONT'D)

(a) Details of the subsidiaries are as follows (Cont'd):

<u>Name of subsidiaries</u>	<u>Country of incorporation/ principal place of business</u>	<u>Effective shareholding</u>		<u>Principal activities</u>
		2019 %	2018 %	
Held by SuperBowl Holdings Limited				
SuperBowl Jurong Pte Ltd	Singapore	99.03	99.03	Property investment
SuperBowl Development Pte Ltd	Singapore	99.03	99.03	Owners and operators of bowling centres and recreation centres
Super Funworld Pte Ltd	Singapore	99.03	99.03	Property investment
Held by the Company and SuperBowl Holdings Limited				
HH Properties Pte Ltd *	Singapore	99.52	99.52	Property developer and owner

The Singapore incorporated subsidiaries are audited by Foo Kon Tan LLP. The Australia incorporated subsidiaries are audited by HLB Mann Judd, Melbourne and the United Kingdom incorporated subsidiaries are audited by HLB Beever and Struthers, Manchester. The overseas auditors are affiliates of Foo Kon Tan LLP.

- (1) Deregistered on 23 January 2019.
- (2) Unaudited as there is no statutory requirement for companies to be audited in respective country of incorporation.
- (3) Unit Trust was incorporated to own the properties.

* The Company holds 50% ownership interest in HH Properties Pte Ltd and account for it as a joint venture in its separate financial statements (Note 15).

(b) Business acquisition of Rowe Avenue, Perth

On 1 November 2018, a wholly-owned subsidiary of the Group, Meteorite Land (Rowe Avenue) Pty Ltd, was incorporated, and created a wholly-owned unit trust, Meteorite Land (Rowe Avenue) Unit Trust in Australia. The subsidiary had on 2 November 2018 entered into a Sale and Purchase Agreement with BAAC Pty Ltd to acquire the businesses located at 25-27 Rowe Avenue, Rivervale, Western Australia, comprising Aloft Perth hotel and 25 Rowe Avenue office building ("the Properties"). The acquisition was completed on 29 March 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

14. SUBSIDIARIES (CONT'D)

(b) Business acquisition of Rowe Avenue, Perth (Cont'd)

The fair value of the identifiable assets and liabilities as at the acquisition date on 29 March 2019 were:

	\$
Property, plant and equipment (Note 12)	38,424,000
Investment properties (Note 13)	60,869,650
Deferred tax assets	10,290,811
Cash and cash equivalents	540,921
Trade and other receivables	320,603
Prepaid operating expenses	235,908
Inventories	77,129
Total assets	110,759,022
Trade and other payables	209,735
Other liabilities	1,991,244
Total liabilities	2,200,979
Net assets acquired	108,558,043
Gain on bargain purchase arising from acquisition	(13,524,461)
Consideration transferred	95,033,582*
Cash and cash equivalents arising from acquisition	(540,921)
Deposit paid to BACC Pty Ltd in 2018 (Note16)	(10,601,800)
Net cash outflow on business combination	83,890,861

* Consideration transferred includes \$10,601,800 deposit paid to BAAC Pty Ltd in 2018.

Transaction costs

Transaction costs of \$5,167,455 related to the acquisition were included in "Other Expenses" in the consolidated income statement for the year ended 31 December 2019.

Gain on bargain purchase arising from acquisition

The Group's acquisition of Rowe Avenue was agreed on a willing-buyer willing-seller basis to be an amount equivalent to the net asset value of Rowe Avenue. The agreed value of the Properties shall be the sum of A\$100,000,000 (S\$96,060,000 equivalent) in determining the net asset value of Rowe Avenue as at the completion date. This was after considering the income projections of the Properties and the various commercial factors including a valuation report prepared by an independent professional valuer of the properties in the business.

The Group recognised a gain on bargain purchase of \$13,524,461 as a result of the fair value of net assets acquired exceeding total consideration transferred. The Group had identified unutilised capital allowances of the Properties that can be offset against future taxable income of this subsidiary. In addition, the indicative market value on acquisition date for 25 Rowe Avenue office building was in excess of the consideration agreed. These gains were included in the "Gain on bargain purchase" line item in the consolidated income statement for the year ended 31 December 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

14. SUBSIDIARIES (CONT'D)

(b) Business acquisition of Rowe Avenue, Perth (Cont'd)

Gain on bargain purchase arising from acquisition (Cont'd)

Impact of the acquisition on profit or loss

From the acquisition date, Rowe Avenue had contributed revenue of \$15,290,607 and loss of \$2,757,525 before gain on bargain purchase of \$13,524,461 for the financial year ended 31 December 2019. If the business combination had taken place at the beginning of 2019, the Group's revenue would have been \$137,215,770 and the Group's profit, net of tax but before gain on bargain purchase would have been \$9,925,414 for financial year ended 31 December 2019.

Acquired receivables

The gross contractual amount of trade and other receivables was \$320,603 which represents their fair value. It is expected that the full contractual amount can be collected.

(c) Acquisition of additional shares issued by subsidiaries

During the year, the Company subscribed for additional shares issued by the following subsidiaries:

- (i) 74,000,000 ordinary shares issued by Hiap Hoe Investments Pte Ltd ("HHI") at a consideration of \$74,000,000, settled by capitalisation of amounts due from HHI to the Company;
- (ii) 21,760,000 ordinary shares issued by HH Residence Pte Ltd ("HHR") at a consideration of \$21,760,000, settled by capitalisation of amounts due from HHR to the Company; and
- (iii) 40,000,000 ordinary shares issued by Golden Bay Reality (Private) Ltd ("GBR") at a consideration of \$40,000,000 paid by cash.

There are no changes to the percentage held in the above subsidiaries pursuant to the subscription of the additional shares issued by the above stated subsidiaries.

15. JOINT VENTURE

	2019	2018
Company	\$	\$
Shares, at cost	5	5
Share of post-acquisition reserves	<u>19,557,391</u>	<u>16,753,349</u>
	<u>19,557,396</u>	<u>16,753,354</u>

This relates to interest in HH Properties Pte Ltd ("HHP") which is jointly held by the Company and SuperBowl Holdings Limited in equal proportions of 50%.

The Company has equity accounted for its investment in HHP in its separate financial statements. As the Group effectively owned 99.52% (2018: 99.52%) interest in HHP, the interests in joint venture are reversed and consolidated with the Group. Details of HHP are disclosed in Note 14.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

16. OTHER ASSETS

	Group		Company	
	2019	2018	2019	2018
	\$	\$	\$	\$
Non-current				
Other deposits	2,120,234	10,675,462	-	-
	2,120,234	10,675,462	-	-
Current				
Pre-sale deposits	316,539	1,787,589	-	-
Interest receivable	3,074	25,895	-	-
Other deposits	333,722	351,747	-	150
	653,335	2,165,231	-	150
Total other assets	2,773,569	12,840,693	-	150

Other deposits (non-current) in 2019 comprise mainly deposits paid for acquisition of capital assets and construction-in-progress.

In 2018, included in other deposits (non-current) was an amount of \$10,601,800 pertaining to deposits paid for acquisition of business comprising a hotel and a commercial office building in Western Australia.

Pre-sale deposits relate to amounts received from purchasers of Marina Tower held in trust by the solicitors. Correspondingly, these pre-sale deposits were recognised in other liabilities in Note 28.

Financial assets included in other assets denominated in foreign currencies at 31 December are as follows:

Group	2019	2018
	\$	\$
Australian Dollar	327,037	1,813,484
British Pound	88,485	86,445

17. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2019	2018	2019	2018
	\$	\$	\$	\$
Current				
Trade receivables	4,562,472	3,444,044	-	-
Allowance for impairment	(175,275)	(97,832)	-	-
GST receivables	68,381	-	-	-
	4,455,578	3,346,212	-	-
Other receivables:				
Interest receivables	736,564	802,113	-	-
Staff loans	34,150	17,800	-	-
Sundry receivables	914,716	317,472	-	-
Lease incentives	116,103	184,499	-	-
GST receivables	-	25	-	-
	1,801,533	1,321,909	-	-
Trade and other receivables (current)	6,257,111	4,668,121	-	-

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

17. TRADE AND OTHER RECEIVABLES (CONT'D)

	Group		Company	
	2019 \$	2018 \$	2019 \$	2018 \$
Non-current				
Lease incentives	176,596	142,064	-	-
Other receivable - Staff loans	32,850	13,550	-	-
Others	121,974	15,000	-	-
	331,420	170,614	-	-
Trade and other receivables (current and non-current)	6,588,531	4,838,735	-	-
Less: GST receivables	(68,381)	(25)	-	-
Less: Lease incentives	(292,699)	(326,563)	-	-
Add:				
Due from subsidiaries, trade [Note 18(i)]	-	-	161,024	101,589
Due from subsidiaries, non-trade [Note 18(ii)(a)]	-	-	11,949,765	161,450,590
Due from related companies, trade [Note 18(i)]	-	3,301	-	-
Due from related company, non-trade [Note 18(ii)(a)]	-	428	-	-
Other assets (Note 16)	2,773,569	12,840,693	-	150
Less: Deposit paid for acquisition of capital assets/business (Note 16)	(2,120,234)	(10,675,462)	-	-
Cash and short-term deposits (Note 24)	16,885,187	55,545,288	276,808	474,333
Total financial assets carried at amortised cost	23,765,973	62,226,395	12,387,597	162,026,662

Trade receivables

As at 1 January 2018, the Group's gross trade receivables from contracts with customers due from non-related parties amounted to \$2,496,832.

