

Annual Report

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CORPORATE PROFILE

Established in 1980, SGX Mainboard listed Huan Hsin Group is an integrated contract manufacturer of telecommunications and electronic products. With manufacturing plants in the People's Republic of China and Malaysia, as well as marketing offices in Taiwan, the Group's integrated operations include design, mock up, tooling, plastic injection, precision injection, metal stamping, magnesium alloy stamping, spray painting, PCB assembly, SMT assembly, vacuum sputtering, wire and cable, EMS and finished product assembly.

DIVERSE OFFERINGS

Riding on the global outsourcing trend, Huan Hsin Group continued to be one of the leading notebook casing manufacturers, supplying to six major notebook manufacturers in the world.

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CORPORATE MISSION

We aim to achieve sustainable growth for the Group and to enhance shareholder value by providing quality products and services.

We will constantly upgrade and adapt our business to anticipate and meet evolving customer needs in an increasingly challenging business environment.

Our ISO9001 and ISO14001 certifications are clear testimonies to our focus on quality products and customer satisfaction.

AS WE CONTINUE TO EXTEND OUR REACH INTO GLOBAL MARKETS, WE INTEND TO SHARPEN OUR COMPETITIVE EDGE THROUGH A MULTI-PRONGED STRATEGY THAT ENCOMPASSES THE FOLLOWING:

- Vertical integration of our manufacturing operations to deliver finished products at the most competitive prices.
- Maintaining high quality standards and be mindful of costs at all times.
- Strengthening relationships with our customers, employees and business associates.
- Further development of synergistic investments.

PRESIDENT'S MESSAGE



"As part of the Group's turnaround strategy, certain assets and subsidiaries had to be disposed in order to monetize some of the Group's non-yielding assets so that the proceeds can be used to improve working capital and reduce bank borrowings. Notwithstanding some recovery in global PC demand, the Group will continue with its restructuring efforts to return to the black, to meet the deadline given by the SGX-ST for its removal from the Watch-List. "

Dear Shareholders,

It is my pleasure to present Huan Hsin's Annual Report for the financial year ended December 31, 2014 ("FY2014").

With the persistent decline in PC shipments worldwide, the severe competition in the PC industry coupled with the rising popularity of tablets and smartphones, continued to have an adverse impact on the performance of the Huan Hsin Group in FY2014.

These tough market conditions caused the Group's revenue to shrink sharply by 25% to S\$355.8 million in FY2014 compared to S\$472.5 million in FY2013. Following a year-end review of its non-current assets, the Group provided for an impairment loss of S\$22.2 million. This amount includes S\$21.4 million for property, plant and equipment, given the continued operating losses of some of the Group's subsidiaries and the lower utilisation rates of the machinery and equipment; and S\$0.8 million for 'available-for-sale' assets to reflect the recoverability of these investments based on their net tangible assets.

Given the lower revenue and the impairment losses, the Group incurred a net loss attributable to owners of the Company amounting to S\$79.0 million in FY2014, as compared to S\$75.2 million in FY2013. As a result, the net loss per share was increased to 19.74 cents in FY2014 from 18.81 cents in FY2013.

PRESIDENT'S MESSAGE

FY2014: A Year of Restructuring

During the year under review, the Group undertook a series of major restructuring exercises. The restructuring process led to the cessation of operations of Shanghai Indeed Electronic Technology Co., Ltd ("Shanghai Indeed"), and Shandong Dong Hsin Electronics Co., Ltd, as well as the closure of the Moulding division in Shanghai Heisei Electronics Co., Ltd.

As part of the Group's turnaround strategy, certain assets and subsidiaries had to be disposed in order to monetize some of the Group's non-yielding assets so that the proceeds can be used to improve working capital and reduce bank borrowings.

As a consequence of the disposals, the Group has reduced its manpower headcount by 39% from 11,391 in January 2014 to 6,892 in December 2014.

Disposal of 30% of Li Sheng Electronic (Kunshan) Co., Ltd

In June 2014, the Group's wholly owned subsidiary, Huan Hsin (BVI) Limited ("HHBL"), entered into a sale and purchase agreement with Sacred Success International Co., Ltd to dispose of its 30% stake in Li Sheng Electronic (Kunshan) Co., Ltd, ("LSE") for a cash consideration of US\$3,500,000. LSE is involved in the business of fabrication of steel moulds for the notebook industry. The consideration represents an excess of US\$500,000 over the book value and a gain on disposal of US\$500,000.

Disposal of Shanghai Song Yi Industry Co., Ltd

In December 2014, the Group announced that its wholly owned subsidiary, Shanghai Yi Hsin Industry Co., Ltd has entered into a sale and purchase agreement with Sunny Science & Technology Corporation for the disposal of the entire equity interest in Shanghai Song Yi Industry Co., Ltd ("SSY") for RMB126,703,700.

SSY owns the land use right over an area of 11,148 square metres located at Zhuan Qiao Town, Minhang District, Shanghai, People's Republic of China ("PRC"). The construction of a research and development centre and auxiliary units on the land is at the final stage. The total building construction area is 12,670.37 square metres. SSY has no other investment aside from the building to be completed on the land use right. The disposal is expected to be completed in first half of 2015.