Trade receivables are non-interest bearing and are generally on 30 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade and other receivables

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

Group	2019 \$	2018 \$
Australian Dollar	2,727,223	1,650,966
British Pound	115,535	164,372
Euro	-	33,352
Hongkong Dollar	-	4,297
United States Dollar	153,173	153,237

Interest receivables

Interest receivables with carrying values of \$729,536 (2018: \$795,777) are pledged to secure bank facilities. Certain interest receivables are collateralised for bank borrowings as at end of reporting period (Note 27.1).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

17. TRADE AND OTHER RECEIVABLES (CONT'D)

Staff loans

Staff loans are unsecured and non-interest bearing. Non-current amounts have maturity ranging from less than a year to 4 years (2018: 3 years). The loans are recognised initially at fair value. The carrying amount of non-current staff loans approximates their fair value.

Trade receivables that are past due but not impaired

The Group has trade receivables amounting to \$4,198,109 (2018: \$3,005,493) that are past due at the balance sheet date but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

Group	2019	2018
	\$	\$
Trade receivables past due but not impaired:		
Less than 30 days	2,868,287	2,153,072
31- 60 days	993,774	633,233
61- 90 days	123,719	116,200
More than 90 days	212,329	102,988
	4,198,109	3,005,493

Based on historical default rates, the Group believes that no impairment allowance is necessary in respect of trade receivables past due. These receivables are mainly arising by customers that have a good credit record with the Group.

Expected credit losses assessment

The Group provides for lifetime expected credit losses for trade receivables from customers by reference to past default experience of the debtors and an analysis of days past due, adjusted for forward-looking factors specific to the debtors and the economic environment.

The following table provides information about the exposure to credit risk and expected credit losses for current trade receivables as at 31 December:

Group	2019	2018
	\$	\$
Movement in allowance accounts:		
At 1 January	97,832	40,993
Amount written off	(48,635)	(2,912)
Write back of allowance	(10,000)	(11,500)
Charge for the year	136,624	73,325
Exchange difference	(546)	(2,074)
At 31 December	175,275	97,832

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

18. DUE FROM/(TO) SUBSIDIARIES/RELATED COMPANIES

(i) Trade

Trade amounts due from/(to) subsidiaries and related companies are unsecured, interest-free and repayable on demand in cash. Related companies refer to members of the immediate and ultimate holding company's group of companies.

	2019 \$	2018 \$
Trade amounts due from subsidiaries which are denominated in foreign currency:		
British Pound	<u>152,220</u>	<u>29,024</u>

(ii) Non-trade

(a) Non-trade amounts due from subsidiaries and related company are as follows:

Group

Non-trade amount due from a related company of the Group as at prior year end was settled during the year.

Company

	2019 \$	2018 \$
Current		
Loans	12,345,547	169,683,044
Interest receivable	289,650	1,161,773
Performance guarantee fee receivable	1,545,236	506,675
Advances	12,580	431,819
Less: allowance for impairment	<u>(2,243,248)</u>	<u>(10,332,721)</u>
Total	<u>11,949,765</u>	<u>161,450,590</u>

Balances denominated in foreign currency are as follows:

British Pound	<u>10,916,728</u>	<u>11,632,217</u>
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Amounts due from subsidiaries are unsecured and repayable on demand. The loans bear weighted average effective interest at 2.1% (2018: 0.2% to 2.7%) per annum while advances and performance guarantee fee receivable are interest free.

Expected credit loss assessment

As at 31 December 2019, management assessed the recoverability of the amounts due from subsidiaries to determine if there is any credit default and expected credit loss. In determining the expected credit loss, management has taken into account the financial position of the subsidiaries, adjusted for factors that are specific to the subsidiaries and general economic conditions of the industry in which the subsidiaries operate, in estimating the probability of default of the loans due from subsidiaries as well as the loss upon default.

Based on available information, management has assessed that amounts due from subsidiaries have low credit risk. Accordingly, for the purpose of impairment assessment, the loss allowance is measured at an amount equal to 12 months expected credit losses.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

18. DUE FROM/(TO) SUBSIDIARIES/RELATED COMPANIES (CONT'D)

(ii) Non-trade (Cont'd)

(a) Non-trade amounts due from subsidiaries and related company are as follows (Cont'd):

Expected credit loss assessment (Cont'd)

There has been no material change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for amounts due from subsidiaries. During the year, allowance for impairment of \$835,980 (2018: \$5,693,739) was made for amounts due from a subsidiary (2018: Two subsidiaries). The above assessment is after taking into account the current financial position of the subsidiaries, and the allowance was due to decrease in net asset value of the subsidiaries as at the reporting date.

The following table provides information about the exposure to credit risk and expected credit losses for loans to subsidiaries as at 31 December:

Company	2019	2018
	\$	\$
Movement in allowance accounts		
At 1 January	10,332,721	4,638,982
Charge for the year	835,980	5,693,739
Write back of allowance	(8,925,453)	-
At 31 December	2,243,248	10,332,721

(b) Non-trade amounts due to subsidiaries and related companies are as follows:

Group

Non-trade amount due to related companies of the Group represent payment made on behalf of related companies, are unsecured, interest-free, repayable on demand and in cash.

Company	2019	2018
	\$	\$
<u>Current</u>		
Loans	(103,408,767)	(121,378,809)
Interest payable	(1,007,242)	(1,235,268)
Advances	(11,673,000)	(11,673,000)
	(116,089,009)	(134,287,077)

Balances denominated in foreign currency are as follows:

British pound	(11,133,531)	(11,418,262)
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Amounts due to subsidiaries are unsecured and repayable on demand. The loans bear weighted average effective interest ranging from 1.86% to 2.42% (2018: 0.20% to 2.93%) per annum while advances are interest-free.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

19. DEFERRED TAXATION

Group

	Balance sheet		Income statement	
	2019	2018	2019	2018
	\$	\$	\$	\$
Deferred tax assets:				
Unutilised tax losses	404,760	1,425,000	(1,028,228)	1,425,000
Unutilised capital allowance	8,471,626	-	(1,986,371)	-
Adoption of SFRS(I) 16	75,640	-	75,640	-
Difference in depreciation for tax purposes	5,957,479	2,450,188	3,574,366	788,900
	14,909,505	3,875,188	635,407	2,213,900
Deferred tax liabilities:				
Unremitted foreign income and profits	766,468	766,210	13,524	173,870
Adoption of SFRS(I) 16	(43,681)	-	(43,681)	-
Fair value adjustment on acquisition of subsidiaries	73,490,020	75,153,945	(1,663,925)	(1,663,925)
Difference in depreciation for tax purposes	4,983,075	5,019,242	(17,003)	(250,300)
	79,195,882	80,939,397	(1,711,085)	(1,740,355)

Unutilised tax losses

Certain subsidiaries of the Company have unutilised tax losses of \$58,981,000 (2018: \$65,051,000) for offset against future taxable income, subject to the agreement of various tax authorities in the countries where the Group operates. The deferred tax assets arising from these unutilised tax losses have not been recognised in the financial statements in accordance with the accounting policy in Note 2.23(b) to the financial statements.

At the end of the reporting period, there are no deferred tax liabilities on net investment in subsidiaries.

20. OTHER INVESTMENTS

Group

	2019	2018
	\$	\$
At fair value through profit or loss		
- Quoted investments (ii)	128,106,406	81,509,460
- Unquoted investments (iii)	178,070,723	198,843,101
	306,177,129	280,352,561

- (i) Other investments include equity and non-equity investments. Non-equity investments comprise fixed income and notes instruments. The Group has reviewed its policy of classification and determined that these non-equity instruments will be sold from time to time to realise capital appreciation or for liquidity management. Accordingly, these non-equity financial instruments will continue to classify as FVPL in accordance with SFRS(I) 9 based on the Group's business model.

The Group's investments have been mandatorily measured at FVPL.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

20. OTHER INVESTMENTS (CONT'D)

(ii) Quoted investments

The fair value of quoted investments is determined by reference to the respective stock exchange quoted bid price.

(iii) Unquoted investments

Included in unquoted investments is investment in A2I Holdings S.A.R.L ("A2I") with a carrying value of \$69,465,681 (2018: \$76,427,244) which the Group held 19.73% (2018: 21.74%) interest. A2I is a limited liability investment holding company which is incorporated and domiciled in Luxembourg. Management has determined that the investment in A2I is passive and the Group has no significant influence in the said investee.

As the unquoted investments are not publicly traded, the fair values are provided by financial institutions [Note 37(c)] or based on revalued net asset values of the investees.

(iv) Assets pledged as security

Trading investments with carrying values of \$205,420,985 (2018: \$172,272,058) are pledged to secure bank facilities. Certain trading investments are collateralised for bank borrowings as at end of reporting period (Note 27.1).