Disposal of Indeed Holdings Ltd

In February 2015, HHBL and Casetek Holdings Limited ("CHL") entered into a conditional sale and purchase agreement to sell the entire share holdings of Indeed Holdings Limited ("IHL") to Phoenix Bridge International Holdings Group Investment Co.,

Limited for an aggregate consideration of US\$29,868,800. Of this amount, HHBL would receive US\$15,233,088.

HHBL and CHL each own shares representing 51% and 49% respectively of the issued share capital of IHL which in turn holds 100% of the equity interest in Shanghai Indeed, a private company incorporated in Shanghai, PRC that was previously engaged in the manufacturing of notebook casings. As at 30 November 2014, Shanghai Indeed has ceased operations. Shanghai Indeed owns certain land use rights, plants and some assets.

The disposal of IHL, which is deemed to be a major transaction, is subject to shareholders' approval at an upcoming extraordinary general meeting to be convened.

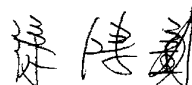
LOOKING AHEAD

Over the past few years, the growing popularity of tablets and mobile devices has eroded into PC sales. According to IT research firm, Gartner, worldwide PC shipments in the fourth quarter of 2014 grew one percent year-over-year, the first increase since 2012. Gartner subsequently reported that shipments may continue to enjoy a very slow but steady uptick this year as tablet sales hit a peak.

Notwithstanding some recovery in global PC demand, the Group will continue with its restructuring efforts to return to the black, to meet the deadline given by the SGX-ST for its removal from the Watch-List.

ACKNOWLEDGEMENTS

On behalf of the Board, I wish to express our heartfelt gratitude to all our stakeholders, namely, shareholders, management, customers, business partners and our employees, for their unstinting support and unwavering faith in us as the Group strives to steer itself to the black during these challenging times. A note of appreciation also goes to our fellows Directors for their continuing counsel, advice and contributions rendered to the Group.



Hsu Hung Chun

President,

HUAN HSIN HOLDINGS LTD

BOARD OF DIRECTORS



HSU HUNG CHUN

HSU HUNG CHUN

Chairman

Mr Hsu Hung Chun, aged 60, has been the Director and Chairman of the Board since December 26, 1995. He is an executive director and serves as a member of the Nominating Committee.

Mr Hsu Hung Chun is also the President and founder of the Group. He is responsible for business development and all the marketing activities of the Group. He is also in charge of the Group's investment policy, banking and financial issues. He graduated in 1973 from Taipei High School, Taiwan and previously worked as a sales manager in a manufacturing company and a trading company. He is a member of the Singapore Institute of Directors.

He is a substantial shareholder of the Company and has interests in certain transactions with the Group, which are disclosed on page 25 of the Annual Report. He attended five (5) of the six (6) Board Meetings held in the financial year. He is the brother of Mr Hsu Cheng Chien and was last re-elected on April 27, 2012.

HSU CHENG CHIEN

Managing Director

Mr Hsu Cheng Chien, aged 58, was appointed to the Board on December 26, 1995 and subsequently as Group Managing Director on May 28, 1997. He is an executive director.

As the Managing Director of the Group, he is in charge of the overall operation and production of the Group, setting and implementing long-term business objectives and strategic planning of the Group. He graduated in 1974 from Yu Da Business School, Taiwan. Prior to joining the Group in 1980, he was head of the material control and purchasing department in a manufacturing company. He is also a member of the Singapore Institute of Directors.

He is a substantial shareholder of the Company and has interests in certain transactions with the Group, which are disclosed on page 25 of the Annual Report. He attended all six (6) Board Meetings held in the financial year. He is the brother of Mr Hsu Hung Chun and was last re-elected on April 28, 2014.



HSU CHENG CHIEN



LIM HOCK BENG

LIM HOCK BENG

Independent Non-executive Director

Mr Lim Hock Beng, aged 76, was appointed to the Board on May 16, 1997 and is the Lead Independent non-executive director. He serves as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.

He was the founder and the managing director of Lim Associates Pte Ltd, which provides corporate secretarial services to private and public listed companies, for 27 years until his retirement in year 1995. Currently, he is the managing director of a private investment holding company with its principal interests in investing in quoted securities and overseas properties. He holds a Diploma in Management Accounting & Finance and is a Fellow member of the Singapore Institute of Directors.

Current directorships in public companies listed on SGX include GP Industries Ltd, Colex Holdings Ltd, King Wan Corporation Ltd and TA Corporation Ltd.

He does not hold any share or share option in the Company. He attended all six (6) Board Meetings held in the financial year. He is not related to any Director and/or substantial shareholder of the Company, nor has any personal interest in any business involving the Company. He was last re-appointed on April 28, 2014.

LAU PING SUM, PEARCE

Independent Non-executive Director

Mr Lau Ping Sum, Pearce, aged 74, was appointed to the Board on May 28, 1997. He is an independent non-executive director and serves as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees.