(v) Other investments of the Group denominated in foreign currencies are as follows:

Group	2019 \$	2018 \$
Australian Dollar	40,838,884	52,304,209
Bangladesh Taka	384,025	360,095
British Pound	5,274,862	4,875,703
Canadian Dollar	276,928	189,944
Danish Krone	924,486	1,244,978
Euro	93,217,400	94,524,380
Hong Kong Dollar	7,860,261	5,833,305
Japanese Yen	133,329	196,526
Malaysia Ringgit	1,379,674	1,709,221
Swedish Krona	-	539,391
Swiss Franc	3,405,900	2,094,926
United States Dollar	98,611,481	69,778,180

(vi) During the financial year, the Group recognised fair value gain of \$13,293,370 (2018: loss of \$22,821,684) on held-for-trading investments (Note 8).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

21. INVENTORIES, AT COST

Group	2019 \$	2018 \$
Consumables	116,589	84,255
Hotel supplies	2,700,733	2,668,685
	2,817,322	2,752,940

Inventories recognised in other expenses amounted to \$789,219 (2018: \$463,642).

During the year, hotel supplies include an amount of \$47,703 (2018: \$nil) transferred from property, plant and equipment (Note 12).

22. DERIVATIVES

Group	Assets	Liabilities	Assets	Liabilities
	2019 \$	2019 \$	2018 \$	2018 \$
Currency swaps	-	-	199,637	-
Options	-	(107,917)	-	(646,071)
	-	(107,917)	199,637	(646,071)
Add: Other investments (Note 20)	306,177,129	-	280,352,561	-
Total financial assets/(liabilities) at fair value through profit or loss	306,177,129	(107,917)	280,552,198	(646,071)

During the financial year, the Group recognised fair value gain of \$429,330 (2018: loss of \$682,448) on derivative instruments (Note 8).

Currency swaps

Currency swaps are used to hedge foreign currency risk arising from the Group's trading investments denominated in foreign currencies. The currency swaps were closed out in 2019.

Options

Options derivatives contracts are entered which gives the Group's the right to buy or sell an underlying trading investment at a specified strike price on a specified date.

Derivatives of the Group denominated in foreign currencies are as follows:

Group	Assets	Liabilities	Assets	Liabilities
	2019 \$	2019 \$	2018 \$	2018 \$
British Pound	-	-	17,712	-
Canadian Dollar	-	-	15,718	-
Euro	-	(40,259)	20,227	(193,642)
Hong Kong Dollar	-	-	5,966	(397,164)
Swiss Franc	-	-	4,075	-
United States Dollar	-	(67,658)	135,939	(55,265)

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

23. COMPLETED PROPERTIES FOR SALE

Group	2019 \$	2018 \$
At 1 January	15,563,747	126,486,680
Transferred to investment properties (Note 13)	-	(52,681,302)
Sale of properties	(8,619,534)	(55,350,321)
Exchange differences	(297,877)	(2,891,310)
At 31 December	<u>6,646,336</u>	<u>15,563,747</u>

Details of properties as at 31 December 2019 are as follows:

Description of properties	Tenure	Group's effective interest in property	Floor area sq. m.
Australia			
20 residential units at 6-22 Pearl River Road, Melbourne	Freehold	100%	1,100

24. CASH AND SHORT-TERM DEPOSITS

	Group		Company	
	2019 \$	2018 \$	2019 \$	2018 \$
Cash and bank balances	15,778,851	44,014,490	276,808	474,333
Fixed deposits	1,106,336	11,530,798	-	-
	<u>16,885,187</u>	<u>55,545,288</u>	<u>276,808</u>	<u>474,333</u>
Cash and bank balances pledged	(7,936,945)	(14,317,604)	-	-
Fixed deposits pledged (Note 27.1)	(1,106,336)	(11,530,798)	-	-
Cash and cash equivalents	<u>7,841,906</u>	<u>29,696,886</u>	<u>276,808</u>	<u>474,333</u>

Cash and bank balances pledged to secure bank facilities and certain cash and bank balances are collateralised for bank borrowings as at end of reporting period (Note 27.1).

Cash and fixed deposits of the Group denominated in foreign currencies are as follows:

Group	2019 \$	2018 \$
Australian Dollar	6,472,755	36,373,494
Bangladesh Taka	191,460	176,800
British Pound	518,719	1,010,846
Canadian Dollar	8,957	273,114
Danish Krone	5,236	18,753
Euro	1,243,661	2,656,446
Japanese Yen	8,103	3,106
Hong Kong Dollar	66,344	26,225
Swedish Krone	-	18,507
Swiss Franc	21,413	29,461
Malaysia Ringgit	28,841	104,444
United States Dollar	<u>1,707,166</u>	<u>398,280</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

24. CASH AND SHORT-TERM DEPOSITS (CONT'D)

Group and Company

Cash and bank balances earn interest at floating rates based on daily bank deposit rates.

Group

Fixed deposits pledged are made for varying periods of between six months to one year (2018: seven days to one year) and earn interests at the respective fixed deposit rates. The weighted average effective interest rates as at 31 December 2019 ranged from 0.70% to 1.08% (2018: 0.70% to 1.44%) per annum.

25. ASSET HELD-FOR-SALE

Group

During the year, an investment property unit at 56 Kallang Pudding Road was transferred to asset held-for-sale upon obtaining a purchase option. The said property is mortgaged to secure bank facilities as at financial year end and the mortgage was discharged upon completion of the sale on 4 February 2020.

26. TRADE AND OTHER PAYABLES

	Group		Company	
	2019 \$	2018 \$	2019 \$	2018 \$
Current				
Trade payables	3,852,946	3,915,858	-	-
GST payables	1,987,633	1,537,598	95,530	14,451
Advance receipts and billings	642,560	825,874	-	-
Other payables	307,058	1,671,961	23,686	15,546
Trade and other payables	6,790,197	7,951,291	119,216	29,997
Add:				
Due to subsidiaries, trade [Note 18(i)]	-	-	188	58,444
Due to subsidiaries, non-trade [Note 18(ii)(b)]	-	-	116,089,009	134,287,077
Due to related companies, trade [Note 18(i)]	36,677	23,005	-	-
Due to related companies, non-trade [Note 18(ii)(b)]	39,663	32,698	-	-
Other liabilities (Note 28)	17,009,043	14,885,679	600,162	574,688
Interest-bearing loans and borrowings (Note 27)	753,023,768	684,727,150	-	-
	776,899,348	707,619,823	116,808,575	134,950,206
Less: GST payable	(1,987,633)	(1,537,598)	(95,530)	(14,451)
Less: Deposits that are not financial liabilities	(3,202,005)	(2,106,977)	-	-
Less: Advance receipts and billings	(642,560)	(825,874)	-	-
Less: Deferred income (Note 28)	(726,511)	(823,246)	-	-
Total financial liabilities carried at amortised cost	770,340,639	702,326,128	116,713,045	134,935,755

Trade and other payables are non-interest bearing and have an average term of one to three months.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

26. TRADE AND OTHER PAYABLES (CONT'D)

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

Group	2019 \$	2018 \$
Australian Dollar	2,462,746	3,168,252
British Pound	528,299	649,618
Hong Kong Dollar	-	42,846
	<hr/>	<hr/>

27. INTEREST-BEARING LOANS AND BORROWINGS

	Effective interest rate ⁽¹⁾ (% per annum)		Maturity	Group		Company	
	2019	2018		2019 \$	2018 \$	2019 \$	2018 \$
Current liabilities							
Secured bank borrowings (Note 27.1)	2.28	2.54	2020	627,427,611	377,481,018	-	-
Interest payable	-	-	2020	426,206	660,440	-	-
Finance lease obligations (Note 27.3)	-	5.27	2020	-	130,286	-	-
Lease liabilities (Note 27.4)	4.79	-	2020	2,888,140	-	-	-
				<hr/>	<hr/>	<hr/>	<hr/>
				630,741,957	378,271,744	-	-
Non-current liabilities							
Secured bank borrowings (Note 27.1)	2.64	2.67	2021	89,850,000	306,340,993	-	-
Finance lease obligations (Note 27.3)	-	5.27	2020 – 2022	-	114,413	-	-
Lease liabilities (Note 27.4)	4.79	-	2021 – 2035	32,431,811	-	-	-
				<hr/>	<hr/>	<hr/>	<hr/>
				122,281,811	306,455,406	-	-
				<hr/>	<hr/>	<hr/>	<hr/>
Total				753,023,768	684,727,150	-	-

⁽¹⁾ Based on weighted average effective interest rates.

27.1 The outstanding secured bank borrowings are secured by the following assets:

Group	2019 \$	2018 \$
Property, plant and equipment (Note 12)	732,997,883	661,162,986
Investment properties (Note 13)	367,436,392	397,760,399
Trade and other receivables (Note 17)	548,304	785,088
Other investments (Note 20)	178,743,272	170,608,825
Cash and bank balances (Note 24)	5,182,879	14,237,302
Fixed deposits (Note 24)	1,106,336	11,530,798
Asset held-for-sale (Note 25)	1,038,558	-
	<hr/>	<hr/>
	1,287,053,624	1,256,085,398

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

27. INTEREST-BEARING LOANS AND BORROWINGS (CONT'D)

27.2 The bank borrowings are secured by the following:

- (a) legal mortgages on the Group's property, plant and equipment and investment properties, (collectively, the "Properties");
- (b) legal assignment of all rights and benefits under the sales and purchase agreements hotel management contracts and/or tenancy agreements;
- (c) assignment of all insurance policies and interest service reserve account for certain Properties;
- (d) deed of subordination to subordinate all loans and advances from the Company to the facilities;
- (e) corporate guarantees given by the Company and certain subsidiaries; and
- (f) a charge over certain trading investments, cash and short-term deposits.