Prior to joining the Board, he held management positions as head of IT in two financial institutions and a statutory board. He was a Member of Parliament between 1980 and 1996.

Mr Lau holds a Bachelor of Economics degree from the Australian National University and a Diploma in Business Administration from the University of Singapore. He is a member of the Singapore Institute of Directors. In addition, he is a member of the Advisory Panel and an examiner for The Certification

BOARD OF DIRECTORS



LAU PING SUM, PEARCE

Examination for Professional Interpreters, School of Arts and Social Sciences at SIM University.

Current directorships in other publicly listed companies on SGX are Cortina Holdings Ltd and Sunpower Group Ltd.

He does not hold any share or share option in the Company. He attended five (5) of the six (6) Board Meetings held in the financial year. He is not related to any Director and/or substantial shareholder of the Company, nor has any personal interest in any business involving the Company. He was last re-appointed on April 28, 2014.

CHEW HENG CHING

Independent Non-executive Director

Mr Chew Heng Ching, aged 63, was appointed to the Board on August 25, 2004. He is an independent non-executive director and serves as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.

He is the Founding President of the Singapore Institute of Directors and was the Past Chairman of its Governing Council. He has more than 30 years of senior management experience in both the public and private sectors. He was previously a member of the Corporate Governance Committee and the Council on Corporate Disclosure and Governance. He is a Board member and Past Chairman of the Singapore International Chamber of Commerce. He was also a Council member of the Singapore Business Federation.

Mr Chew was a Member of Parliament from 1984 to 2006, and a former Deputy Speaker of the Singapore Parliament.

A Colombo Plan scholar, he is a graduate in Industrial Engineering (1st Class Honours) and Economics from the University of Newcastle, Australia. He also received an Honorary Doctorate in Engineering from the same University. Professionally, Mr Chew is a fellow of the Singapore Institute of Directors and CPA Australia.

His current directorships in public companies listed on SGX include Bonvests Holdings Limited, Chosen Holdings Limited, Pharmedis International Ltd, Spindex Industries Limited,

CHEW HENG CHING

HSU MING HUNG

Sinopipe Holdings Limited, AusGroup Limited and Stratech Systems Limited.

He does not hold any share or share option in the Company. He attended all six (6) Board Meetings held in the financial year. He is not related to any Director and/or substantial shareholder of the Company, nor has any personal interest in any business involving the Company. He was last re-elected on April 25, 2013.

HSU MING HUNG

Executive Director

Mr Hsu Ming Hung, aged 54, was appointed to the Board on May 28, 1997 and is an executive director.

He is the General Manager of Huan Hsin Co (M) Sdn Bhd. He is responsible for the management of the Malaysia operations and assists the Managing Director in implementing, reviewing and verifying the overall corporate strategy and policies of the Group. He graduated from Nan Ya Industrial Training School, Taiwan in 1983 and has been with the Group for more than 15 years.

He does not hold any share option but holds 750,000 shares in the Company. He attended all six (6) Board Meetings held in the financial year. He is the nephew of Messrs Hsu Hung Chun and Hsu Cheng Chien. He was last re-elected on April 25, 2013.

CHANG SHIH HSING

Executive Director

Mr Chang Shih Hsing, aged 53, was appointed to the Board on May 28, 1997 and is an executive director.

He is the General Manager of Shanghai Huan Hsin Electronics Co., Ltd. As the head of the production division, he is responsible for the technical aspects of the operations, quality management and research and development. He also oversees employee training programs and human resource development and management. He has a general diploma and has been with the Group since 1985.

He does not hold any share option but holds directly 2,090,066 shares in the Company. He attended five (5) of the six (6) Board Meetings held in the financial year. He is the brother-in-law of Mr Hsu Hung Chun. He was last re-elected on April 28, 2014.

CHANG SHIH HSING

OPERATIONS REVIEW

Overview

Group revenue decreased by 25% to S\$355.8 million in FY2014 from S\$472.5 million in FY2013. This, coupled with an impairment loss allowance of S\$22.2 million for property, plant and equipment as well as for available-for-sale assets, caused the Group's net loss to increase to S\$79.0 million in FY2014 from S\$75.2 million in FY2013.

Other operating income

Other operating income increased by 350% from S\$5.5 million in FY2013 to S\$24.8 million in FY2014, mainly due to gain on disposal of assets and subsidiaries amounting to approximately S\$21.3 million.

Raw material and consumables used

Changes in inventories of finished goods and work-in-progress In line with the lower revenue due to lower production volume, cost of inventories was lower from S\$281.7 million in FY2013 to S\$221.1 million in FY2014.

Employee benefits expenses decreased by 9% from S\$118.1 million in FY2013 to S\$107.3 million in FY2014 mainly due to reduced headcounts following various cost cutting measures.

Depreciation and amortisation expense decreased by 22% from S\$22.0 million in FY2013 to S\$17.1 million in FY2014 in line with the lower carrying value of the relevant assets.

Other Operating expenses were lower by 5% from S\$100.7 million in FY2013 to S\$95.6 million in FY2014. In line with lower revenue, selling and distribution costs and manufacturing overheads were lower.

Finance costs increased by 15% from S\$7.2 million in FY2013 to S\$8.3 million in FY2014 mainly due to the increased interest rates on bank borrowings.

The Group reported an **income tax** of S\$0.5 million in FY2014. The tax was primarily a result of the reversal of deferred tax assets.

Balance Sheet Review

As at 31 December 2014, the Group's **total assets** stood at S\$332.9 million compared to **total liabilities** of S\$312.4 million.

The Group's **current assets** were S\$235.5 million as at December 31, 2014, compared to S\$356.5 million as at December 31, 2013. The decline of S\$121.0 million was due largely to a decrease in cash and bank balances following a repayment of short-term bank loans, as well as a decrease in trade receivables and inventories. Trade receivables decreased by S\$93.1 million due mainly to lower sales generated and active efforts by management in debts collection.

The Group's **non-current assets** declined to S\$97.4 million at end of FY2014 from S\$178.8 million in FY2013. This was mainly due to the followings:

- S\$22.2 million impairment loss on property, plant and equipment and available-for-sale investments provided in FY2014,
- S\$17.1 million of depreciation and amortisation provided in FY2014,
- Disposal of property, plant and equipment with net book value of S\$14.4 million, and
- S\$22.8 million of land use rights and property, plant and equipment reclassified to current assets as assets held for sale.

The Group's **current liabilities** decreased to S\$230.7 million as at 31 December 2014 compared to S\$341.1 million as at December 31, 2013. The decline was largely due to the a decrease in trade payables owing to lower purchases of inventories, as well as a decrease in borrowings, due mainly to the repayment of short-term bank borrowings.

Cash Flow Review

The Group generated S\$4.1 million of net cash inflow from operating activities in FY2014 compared to net cash outflow used in operating activities of S\$35.1 million in FY2013 mainly due to better cash flow generated from trade receivable and inventories affected by trade payables.

Net cash from investing activities of S\$24.5 million in FY2014 was due mainly to the proceeds from disposal of assets and subsidiaries amounting to S\$32.3 million which was offset by additions to property, plant and equipment amounting to S\$9.8 million.

Net cash used in financing activities of S\$60.8 million in FY2014 was mainly attributed to the repayment of short-term bank loans.

Segmental Performance

Mould, Moulded Plastic Products and Finished Product Assembly

Our Mould, Moulded Plastics Products and Finished Products Assembly segment is our core business segment, which account 91% of the Group's revenue in FY2014. It contributed S\$325.1 million towards sales, down 28% from S\$450.7 million in FY2013.

This is followed by sales of wire, cable and related components, and others, which accounted for 8% and 1% of Group revenue respectively.

GROUP FINANCIAL HIGHLIGHTS

Operating Results of the Group

Financial Year Ended December 31

	2010	2011	2012	2013	2014
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000

Revenue	732,785	636,363	519,623	472,469	355,788
Profit / (Loss) before income tax	23,222	(30,369)	(93,884)	(75,854)	(91,122)
Income tax	(4,411)	(3,622)	(4,852)	(4,952)	(487)
Profit / (Loss) after income tax	18,811	(33,991)	(98,736)	(80,806)	(91,609)
Non-controlling interests	(2,823)	(293)	995	5,585	12,654
Profit / (Loss) attributable to shareholders	15,988	(34,284)	(97,741)	(75,221)	(78,955)

Earnings / (Loss) per ordinary share (cents)

(i) Based on the number of ordinary shares in issue (note 1)	4.00	(8.57)	(24.44)	(18.81)	(19.74)
(ii) On a fully diluted basis (note 2)	4.00	(8.57)	(24.44)	(18.81)	(19.74)

Financial Position of the Group

As At December 31

	2010	2011	2012	2013	2014
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000

Fixed assets	263,889	250,708	169,915	146,224	69,468
Deferred tax assets	11,580	9,495	4,596	535	-
Investments	34,047	34,355	30,809	32,094	27,921
Current assets	436,350	439,856	337,166	356,511	235,506
Current liabilities	(377,373)	(427,440)	(334,355)	(341,132)	(230,656)
Net current assets / (liabilities)	58,977	12,416	2,811	15,379	4,850
Non-current liabilities	(43,117)	-	(14,925)	(78,557)	(81,722)
	325,376	306,974	193,206	115,675	20,517

Represented by :

Shareholders' funds	285,951	266,486	156,036	87,932	4,285
Non-controlling interests	39,425	40,488	37,170	27,743	16,232
	325,376	306,974	193,206	115,675	20,517

Net asset value per ordinary share (cents)

(note 1)	71.49	66.62	39.01	21.98	1.07
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Notes :

(1) The earnings (loss) per ordinary share and the net asset value per ordinary share are calculated on the issued share capital of 400,000,000 shares.

(2) In December 2014, 2013, 2012, 2011 and 2010 there were no outstanding employees' share options.