The bank facility agreements include covenants that require the maintenance of certain financial ratios. Non-compliance with certain material covenants may result in these loans being repayable immediately.

27.3 Finance Lease Obligations

In 2018, the Group had entered into finance leases on motor vehicles which do not contain restrictions on the Group activities concerning dividends, additional debts or further leasing.

Future minimum lease payments under finance lease liabilities together with the present value of the net minimum lease payments are as follows:

Group	2018 \$
Minimum lease payments payable:	
Due not later than one year	142,494
Due later than one year but not later than five years	127,874
	<u>270,368</u>
Finance charges allocated to future periods	<u>(25,669)</u>
Present value of minimum lease payments	<u>244,699</u>
Present value of minimum lease payments:	
Due not later than one year	130,286
Due later than one year but not later than five years	114,413
	<u>244,699</u>

Finance lease obligations are reclassified to lease liabilities (Note 27.4) on 1 January 2019 arising from the adoption of SFRS(I) 16. The impact of adoption is disclosed in Note 2.2.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

27. INTEREST-BEARING LOANS AND BORROWINGS (CONT'D)

27.4 Lease liabilities

The Group enters into leases for lease of building, leased premises, motor vehicles and office equipment from non-related parties under non-cancellable lease agreements. There are no restrictions placed upon the Group by entering into these contracts.

The leases for certain leased premises contain extension periods for which the related lease payments had been included in lease liabilities as the Group is reasonably certain to exercise these extension options. The leases for certain leased premises also include termination options. The Group negotiates extension options to provide flexibility in managing the leased assets and align with the Group's business needs.

These non-cancellable lease payments included in the measurement of the lease liabilities 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;

Included in the interest-bearing loans and borrowings of the Group are the followings:

Group	2019
	\$
Lease liabilities payable:	
Due not later than one year	4,327,376
Due later than one year but not later than five years	15,859,553
Due later than five years	<u>24,505,182</u>
	44,692,111
Finance charges allocated to future periods	<u>(9,372,160)</u>
Present value of lease liabilities	<u>35,319,951</u>
Present value of lease liabilities:	
Due not later than one year	2,888,140
Due later than one year but not later than five years	<u>11,361,093</u>
Due later than five years	<u>21,070,718</u>
	<u>32,431,811</u>
	<u>35,319,951</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

27. INTEREST-BEARING LOANS AND BORROWINGS (CONT'D)

27.4 Lease liabilities (Cont'd)

As at 31 December 2019, the Group's short-term lease commitments are not substantially dissimilar to those giving rise to the Group's short-term lease expense for the year.

Lease payments recognised in the consolidated income statement was \$532,615. Contingent rents are payable subject to the related revenue exceeding a level stated in the respective agreements. Contingent lease payments recognised in the consolidated income statement during the year amounted to \$20,031.

Lease expenses not capitalised in lease liabilities but recognised within "operating expenses" in profit or loss are set out below:

Group	2019
	\$
Short-term leases	494,581
Leases of low-value asset	18,003
Variable lease expense due to payments not dependent on an index or rate	20,031
	532,615

27.5 The interest-bearing loans and borrowings of the Group denominated in foreign currencies are as follows:

	2019	2018
	\$	\$
British Pound	42,089,218	43,801,017
Euro	102,526,856	109,602,812
Hong Kong Dollar	2,868,025	2,494,969
United States Dollar	36,235,251	21,179,214
Australian Dollar	29,119,585	-

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

28. OTHER LIABILITIES

	Group		Company	
	2019 \$	2018 \$	2019 \$	2018 \$
Current				
Accrued operating expenses	7,899,481	5,172,331	440,162	414,688
Deposits received	5,232,881	6,318,982	-	-
Provision for Directors' fees	160,000	160,000	160,000	160,000
	13,292,362	11,651,313	600,162	574,688
Non-current				
Deposits received	2,990,170	2,411,120	-	-
Deferred income	726,511	823,246	-	-
	3,716,681	3,234,366	-	-
Total other liabilities	17,009,043	14,885,679	600,162	574,688

Group

(i) During the financial year, the Group had amortised a deferred income of \$79,160 (2018: \$84,223) (Note 5).

(ii) Other liabilities of the Group denominated in foreign currencies are as follows:

	2019 \$	2018 \$
Australian Dollar	4,115,759	2,933,814
British Pound	409,516	340,552

29. SHARE CAPITAL

Group and Company	2019	2018	2019	2018
	Number of shares		\$	\$
Issued and fully paid ordinary shares				
Balance at beginning and at end	474,557,391	474,557,391	84,445,256	84,445,256

The holders of ordinary shares (excluding treasury shares as disclosed in Note 30) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

30. TREASURY SHARES

Group and Company	2019	2018	2019	2018
	Number of shares		\$	\$
Balance at beginning and at end	(3,999,850)	(3,999,850)	(1,101,125)	(1,101,125)

Treasury shares relate to ordinary shares of the Company that are held by the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

31. RESERVES

	Group		Company	
	2019 \$	2018 \$	2019 \$	2018 \$
Accumulated profits	719,970,545	704,929,023	441,648,731	437,830,616
Capital reserve (Note a)	(7,671,719)	(7,671,719)	-	-
Foreign currency translation reserve (Note b)	(25,532,869)	(22,442,687)	-	-
Gain on reissuance of treasury shares (Note c)	51,890	51,890	51,890	51,890
	686,817,847	674,866,507	441,700,621	437,882,506

(a) Capital reserve

The capital reserve arises from the application of reverse acquisition accounting.

(b) Foreign currency translation reserve

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

(c) Gain on reissuance of treasury shares

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

32. RELATED PARTY TRANSACTIONS

(a) Sale and purchase of goods and services

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

Group	2019 \$	2018 \$
Income		
Repair and maintenance services rendered to related companies	10,516	21,026
Repair and maintenance services rendered to Directors	634	1,257
Repair and maintenance services rendered to related parties	2,513	910
Expenses		
Site expenses paid to related company	306,829	181,769
Rental expense paid to related companies	62,400	62,400
Rental expense paid to related party	78,000	78,000
Secondment of staff from related companies	219,268	295,331

Related parties refer to companies in which a director has controlling interest.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

32. RELATED PARTY TRANSACTIONS (CONT'D)

(b) Compensation of key management personnel

Group	2019 \$	2018 \$
Short-term employee benefits	3,912,286	4,070,663
Central Provident Fund contributions	123,714	148,510
	<u>4,036,000</u>	<u>4,219,173</u>
Comprise amounts paid to:		
Directors of the Company	3,202,592	3,125,887
Other key management personnel	833,408	1,093,286
	<u>4,036,000</u>	<u>4,219,173</u>

The remuneration of certain key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends.

33. COMMITMENTS AND CONTINGENCIES

(a) Capital and investment commitments

Capital and investment expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

Group	2019 \$	2018 \$
- Property, plant and equipment	498,817	-
- Unquoted investments	9,572,131	3,373,784
	<u>9,572,131</u>	<u>3,373,784</u>

(b) Operating lease commitments – as lessor

The Group has entered into commercial property leases on its investment properties and property, plant and equipment. These non-cancellable leases have remaining lease terms of up to 8 years (2018: 8 years). All leases include clauses to enable upward revision of the rental charge on an annual basis on prevailing market conditions and agreed fixed yearly increment.

As at 31 December 2018, future minimum lease receivable under non-cancellable operating leases were as follows:

Group	2018 \$
Not later than one year	22,694,610
Later than one year but not later than five years	18,494,084
Later than five years	338,116
	<u>41,526,810</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

33. COMMITMENTS AND CONTINGENCIES (CONT'D)

(b) Operating lease commitments – as lessor (Cont'd)

On 1 January 2019, the Group has adopted SFRS(I) 16 and the undiscounted lease payments from the operating leases to be received after 31 December 2019 are disclosed below:

Group	2019 \$
Undiscounted lease payments to be received:	
Year 1	23,947,078
Year 2	15,716,610
Year 3	9,071,484
Year 4	5,063,812
Year 5	3,495,338
Year 6 and onwards	<u>7,313,828</u>
	<u>64,608,150</u>

These leases are classified as operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred. The unguaranteed residual values do not represent a significant risk for the Group, as they relate to properties which are located in locations with mainly constant increase in value. The Group has not identified any indications that this situation will change.

(c) Operating lease commitments – as lessee

In 2018, the Group entered into leases for rental of buildings and office equipment from non-related parties under non-cancellable operating lease agreements. These non-cancellable leases have remaining non-cancellable lease term between 1 year and 13 years, with no renewal option or escalation clauses included in the lease contract. There are no restrictions placed upon the Group by entering into these contracts.

Future minimum lease payments payable under non-cancellable operating leases at the end of prior reporting period are as follows:

Group	2018 \$
Not later than one year	4,027,794
Later than one year but not later than five years	13,446,265
Later than five years	<u>31,326,058</u>
	<u>48,800,117</u>

As disclosed in Note 2.2, the Group has adopted SFRS(I) 16 on 1 January 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the balance sheet as at 1 January 2019, except for short-term and low value leases.