CORPORATE INFORMATION

BOARD OF DIRECTORS

[Hsu Hung Chun](#) | President
[Hsu Cheng Chien](#) | Managing Director
[Lim Hock Beng](#) | Independent Director
[Lau Ping Sum, Pearce](#) | Independent Director
[Chew Heng Ching](#) | Independent Director
[Hsu Ming Hung](#) | Executive Director
[Chang Shih Hsing](#) | Executive Director

AUDIT COMMITTEE

[Lim Hock Beng](#) | Chairman
[Lau Ping Sum, Pearce](#)
[Chew Heng Ching](#)

NOMINATING COMMITTEE

[Chew Heng Ching](#) | Chairman
[Lim Hock Beng](#)
[Lau Ping Sum, Pearce](#)
[Hsu Hung Chun](#)

REMUNERATION COMMITTEE

[Lau Ping Sum, Pearce](#) | Chairman
[Lim Hock Beng](#)
[Chew Heng Ching](#)

COMPANY SECRETARY

[Juliana Loh Joo Hui](#)
[Chan Lily](#)

AUDITORS

Deloitte & Touche LLP
Public Accountants and Chartered Accountants
6 Shenton Way, OUE Downtown 2,
#33-00, Singapore 068809
Partner-in-charge:
[Yang Chi Chih](#)
(appointed on April 25, 2013)

REGISTERED OFFICE

3 Anson Road
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Singapore 079909
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Fax: (65) 6438 6221

COMPANY REGISTRATION NUMBER

199509142R

REGISTRAR

Intertrust Singapore Corporate Services Pte. Ltd.
3 Anson Road
#27-01 Springleaf Tower
Singapore 079909
Tel: (65) 6532 3488
Fax: (65) 6438 6221

PRINCIPAL BANKER

Oversea-Chinese Banking Corporation Limited
Singapore

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “Board”) of Huan Hsin Holdings Ltd (the “Company” and together with its subsidiaries, the “Group”) is committed to high standards of corporate governance by complying with the benchmark set by the Code of Corporate Governance 2012 (the “Code”).

This report outlines the Company’s corporate governance framework with specific reference to the Code.

The Company is required under Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) to describe its corporate governance practices with specific reference to the principles of the Code in this Annual Report and disclose any deviation from the guidelines of the Code together with an appropriate explanation for such deviation in this Annual Report. The Board has adhered to the principles and guidelines set out in the Code as set out in this report.

(A) BOARD MATTERS

Principle 1: The Board’s conduct of its affairs

The Board of Directors has seven members comprising four executive directors and three independent non-executives directors, as follows: CG guideline 4.6

Director	Designation	Appointment Date	Last Re-election Date
Hsu Hung Chun	President	December 26, 1995	April 27, 2012
Hsu Cheng Chien	Managing Director	December 26, 1995	April 28, 2014
Lim Hock Beng	Independent Director	May 16, 1997	April 28, 2014
Lau Ping Sum, Pearce	Independent Director	May 28, 1997	April 28, 2014
Chew Heng Ching	Independent Director	August 25, 2004	April 25, 2013
Hsu Ming Hung	Executive Director	May 28, 1997	April 25, 2013
Chang Shih Hsing	Executive Director	May 28, 1997	April 28, 2014

The detailed profiles of the Directors are set out on pages 4 to 5 of this Annual Report. CG guideline 4.7

The Board has overall responsibility for and oversees corporate governance, strategic planning and major investments of the Company. Apart from its fiduciary duties and statutory responsibilities, the principal functions of the Board are as follows: CG guideline 1.1

- Develop and guide the corporate strategy and direction of the Group. The Board shall review the plan in light of Management’s assessment of emerging trends, the competitive environment, the opportunities and risks of the business and business practices in the industry.
- Review and approve the Company’s annual business, capital plans such as investments and divestments as well as policies and processes generated by Management.
- Oversee the business and affairs of the Group, establish with Management, the strategies and financial objectives and monitor the performance of Management.
- Ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders’ interests and the company’s assets, and determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives. The Board reviews annually the adequacy and effectiveness of the company’s risk management and internal control systems, including financial, operational, compliance and information technology controls.
- Implement a process to be carried out by the Nominating Committee (“NC”) for assessing the effectiveness of the Board as a whole and its board committees and for assessing the contribution by the Chairman and each individual director to the effectiveness of the Board.

CORPORATE GOVERNANCE REPORT

- Approve the nomination and remuneration of board members.
- Assume responsibility for good corporate governance.
- Consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

The Board regularly reviews the business plans and the financial performance of the Group. The Board has overall responsibility for putting in place a framework of good corporate governance in the Group, including the processes for financial reporting and compliance. All Board members bring their independent judgement, diversified knowledge and experience to bear on issues of strategy, performance, resources and standards of conduct. All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company. CG guideline 1.2

The Board has identified a number of areas for which the Board has direct responsibility for decision-making. The Board's approval is required in matters such as major funding proposals, investment and divestment proposals, major acquisitions and disposals, corporate or financial restructurings, mergers and acquisitions, share issuances, dividend and major corporate policies on key areas of operation, the release of quarterly and full year results and interested person transactions (as defined in Chapter 9 of the Listing Manual of the SGX-ST) (each, an "IPT") of a material nature. CG guideline 1.5

There were no incoming directors during the course of the financial year. When the existing Directors were appointed, they were briefed by Management on the business activities and strategic directions of the Group. Directors have open access to all relevant information, including discussions with Management and subject matter experts, and visits to overseas operations. Directors may meet independently with Management at any time to discuss areas of interest or concern. CG guideline 1.6

They were also briefed and provided with information relating to corporate conduct and governance including continuing disclosure requirements of the Company under the Listing Manual; disclosure of interests in securities; restrictions on disclosure of confidential or price sensitive information. The Directors are encouraged to participate in continuous professional development to develop and refresh their skills. They have attended presentations, participated in site-visits and received briefings and updates relevant to the Group's businesses and/or to the Directors' duties and responsibilities. The Directors are also provided with opportunities for continuing education in areas such as directors' duties and responsibilities, corporate governance, so as to update them on matters that affect or may enhance their performance as Board or Board committee members.

Generally, a formal letter is provided to each Director upon his appointment, setting out the Director's duties and obligations. CG guideline 1.7

To assist the Board in the discharge of its responsibilities, the Board has established the Audit Committee ("AC"), Remuneration Committee ("RC"), and Nominating Committee ("NC"). These Board Committees function within clearly defined written terms of reference and operating procedures, which are reviewed on a regular basis by the Board. The Board also constantly reviews the effectiveness of each Committee. CG guideline 1.3

The Board meets on a regular basis and as and when necessary to address any specific significant matters that may arise. Of the six Board meetings, one meeting was held in China where the major part of the Group's operations is located. This was to enable the non-executive directors to update themselves on the operations in China and to meet up with the senior management of all the subsidiaries located in China. CG guideline 1.4

Ad hoc meetings will be convened to deliberate on urgent substantive matters when necessary. Attendance by means of telephone and conference via electronic communications at Board meetings is allowed under the Company's Articles of Association.

CORPORATE GOVERNANCE REPORT

All directors are provided with the agenda and a set of Board papers five days prior to the Board meeting. These are issued in sufficient time to enable the Directors to better understand the matters to be discussed and to have sufficient time to obtain further explanations where necessary to ensure that they are adequately informed for the Board meeting. The Company fully recognises that the continual flow of relevant information on an accurate and timely basis is critical for the Board to be effective in discharging its duties.

The number of Board and Board Committee meetings held during the financial year and the attendance of Directors during these meetings is set out as follows: CG guideline 1.4

	Board Meeting		Audit Committee Meeting		Remuneration Committee Meeting		Nominating Committee Meeting	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Hsu Hung Chun	6	5					1	1
Hsu Cheng Chien	6	6						
Lim Hock Beng	6	6	5	5	2	2	1	1
Lau Ping Sum, Pearce	6	5	5	4	2	2	1	1
Chew Heng Ching	6	6	5	5	2	2	1	1
Hsu Ming Hung	6	6						
Chang Shih Hsing	6	5						

Principle 2: Board Composition and Guidance

The Board comprises four Executive Directors and three Independent non-executive Directors. The NC reviews annually the independence of each Director for the financial year ended 2014. CG guidelines 2.1 and 2.3

There is presently a good balance between the executive and non-executive Directors and a strong and independent element on the Board. The Board, through the delegation of its authority to the NC, has used its best efforts to ensure that Directors appointed to the Board and its Board Committees comprise directors who as a group provide an appropriate balance and diversity of skills, experience and knowledge of the Group and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge to enable the Board to make sound and well-considered decisions. CG guidelines 4.3 and 2.6

As a group, the Directors bring with them a broad range of industry knowledge, expertise and experience. Each Director has been appointed on the strength of his calibre, experience and potential to contribute to the Company and its businesses. The Directors bring valuable insights from different perspectives vital to the strategic interests of the Company.

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Although all the Directors have an equal responsibility for the Group's operations, the role of these Independent Directors is particularly important in ensuring that the strategies proposed by Management are constructively challenged, fully discussed and examined, and take account of the long-term interests, of the Shareholders, having regard to the interests of employees, customers, suppliers and the many communities in which the Group conducts business. The Independent Directors help to develop proposals on strategy. The Independent Directors also review the performance of Management in meeting agreed goals and objectives, and monitor the reporting of performance.

CG guideline 2.7

All the Independent Directors have served on the Board beyond nine years from the date of their first appointment. The Board is of the view that all the three Independent Directors are still independent as they are capable of maintaining their objectivity and judgement at all times in carrying out their duties and responsibilities as Independent Directors. Furthermore the NC and the Board opined that time on the Board would not affect a director's character and/or judgement which can be seen in board and committees meetings where the Independent Directors are constantly challenging Management on their business strategies all these years. Their extensive experience and familiarity with the business and management team is even more valuable to the Group now given the current situation.

CG guideline 2.4

Lead by the Lead Independent Director, the Independent Directors are encouraged to meet, without the presence of Management, and they do so at least once a year, so as to be a more effective check on Management.