Operating lease payments recognised in the consolidated income statement in 2018 was \$3,913,744. Contingent rents are payable subject to the related revenue exceeding a level stated in the respective agreements. Contingent lease payments included in operating lease payments in previous financial year was \$19,482.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

34. CORPORATE GUARANTEES, UNSECURED

The Company has given corporate guarantees of \$1,021,834,374 (2018: \$835,892,538) to financial institutions in connection with credit facilities granted to its subsidiaries. The liabilities of the Company are limited to the outstanding principal amounts due to lenders and bankers' guarantee issued by financial institutions of its subsidiaries amounting to \$679,508,663 (2018: \$620,614,500).

35. DIVIDENDS

Group and Company	2019	2018
	\$	\$
Declared and paid during the financial year:		
Dividends on ordinary shares:		
- Final exempt (one-tier) dividend for 2018 – 1.0 cent (2018: for 2017 - 1.0 cent) per share	4,705,575	4,705,575
- Interim exempt (one-tier) dividend for 2019 – 0.5 cent (2018: for 2018 - 0.5 cent) per share	2,352,791	2,352,791
	<u>7,058,366</u>	<u>7,058,366</u>

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

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

Group and Company	2019	2018
	\$	\$
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
- Final exempt (one-tier) dividend for 2019 – 1.0 cent (2018: 1.0 cent) per share	4,705,575	4,705,575
	<u>4,705,575</u>	<u>4,705,575</u>

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include interest rate risk, liquidity risk, credit risk, foreign exchange risk and market price risk.

The Board of Directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Executive Director and Financial Controller. The Audit and Risk Committee provides independent oversight to the effectiveness of the risk management process. It is and has been throughout the current and previous financial years, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

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

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their bank loans and borrowings, and interest-bearing loans from the subsidiaries. All of the Group's and the Company's financial assets and liabilities at floating rates are contractually repriced at intervals of less than 6 months (2018: less than 6 months) from the end of the reporting period.

The Group's exposure to the risks of changes in market interest rates relates primarily to the Group's long term debt obligation with floating interest rates. Management reviews the interest rate strategies to minimise interest rate risk by taking into account the cash flow forecasts, term of debt obligation and market outlook.

Sensitivity analysis for interest rate risk

At 31 December 2019, if SGD interest rates had been 100 (2018: 100) basis points higher with all other variables held constant, the Group's profit (2018: loss) net of tax would have been approximately \$5,947,000 lower (2018:\$5,676,000 higher) arising mainly as a result of higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility as in prior years.

Information relating to the Group's interest rate exposure is disclosed in the notes on the Group's borrowings, including leasing obligations.

Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's and the Company's liquidity risk management policy is to arrange specific credit facilities for each individual project with different banks. With the good reputation and the long term relationship maintained with the banks, the Group is able to obtain high financing quantum at favourable interest rates.

In addition, the Group has maintained standby credit facilities such as term loans and bank overdraft to meet any immediate obligations. For projects that have been fully sold, management has also managed to obtain money market loan for working capital requirement, out of proceeds receivables from the sales of units.

As at end of financial year, the Group is in a net current liabilities position mainly due to maturity of the long-term borrowings within the next 12 months. The Group has sufficient banking facilities available to refinance the portion of borrowings which are maturing within the next 12 months.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Liquidity risk (Cont'd)

The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low and access to sources of funding is sufficiently available.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayments obligations.

Group	Less than 1 year \$	1 to 5 years \$	More than 5 years \$	Total \$
31 December 2019				
Financial assets				
Cash and short-term deposits	16,885,187	-	-	16,885,187
Other investments	306,177,129	-	-	306,177,129
Trade and other receivables ⁽¹⁾	6,072,627	154,824	-	6,227,451
Other assets ⁽²⁾	653,335	-	-	653,335
Total undiscounted financial assets	<u>329,788,278</u>	<u>154,824</u>	-	<u>329,943,102</u>
Financial liabilities				
Trade and other payables ⁽³⁾	4,160,004	-	-	4,160,004
Due to related companies, trade	36,677	-	-	36,677
Due to related companies, non-trade	39,663	-	-	39,663
Other liabilities ⁽⁴⁾	10,090,357	2,990,170	-	13,080,527
Interest bearing loans and borrowings (excluding lease liabilities)	642,578,878	92,108,680	-	734,687,558
Lease liabilities	4,327,376	15,859,553	24,505,182	44,692,111
Total undiscounted financial liabilities	<u>661,232,955</u>	<u>110,958,403</u>	<u>24,505,182</u>	<u>796,696,540</u>
Total net undiscounted financial liabilities	<u>(331,444,677)</u>	<u>(110,803,579)</u>	<u>(24,505,182)</u>	<u>(466,753,438)</u>
31 December 2018				
Financial assets				
Cash and short-term deposits	55,545,288	-	-	55,545,288
Other investments	280,352,561	-	-	280,352,561
Trade and other receivables ⁽¹⁾	4,483,597	28,550	-	4,512,147
Other assets ⁽²⁾	2,165,231	-	-	2,165,231
Due from related companies, trade	3,301	-	-	3,301
Due from related company, non-trade	428	-	-	428
Total undiscounted financial assets	<u>342,550,406</u>	<u>28,550</u>	-	<u>342,578,956</u>
Financial liabilities				
Trade and other payables ⁽³⁾	5,587,819	-	-	5,587,819
Due to related companies, trade	23,005	-	-	23,005
Due to related companies, non-trade	32,698	-	-	32,698
Other liabilities ⁽⁴⁾	9,544,336	2,411,120	-	11,955,456
Interest bearing loans and borrowings	395,126,946	316,173,636	-	711,300,582
Total undiscounted financial liabilities	<u>410,314,804</u>	<u>318,584,756</u>	-	<u>728,899,560</u>
Total net undiscounted financial liabilities	<u>(67,764,398)</u>	<u>(318,556,206)</u>	-	<u>(386,320,604)</u>

(1) Excludes lease incentives and GST receivables.

(2) Excludes deposit paid for acquisition of capital assets.

(3) Excludes advance receipts and billings, and GST payables

(4) Excludes pre-sale deposits received and deferred income.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Liquidity risk (Cont'd)

Analysis of financial instruments by remaining contractual maturities (Cont'd)

Company	Less than 1 year \$	1 to 5 years \$	Total \$
31 December 2019			
Financial assets			
Cash and short-term deposits	276,808	-	276,808
Due from subsidiaries, trade	161,024	-	161,024
Due from subsidiaries, non-trade	14,455,850	-	14,455,850
Total undiscounted financial assets	<u>14,893,682</u>	-	<u>14,893,682</u>
Financial liabilities			
Trade and other payables ⁽¹⁾	23,686	-	23,686
Other liabilities	600,162	-	600,162
Due to subsidiaries, trade	188	-	188
Due to subsidiaries, non-trade	118,506,289	-	118,506,289
Total undiscounted financial liabilities	<u>119,130,325</u>	-	<u>119,130,325</u>
Total net undiscounted financial liabilities	<u>(104,236,643)</u>	-	<u>(104,236,643)</u>
31 December 2018			
Financial assets			
Cash and short-term deposits	474,333	-	474,333
Other assets	150	-	150
Due from subsidiaries, trade	101,589	-	101,589
Due from subsidiaries, non-trade	173,831,084	-	173,831,084
Total undiscounted financial assets	<u>174,407,156</u>	-	<u>174,407,156</u>
Financial liabilities			
Trade and other payables ⁽¹⁾	15,546	-	15,546
Other liabilities	574,688	-	574,688
Due to subsidiaries, trade	58,445	-	58,445
Due to subsidiaries, non-trade	136,001,027	-	136,001,027
Total undiscounted financial liabilities	<u>136,649,706</u>	-	<u>136,649,706</u>
Total net undiscounted financial assets	<u>37,757,450</u>	-	<u>37,757,450</u>

(1) Excludes GST payables.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Liquidity risk (Cont'd)

Analysis of financial instruments by remaining contractual maturities (Cont'd)

Short-term funding is obtained from term loans and bank overdraft facilities.

The Group is significantly reliant on bank financing. Management believes that the Group is able to raise cash by selling completed properties.

The table below shows the contractual expiry by maturity of the Group's and Company's financial guarantees. The maximum amounts of financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

Group	Less than 1 year \$	1 to 5 years \$	Total \$
31 December 2019			
Financial guarantees	182,770	641,212	823,982
31 December 2018			
Financial guarantees	788,499	177,500	965,999
Company	Less than 1 year \$	1 to 5 years \$	Total \$
31 December 2019			
Financial guarantees	589,017,451	90,491,212	679,508,663
31 December 2018			
Financial guarantees	314,273,507	306,340,993	620,614,500

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables, including amounts due from subsidiaries. For the other financial assets (including investment securities, cash and short-term deposits), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. The Group does not expect to incur material credit losses on its financial instruments.

The Group and the Company develops and maintains its credit risk gradings to categorise exposures to its financial instruments according to their degree of risk of default. The Group uses its past collection history, existing market conditions as well as forward looking estimates to rate its receivables.

The Group's credit risk framework comprises the following categories:

Category	Description	Basis for recognising expected credit losses ("ECL")
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL - not credit impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit impaired.	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

The Group and the Company determines that its financial assets (including amounts due from subsidiaries) are credit-impaired when:

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

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to meet a repayment plan with the Group and the Company. Where loans and receivables have been written off, the Group and the Company continue to engage enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

The assessment of the credit quality and loss allowance for the amounts due from subsidiaries are disclosed in Note 18(ii)(a).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Credit risk (Cont'd)

For trade receivables, the Group applies the simplified approach in calculating lifetime expected credit losses. The Group determines the expected credit losses on trade receivables by reference to its historical credit loss experience based on past due status of the debtors, adjusted for forward-looking factors specific to the debtors and the economic environment. For certain trade receivables, the Group have sufficient deposit to cover those debts that are overdue. The probability of default is nil for cases where deposits collected are greater than amounts outstanding. The gross and net carrying amount of the Group's trade and other receivables and further details on the loss allowance for the trade receivables are disclosed in Note 17.

Excessive risk concentration

Concentration arises when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

- The carrying amount of each class of financial assets recognised in the balance sheets
- A nominal amount of \$1,021,834,374 (2018: \$835,892,538) relating to corporate guarantees provided by the Company to banks on subsidiaries' bank facilities

Information regarding credit exposure for trade and other receivables is disclosed in Note 17.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Credit risk (Cont'd)

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

Group	2019		2018	
	\$	% of total	\$	% of total
By country:				
Australia	1,429,355	32	980,806	29
Singapore	2,910,688	65	2,204,334	66
United Kingdom	115,535	3	164,373	5
	4,455,578	100	3,349,513	100
By industry sectors:				
Rental	623,027	14	589,341	18
Hotel	3,755,154	84	2,689,700	80
Leisure	77,397	2	66,175	2
Investments	-	-	4,297	*
	4,455,578	100	3,349,513	100

* amount less than 1% of total

For trade and other receivables, the Group has applied the simplified approach in SFRS(I) 9 and uses an allowance matrix to measure the expected credit losses of trade receivables from customers. The allowance matrix is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Note 17 includes further details on the loss allowance for these receivables.

Financial assets that are neither past due nor impaired

Trade and other receivables, due from related companies and other assets that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and short-term deposits and other investments that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Foreign currency risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group has some assets and liabilities denoted in foreign currencies and have exposure to foreign exchange risk mainly in Australian Dollar, British Pound, Euro, Hong Kong Dollar and United States Dollar. The following table demonstrates the sensitivity of the Group's profit (2018: loss) net of tax if the exchange rates had been 5% (2018: 5%) higher/lower with all other variable held constant.

Group		2019 Profit after tax \$	2018 Loss after tax \$
Australian Dollar	strengthened 5%	(1,090,405)	(532,603)
	weakened 5%	1,090,405	532,603
British Pound	strengthened 5%	(521,310)	539,280
	weakened 5%	521,310	(539,280)
Euro	strengthened 5%	(4,203,253)	4,436,890
	weakened 5%	4,203,253	(4,436,890)
Hong Kong Dollar	strengthened 5%	(116,270)	104,053
	weakened 5%	116,270	(104,053)
United States Dollar	strengthened 5%	(1,426,559)	856,049
	weakened 5%	1,426,559	(856,049)

The Group is also exposed to currency translation risk arising from its net investments in foreign operation in Australia and United Kingdom. The Group uses loans in foreign currency to hedge its exposure to foreign exchange risk on investments in foreign operations where applicable. In 2018, the Group used forward currency contracts to manage foreign exchange risk.

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 because of changes in market prices (other than interest or exchange rates). The Group is exposed to price risk arising from its investments classified as held for trading financial assets. The Group does not have exposure to commodity price risk.

Sensitivity analysis for price risk

At the end of the reporting period, if the market prices had been 2% (2018: 2%) higher/lower with all other variables held constant, the Group's profit (2018: loss) net of tax would have been approximately \$5,083,000 higher/lower (2018: \$4,654,000 lower/higher), arising as a result of higher/lower fair value gains on held for trading investments, and the Group's equity would have been \$5,083,000 (2018: \$4,654,000) higher/lower, arising as a result of an increase/decrease in the fair value of held for trading investments.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

37. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair value hierarchy

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

- Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 - Unobservable inputs for the asset or liability.

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

(b) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

Fair value measurements at the end of the reporting period using				
Group	Quoted prices in active markets for identical instruments (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)	Total
	\$	\$	\$	\$
31 December 2019				
Recurring fair value measurements				
Assets				
Financial assets:				
<u>At fair value through profit or loss (Note 20)</u>				
Quoted investments	128,106,406	-	-	128,106,406
Unquoted investments	-	-	178,070,723	178,070,723
Total held for trading financial assets	128,106,406	-	178,070,723	306,177,129
Financial assets as at 31 December 2019	128,106,406	-	178,070,723	306,177,129
Liabilities				
Financial liabilities:				
<u>Derivatives (Note 22)</u>				
Options	-	-	(107,917)	(107,917)
Total derivatives	-	-	(107,917)	(107,917)
Financial liabilities as at 31 December 2019	-	-	(107,917)	(107,917)

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

37. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) Assets and liabilities measured at fair value (Cont'd)

Group	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant observable inputs other than quoted prices (Level 2) \$	Significant unobservable inputs (Level 3) \$	Total \$
31 December 2018				
Recurring fair value measurements				
Assets				
Financial assets:				
<u>At fair value through profit or loss (Note 20)</u>				
Quoted investments	81,509,460	-	-	81,509,460
Unquoted investments	-	-	198,843,101	198,843,101
Total held for trading financial assets	81,509,460	-	198,843,101	280,352,561
<u>Derivatives (Note 22)</u>				
Currency swaps	-	-	199,637	199,637
Total derivatives	-	-	199,637	199,637
Financial assets as at 31 December 2018	81,509,460	-	199,042,738	280,552,198
Liabilities				
Financial liabilities:				
<u>Derivatives (Note 22)</u>				
Options	-	-	(646,071)	(646,071)
Total derivatives	-	-	(646,071)	(646,071)
Financial liabilities as at 31 December 2018	-	-	(646,071)	(646,071)

(c) Level 3 fair value measurements

Information about significant unobservable inputs used in Level 3 fair value measurements

Financial instruments measured with valuation techniques using significant unobservable inputs (Level 3) include unquoted trading investments and derivatives such as options and currency swaps.

To measure the fair values of the unquoted investments and derivatives, the Group relies on the valuations as provided by the respective financial institutions managing the investments. These financial institutions in turn use their own valuation techniques, such as revalued net asset values or discounted cash flow, including their own input factors into the applied models. For unquoted investments managed directly by the Group, management used market earnings multiples and revalued net asset values in determining the fair values. Therefore, the unquoted investments and derivatives are reported in Level 3 of the fair value hierarchy as the fair values are determined based on models with unobservable market inputs to derive the closing price.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

37. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(c) Level 3 fair value measurements (Cont'd)

Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable input (Level 3):

Group	Fair value measurements using significant unobservable inputs (Level 3)		
	Unquoted investments \$	Derivatives assets/ (liabilities) \$	Total \$
31 December 2019			
At 1 January	198,843,101	(446,434)	198,396,667
Gain on disposal of investments	2,210,317	-	2,210,317
Fair value changes included in profit or loss	(1,395,659)	429,330	(966,329)
Return of capital	(4,461,492)	-	(4,461,492)
Purchase of held-for-trading investments	20,035,327	-	20,035,327
Proceeds from disposal of held-for-trading investments	(30,642,362)	-	(30,642,362)
Settlement of derivatives	-	(90,813)	(90,813)
Reclassification	(6,518,509)	-	(6,518,509)
At 31 December	178,070,723	(107,917)	177,962,806

Group	Fair value measurements using significant unobservable inputs (Level 3)		
	Unquoted investments \$	Derivatives assets/ (liabilities) \$	Total \$
31 December 2018			
At 1 January	56,740,849	265,984	57,006,833
Gain on disposal of investments	1,569,600	-	1,569,600
Fair value changes included in profit or loss	(7,331,615)	(682,448)	(8,014,063)
Return of capital	(2,919,588)	-	(2,919,588)
Purchase of held-for-trading investments	207,308,092	-	207,308,092
Proceeds from disposal of held-for-trading investments	(56,524,237)	-	(56,524,237)
Settlement of derivatives	-	(29,970)	(29,970)
At 31 December	198,843,101	(446,434)	198,396,667

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

37. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

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

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

Group	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant observable inputs other than quoted prices (Level 2) \$	Significant unobservable inputs (Level 3) \$	Total \$
31 December 2019				
Assets				
Investment properties	-	-	545,472,500	545,472,500
31 December 2018				
Assets				
Investment properties	-	-	490,726,000	490,726,000

Determination of fair value

The fair value of the investment properties as disclosed in the table above is based on advice from firms of independent professional valuers using the capitalisation method and/or market comparables.

The valuations of the investment properties are based on the highest and best use. Current use, unless there are evidence to the contrary, is considered highest and best use.

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

The carrying amounts of cash and short term deposits, trade and other receivables, other assets, due from/to related companies (trade)/(non-trade), trade and other payables, other liabilities and interest-bearing loans and borrowings are reasonable approximation of their fair values, either due to their short-term nature or that they are floating rate instruments that are repriced to market interest rate on or near the end of the reporting period.