CG guidelines 2.8 and 3.4

Principle 3: Chairman and Chief Executive Officer

There is a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Company's business with clearly defined lines of responsibility between the Board and executive functions of the management of the Group's business. The Board sets broad business guidelines, approves financial objectives and business strategies and monitors the standards of the performance of the executive management on a periodic basis.

Mr Hsu Hung Chun, the President and founder of the Group, assumes the role of Chairman of the Board while his brother, Mr Hsu Cheng Chien, the Managing Director, assumes the role of CEO of the Company. The Chairman is primarily responsible for the orderly conduct and working of the Board, ensuring the integrity and effectiveness of its governance process. The CEO is responsible for the day-to-day and overall operations of the business and the implementation of the Board's strategies and policies.

CG guideline 3.3

Mr Lim Hock Beng, an independent non-executive director, is also the Lead Independent Director of the Company. He will be available to shareholders where they have concerns which contact through the normal channels of the Chairman or the Managing Director has failed to resolve or for which such contact is inappropriate.

The Chairman's role includes:

CG guideline 3.2

- lead the Board to ensure its effectiveness on all aspects of its role;
- set the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- promote a culture of openness and debate at the Board;
- ensure that the Directors receive complete, adequate and timely information;
- ensure effective communication with Shareholders;
- encourage constructive relations within the Board and between the Board and Management;
- facilitate the effective contribution of Directors, in particular, non-executive Directors; and
- promote high standards of corporate governance.

CORPORATE GOVERNANCE REPORT

Principle 4: Board Membership

Nominating Committee

CG guideline 4.1

The NC comprises the following Directors:

Mr Chew Heng Ching (Chairman)
Mr Hsu Hung Chun
Mr Lim Hock Beng
Mr Lau Ping Sum, Pearce

The NC meets at least once every year and had full attendance by its committee members during the financial year ended December 31, 2014. The Chairman of the NC is neither a substantial shareholder of the Company nor directly associated with a substantial shareholder of the Company. The Lead Independent Director is a member of the NC.

CG guideline 4.1

The NC has adopted its own terms of reference in compliance with the Code that describes the responsibilities of the members. Amongst them, the NC is responsible for making recommendations to the Board on all Board appointments.

CG guideline 4.1

The primary function of the NC is to determine the criteria for identifying candidates and to review nominations for the appointment of Directors to the Board, to consider how the Board's performance may be evaluated and to propose objective performance criteria for the Board's approval. Its duties and functions are outlined as follows:

CG guidelines 4.1
and 4.2

- to make recommendations to the Board on the appointment of new executive and non-executive Directors, including making recommendations on the composition of the Board generally and the balance between executive and non-executive Directors appointed to the Board;
- to assist the Board when the Board examines its size with a view to determining the impact of the number upon effectiveness, decide on what it considers an appropriate size for the Board, which facilitates effective decision making. The NC may make recommendations to the Board with regards to any adjustments that are deemed necessary;
- to review, assess and recommend nominees or candidates for appointment or election to the Board, having regard to his/her requisite qualifications and competency and whether or not he/she is independent and in the case of a re-nomination, to his/her contribution and performance (e.g. attendance, preparedness, participation and candour);
- to determine, on an annual basis, if a Director is independent bearing in mind the circumstances set forth in the Code and other salient factors. If the NC determines that a Director, who has one or more of the relationships mentioned therein can be considered independent, the Company should disclose in full the nature of the Director's relationship and bear responsibility for explaining why he/she should be considered independent. Conversely, the NC has the discretion to determine that a Director is not independent even if the said Director does not fall under the circumstances set forth in the Code;
- to make recommendations to the Board for the continuation (or not) in services of any Director who has reached the age 70 years;
- to recommend Directors who are retiring by rotation to be put forward for re-election;
- to decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director, particularly when he/she has multiple board representations;
- to recommend to the Board internal guidelines to address the competing time commitments faced by Directors who serve on multiple boards;
- to assist the Board to implement a process for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual Director to the effectiveness of the Board;

CG guideline 2.5

CG guideline 4.3

CG guideline 4.4

CORPORATE GOVERNANCE REPORT

- to decide how the Board's performance may be evaluated and propose objective performance criteria. The Chairman of the NC should act on the results of the performance evaluation and where appropriate, propose new members be appointed to the Board or seek the resignation of Directors, in consultation with the NC; CG guideline 5.2
- to provide a description of the process for the selection and appointment of new Directors to the Board. This should include disclosure on the search and nomination process;
- to review the board succession plan for directors, in particular, the Chairman and the CEO; and
- to identify and review training and professional development needs for the Board.

Although the Company's Articles allow the appointment of a maximum of 12 directors, the NC is of the view that the current board size of seven directors is adequate, taking into consideration of the nature and the scope of the Group's operations.