38. CAPITAL MANAGEMENT

Capital includes debt and equity items as disclosed in the table below:

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2019 and 31 December 2018.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

38. CAPITAL MANAGEMENT (CONT'D)

The Group monitors capital using a debt to equity ratio, which is total interest-bearing loans and borrowings divided by equity attributable to the owners of the Company. Include in the total interest-bearing loans and borrowings is the lease liabilities of \$35,319,951 (2018: Finance lease obligations of \$244,699).

Group	2019 \$	2018 \$
Interest bearing loans and borrowings (Note 27)	<u>753,023,768</u>	<u>684,727,150</u>
Equity attributable to the owners of the Company	<u>770,161,978</u>	<u>758,210,638</u>
Debt to equity ratio	<u>97.8%</u>	<u>90.3%</u>

39. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has five reportable operating segments as follows:

- i. The development properties segment is in the business of acquiring land/property and developing them into residential/industrial/commercial properties for sales.
- ii. The rental segment is in the business of renting of space under the investment properties and property, plant and equipment.
- iii. The leisure segment is in the business of providing leisure and recreational facilities, including bowling centres, billiards centres and amusement centres under the brand 'SuperBowl'.
- iv. The hotel operations segment is operated under the brand names of "Ramada Singapore", "Days Hotel Singapore", "Holiday Inn Express Trafford City", "Four Points by Sheraton Melbourne" and "Aloft Perth".
- v. The held for trading investments portfolio with a mix of quoted and unquoted investments.
- vi. The others segment is involved in Group-level corporate services and treasury functions.

Management monitors the operating results of its business units separately 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 explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

39. SEGMENT INFORMATION (CONT'D)

2019	Development Properties	Rental Income	Leisure Business	Hotel Income	Trading Investments	Others	Elimination	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue:								
Segment revenue								
- External sales	11,967,839	29,340,648	8,398,133	82,513,621	-	-	-	132,220,241
- Inter-segment sales (Note A)	-	291,211	-	-	-	1,368,205	(1,659,416)	-
	<u>11,967,839</u>	<u>29,631,859</u>	<u>8,398,133</u>	<u>82,513,621</u>	<u>-</u>	<u>1,368,205</u>	<u>(1,659,416)</u>	<u>132,220,241</u>
Results:								
Segment profit/(loss) (Note B)	3,250,253	5,156,009	724,952	5,118,690	25,015,706	(1,817,688)	(13,419,976)	24,027,946
Income tax expense								(1,870,493)
Profit after tax								<u>22,157,453</u>
Other information:								
Other income	749,874	5,337,919	24,894	217,450	3,063,623	34,906	-	9,428,666
Financial income	143	94,914	-	264	3,030,750	256,248	-	3,382,319
Financial cost	-	(4,189,756)	(267,892)	(7,509,749)	(2,786,728)	(4,594,023)	-	(19,348,148)
Fair value changes in held-for-trading investments	-	-	-	-	13,293,370	-	-	13,293,370
Fair value changes in derivative instruments	-	-	-	-	429,330	-	-	429,330
Depreciation expense	-	(8,407,401)	(1,925,603)	(10,065,407)	-	(389,590)	(11,760,559)	(32,548,560)
Other expenses	(848,069)	(16,606,854)	(1,989,850)	(37,366,448)	(768,359)	(6,673,340)	-	(64,252,920)
Other material non-cash item								
Gain on bargain purchase arising from acquisition	-	2,663,737	-	10,860,724	-	-	-	13,524,461
31 December 2019								
Assets:								
Additions to non-current assets (Note C)	-	61,136,192	8,934,593	38,958,370	-	838,186	(748,557)	109,118,784
Segment assets (Note D)	<u>7,257,698</u>	<u>551,286,790</u>	<u>21,252,824</u>	<u>368,070,181</u>	<u>314,311,415</u>	<u>999,224,107</u>	<u>(627,837,740)</u>	<u>1,633,565,275</u>
Segment liabilities (Note E)	<u>667,056</u>	<u>352,477,876</u>	<u>15,728,358</u>	<u>57,907,020</u>	<u>145,860,283</u>	<u>415,110,076</u>	<u>(127,821,519)</u>	<u>859,929,150</u>
Other material non-cash item: Impairment loss on investment property	-	5,245,470	-	-	-	-	-	5,245,470

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

39. SEGMENT INFORMATION (CONT'D)

2018	Development Properties	Rental Income	Leisure Business	Hotel Income	Trading Investments	Others	Elimination	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue:								
Segment revenue								
- External sales	77,428,958	31,420,420	8,364,545	70,271,013	-	-	-	187,484,936
- Inter-segment sales (Note A)	-	291,211	1,830	1,232	-	1,299,618	(1,593,891)	-
	<u>77,428,958</u>	<u>31,711,631</u>	<u>8,366,375</u>	<u>70,272,245</u>	<u>-</u>	<u>1,299,618</u>	<u>(1,593,891)</u>	<u>187,484,936</u>
Results:								
Segment profit/(loss) (Note B)	20,058,501	11,633,968	1,093,320	6,586,573	(14,696,487)	(14,960,182)	(13,356,869)	(3,641,176)
Income tax expense								(6,384,245)
Loss after tax								<u>(10,025,421)</u>
Other information:								
Other income	1,606,958	3,736,953	9,089	153,195	1,715,820	36,883	-	7,258,898
Financial income	4,728	71,681	3,775	1,702	3,881,822	663,643	-	4,627,351
Financial cost	-	(1,727,212)	(4,643)	(6,028,331)	(1,851,556)	(4,415,073)	-	(14,026,815)
Fair value changes in held-for-trading investments	-	-	-	-	(22,821,684)	-	-	(22,821,684)
Fair value changes in derivative instruments	-	-	-	-	(682,448)	-	-	(682,448)
Depreciation expense	-	(5,514,886)	(924,829)	(9,054,583)	-	(491,765)	(11,762,978)	(27,749,041)
Other expenses	<u>(3,593,436)</u>	<u>(15,791,935)</u>	<u>(2,858,848)</u>	<u>(30,415,899)</u>	<u>(987,707)</u>	<u>(1,442,562)</u>	<u>-</u>	<u>(55,090,387)</u>
31 December 2018								
Assets:								
Additions to non-current assets (Note C)	-	246,106	172,453	679,379	-	3,783	-	1,101,721
Segment assets (Note D)	<u>17,610,016</u>	<u>610,012,265</u>	<u>6,070,926</u>	<u>327,405,456</u>	<u>306,829,814</u>	<u>1,010,655,334</u>	<u>(723,267,023)</u>	<u>1,555,316,788</u>
Segment liabilities (Note E)	<u>2,191,752</u>	<u>382,156,534</u>	<u>1,796,205</u>	<u>12,196,260</u>	<u>328,250,926</u>	<u>676,190,496</u>	<u>(609,125,525)</u>	<u>793,656,648</u>
Other material non-cash item: Impairment loss on investment property	-	3,672,299	-	-	-	-	-	<u>3,672,299</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

39. SEGMENT INFORMATION (CONT'D)

Notes

A Inter-segment revenues are eliminated on consolidation.

B The following items are deducted from segment profit/(loss) to arrive at "Profit/(loss) before tax" presented in the consolidated income statement:

	2019 \$	2018 \$
Profit from inter-segment sales	1,659,416	1,593,891
Depreciation	11,760,560	11,762,978
	13,419,976	13,356,869

C Additions to non-current assets consist of additions to property, plant and equipment and investment properties.

D The following items are deducted from segment assets to arrive at total assets reported in the consolidated balance sheet:

	2019 \$	2018 \$
Subsidiaries	610,074,796	477,488,521
Deferred tax assets	14,909,505	3,875,188
Tax recoverable	962,266	-
Inter-segment assets	1,891,173	241,903,314
	627,837,740	723,267,023

E The following items are deducted from segment liabilities to arrive at total liabilities reported in the consolidated balance sheet:

	2019 \$	2018 \$
Inter-segment liabilities	44,899,634	523,734,771
Tax payable	3,726,003	4,451,357
Deferred tax liabilities	79,195,882	80,939,397
	127,821,519	609,125,525

Geographical information

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

	Revenue		Non-current assets	
	2019	2018	2019	2018
	\$	\$	\$	\$
Australia	47,768,726	102,885,957	227,728,281	155,133,573
Singapore	76,245,986	76,168,464	1,005,991,033	991,604,990
United Kingdom	8,205,529	8,430,515	41,741,793	42,331,106
	132,220,241	187,484,936	1,275,461,107	1,189,069,669

There had been no transaction with a single external customer that amounts to 10% of the Group's revenue.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2019

40. DIRECTORS' REMUNERATION

The numbers of Directors of the Company whose emoluments fall within the following bands are:

Company	2019	2018
\$2,000,001 to \$2,500,000	1	1
\$500,001 to \$1,000,000	1	1
\$250,001 to \$500,000	1	1
Below \$250,000	3	3
	<u>6</u>	<u>6</u>

41. SUBSEQUENT EVENT

Due to the outbreak of Covid-19, widespread travel restrictions have been implemented by Governments all around the world. This has led to a sharp decline in tourism activity. The Group expects a significant negative impact on revenue per available room in the Group's hospitality portfolio until the situation abates. The leisure business is not an essential business and has ceased temporarily. The Group also expects uncertainties in current market conditions to affect the values of its investment portfolios.

In anticipation of weaker performance in the financial year ending 31 December 2020, the Group has taken the necessary steps to seek waivers from the respective banks for any forecasted breach of applicable loan covenants under the Facility Agreements. The Group also expects the total liabilities of certain subsidiaries of the Company to exceed its total assets as at 31 December 2020 and the Company is committed to provide continuing financial support for these subsidiaries to enable these subsidiaries to pay their debts as and when they fall due.

The full extent of the COVID-19 impact on the Group's financial performance and financial support obligations for 2020 and beyond cannot be ascertained at this point. However, the Group will continue to work closely with the various operators in respect of its hotels and leisure businesses to mitigate these negative impacts, while taking all possible steps to preserve staff employment. The Group will also implement cost containment measures including the temporary closure of rooms and amenities in its hotels and shortening employee work hours. The Group will also take the necessary steps to conserve cash flows by postponing non-essential capital expenditures.

42. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2019 were authorised for issue in accordance with a resolution of the Directors on 8 April 2020.

STATISTICS OF SHAREHOLDINGS

AS AT 16 MARCH 2020

Number of Issued Shares (including Treasury Shares)	:	474,557,391
Number of Issued Shares (excluding Treasury Shares)	:	470,557,541
Number of Treasury Shares	:	3,999,850
Class of Shares	:	Ordinary
Voting Rights (excluding Treasury Shares)	:	One vote per share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	438	17.74	15,888	0.00
100 – 1,000	645	26.12	332,171	0.07
1,001 – 10,000	765	30.99	3,397,692	0.72
10,001 – 1,000,000	604	24.46	35,312,856	7.51
1,000,001 and above	17	0.69	431,498,934	91.70
Total	2,469	100.00	470,557,541	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	177,920,052	37.81
2	DBS NOMINEES (PRIVATE) LIMITED	130,519,546	27.74
3	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	50,000,000	10.63
4	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	19,696,123	4.19
5	SOON LI HENG CIVIL ENGINEERING PTE LTD	9,125,000	1.94
6	OCBC SECURITIES PRIVATE LIMITED	7,995,613	1.70
7	MORPH INVESTMENTS LTD	6,431,700	1.37
8	TAN WAN CHER GERALDINE	6,018,000	1.28
9	HONG LEONG FINANCE NOMINEES PTE LTD	5,544,050	1.18
10	SBS NOMINEES PRIVATE LIMITED	4,500,000	0.96
11	GUI BOON SUI @ GOI CHON YAN	2,970,100	0.63
12	TEO HO BENG	2,662,100	0.57
13	HENG SIEW ENG	2,331,000	0.50
14	SOON LEE HENG TRADING & TRANSPORTATION PTE LTD	2,208,650	0.47
15	PANG HENG KWEE	1,347,000	0.29
16	JEN SHEK CHUEN	1,120,000	0.24
17	CHIN KIAM HSUNG	1,110,000	0.24
18	UOB KAY HIAN PRIVATE LIMITED	980,500	0.21
19	CHONG TONG CONSTRUCTION PTE LTD	885,152	0.19
20	STALLION DEVELOPMENT PTE LTD	578,450	0.12
TOTAL		433,943,036	92.26

The percentage of the issued shares is calculated based on the number of issued shares as at 16 March 2020, excluding any treasury shares held at that date.

19.08% of the Company's shares (excluding treasury shares) are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of SGX-ST.

Substantial Shareholders as at 16 March 2020

No.	Name	Direct Interest	%	Deemed Interest	%
1	Hiap Hoe Holdings Pte Ltd ⁽ⁱ⁾	-	-	349,578,726	74.29
2	Teo Ho Beng ⁽ⁱⁱ⁾	2,662,100	0.57	349,578,726	74.29
3	Roland Teo Ho Kang ⁽ⁱⁱ⁾	-	-	349,578,726	74.29
4	Gui Boon Sui @ Goi Chon Yan ⁽ⁱⁱⁱ⁾	2,405,500	0.51	25,876,950	5.50

Notes:

- (i) Hiap Hoe Holdings Pte Ltd holds 349,578,726 shares with its sub-depository agents as its nominees.
- (ii) Messrs Teo Ho Beng and Roland Teo Ho Kang's deemed interests are derived from their shareholdings in Hiap Hoe Holdings Pte Ltd.
- (iii) Section 83 of the Companies Act (Cap 50) and section 136 of the Securities and Futures Act (Cap 289) requires a substantial shareholder to provide notification to the Company where there is a percentage level change in shareholding. As at 16 March 2020, there has been no percentage level change in the direct shareholding of Mr Gui Boon Sui for which notification is required and as such, his direct shareholding continues to be reflected as 2,405,500 shares under the Register of Substantial Shareholders.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Ronald Lim Cheng Aun and Mr Koh Kok Heng, Leslie are the Directors seeking re-election at the forthcoming annual general meeting of the Company (collectively, the “Retiring Directors” and each a “Retiring Director”).

Pursuant to Rule 720(6) of the Listing Manual, the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

	Mr Ronald Lim Cheng Aun	Mr Koh Kok Heng, Leslie
Date of Appointment	28 April 2015	28 April 2015
Date of last re-appointment	27 April 2018	27 April 2018
Age	73	51
Country of principal residence	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board having considered the recommendation of the Nominating Committee and having reviewed and assessed Mr Ronald Lim Cheng Aun’s qualifications and experience, is of the view that he has the requisite experience and capabilities to assume the duties and responsibilities as an Independent Director	The Board having considered the recommendation of the Nominating Committee and having reviewed and assessed Mr Koh Kok Heng, Leslie’s qualifications and experience, is of the view that he has the requisite experience and capabilities to assume the duties and responsibilities as an Independent Director
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, ARC Chairman, ARC Member etc.)	Non-Executive Chairman of Board of Directors Chairman of Nominating Committee Member of Audit and Risk Committee and Remuneration Committee	Chairman of Remuneration Committee Member of Audit and Risk Committee and Nominating Committee
Professional Qualifications and Working experience and occupation(s) during the past 10 years	Mr Ronald Lim Cheng Aun holds a Bachelor of Social Science degree and is currently an Independent Director of ESR Funds Management (S) Limited. Mr Ronald Lim Cheng Aun has more than 36 years of extensive experience at the senior level in the banking and finance industry.	Mr Koh Kok Heng, Leslie holds a Bachelor of Science (Honours) degree in Economics and a Master’s degree in Accounting. Mr Koh Kok Heng, Leslie has more than 25 years of experience in investment banking and financial management. Advising and leading companies listed in Singapore and Asia on primary and secondary markets capital raising, mergers and acquisitions as well as on corporate governance, accounting and risk management.
Shareholding interest in the listed issuer and its subsidiaries	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ronald Lim Cheng Aun	Mr Koh Kok Heng, Leslie
Any relationship (including immediate family relationships with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries)	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships		
Past (for the last 5 years)	Viva Industrial Trust	Pacific Healthcare Holdings Ltd
Present	ESR Funds Management (S) Limited	United Garlic and Ingredients, Inc.
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(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

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ronald Lim Cheng Aun	Mr Koh Kok Heng, Leslie
(c) Whether there is any unsatisfied judgment against him?	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
(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
(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
(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

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ronald Lim Cheng Aun	Mr Koh Kok Heng, Leslie
(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
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No
<p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(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</p> <p>(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</p> <p>(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?</p>		

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Ronald Lim Cheng Aun	Mr Koh Kok Heng, Leslie
(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
Disclosure applicable to the appointment of Director only		
Any prior experience as a director of a listed company?	N.A.	N.A.
If yes, please provide details of prior experience.		
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.		
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).		

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Ronald Lim Cheng Aun (Independent Non-Executive Chairman)
Teo Ho Beng (Chief Executive Officer)
Roland Teo Ho Kang (Managing Director)
Teo Keng Joo, Marc (Executive Director)
Chan Boon Hui (Lead Independent Non-Executive Director)
Koh Kok Heng, Leslie (Independent Non-Executive Director)

AUDIT AND RISK COMMITTEE

Chan Boon Hui (Chairman)
Ronald Lim Cheng Aun
Koh Kok Heng, Leslie

NOMINATING COMMITTEE

Ronald Lim Cheng Aun (Chairman)
Chan Boon Hui
Koh Kok Heng, Leslie

REMUNERATION COMMITTEE

Koh Kok Heng, Leslie (Chairman)
Chan Boon Hui
Ronald Lim Cheng Aun

FINANCIAL CONTROLLER

Irene Cheah Lan Kwee

JOINT COMPANY SECRETARIES

Ong Beng Hong
Tan Swee Gek

REGISTERED OFFICE / BUSINESS OFFICE

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SHARE REGISTRAR AND SHARE TRANSFER OFFICE

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Singapore Land Tower
Singapore 048623

AUDITORS

Foo Kon Tan LLP
Public Accountants and Chartered Accountants
24 Raffles Place #07-03
Clifford Centre
Singapore 048621

AUDIT PARTNER-IN-CHARGE

Kon Yin Tong
Appointed on 7 September 2015





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Company Registration No. 199400676Z

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