Under the Company's Articles of Association, any new Director appointed by the Board shall retire at the next annual general meeting ("AGM") of the Company and shall then be eligible for re-election at that meeting. Each Director shall retire at least once every three years and is eligible for re-election. The Board has accepted NC's nomination of the retiring Director who has given his consent for re-election at the Company's forthcoming AGM. CG guideline 4.2

The retiring Directors are:

Mr Hsu Hung Chun will retire pursuant to Article 103 of the Company's Article of Association; and

Messrs Lim Hock Beng and Lau Ping Sum, Pearce will retire pursuant to Section 153 of the Companies Act Chapter 50 of Singapore.

In its search, nomination and selection for new Directors, the NC identifies the key attributes that an incoming Director should have, based on a matrix of the CG Guideline 4.6 attributes of the existing Board and the requirements of the Group. After endorsement by the Board of the key attributes, the NC taps on the resources of Directors' personal contacts and recommendations of potential candidates, and goes through a short-listing process. If candidates identified from this process are not suitable, executive recruitment agencies are appointed to assist in the search process. Interviews are set up with potential candidates for NC members to assess them, before a decision is reached. CG guideline 4.6

The Chairman of the Board will give feedback to the NC on the appointment of new Directors or retirement or resignation of existing Directors, following the outcome of an annual performance evaluation of individual Directors, and the NC will take into consideration his views in this regard. CG guideline 5.3

The NC is also responsible for determining annually, the independence of Directors. In doing so, the NC takes into account the circumstances set forth in CG Guidelines 2.3 and 2.4 the Code and any other salient factors. Following its annual review, the NC has endorsed the independence of the following Directors, Messrs Lim Hock Beng, Lau Ping Sum, Pearce and Chew Heng Ching. CG guideline 4.3

Notwithstanding that each of our Independent Directors has multiple board representations, the NC is satisfied that sufficient time and attention is being given by the Directors to the affairs of the Group and thus, there is presently no need to implement internal guidelines to address their competing time commitments. This matter is reviewed on an annual basis by the NC. CG guideline 4.4

No alternate director has been appointed to the Board. CG guideline 4.5

CORPORATE GOVERNANCE REPORT

Principle 5: Board Performance

The Board has implemented a process carried out by the NC for assessing the effectiveness of the Board as a whole. For the year under review, the NC has evaluated and discussed the results of the Board's performance and effectiveness as a whole and carried out a review of the independence of Directors. Each year, each Director is requested to complete a comprehensive evaluation questionnaire with regard to board performance. The aim of the questionnaire is to assess whether each director continues to contribute effectively and demonstrate commitment to the role (including commitment of time for meetings of the Board and board committees, and any other duties).

CG guideline 5.1

CG guideline 5.3

The questionnaire covers various aspect of board effectiveness, including:

CG guideline 5.2

- effectiveness of discussions and debate;
- relationship between the Board and Management, including the flow of information and level of engagement;
- the level and quality of Directors' contributions and standard of conduct;
- Board processes, including level and timeliness of information provided to the Board;
- adequacy of composition of the Board; and
- degree of diversity of skills, experience and knowledge of Directors.

The responses to the questionnaire will be collated and reviewed by the NC and the NC will make its recommendation to the Board.

The Chairman, in consultation with the NC, will, if necessary, propose steps to be undertaken to strengthen the Board's leadership so as to improve the effectiveness of the Board's oversight of the Company.

CG guideline 5.3

Principle 6: Access to Information

The Board has separate and independent access to management and the Company Secretary at all times in carrying out their duties. Requests for information from the Board are dealt with promptly by Management. The Board is informed of all material events and transactions as and when they occur. Directors are given Board papers, background or explanatory information, including risk, benefits, and financial impact, relating to matters to be brought before the Board, in advance of meetings for them to be adequately prepared for meetings and senior Management is, where necessary, in attendance at the Board meetings. The Company Secretary attends all Board meetings and meetings of the AC, NC and RC except those meetings held overseas. The Company Secretary or her representatives administer, attend and prepare minutes of Board and Board Committees meetings, and assist the Chairman in ensuring that Board procedures are followed in accordance with the Company's Articles of Association so that the Board functions effectively.

CG guidelines 6.1, 6.2, 6.3 and 6.4

The appointment and the removal of the Company Secretary are subject to the Board's approval.

The Directors have, individually or as a group, the right to seek independent legal and other professional advice, where necessary, in order to fulfill his duties and responsibilities as Director. Any expense incurred in this aspect shall be borne by the Company.

CG guideline 6.5

CORPORATE GOVERNANCE REPORT

(B) REMUNERATION MATTERS

Principle 7: Procedures for Developing Remuneration Policies

The RC is responsible for ensuring a formal and transparent procedure for developing policy on executive remuneration, and for fixing the remuneration packages of individual Directors and senior Management.

Remuneration Committee

CG guideline 7.1

The RC comprises the following three non-executive and Independent Directors:

Mr Lau Ping Sum, Pearce (Chairman)
Mr Lim Hock Beng
Mr Chew Heng Ching

The principal responsibilities of the RC are:

CG guideline 7.1

- (i) to review and recommend to the Board in consultation with the Chairman of the Board and submit for endorsement by the Board, a framework of remuneration and to determine the specific remuneration packages and terms of employment for each of the executive directors and key management personnel of the Group including those employees related to the executive directors and controlling shareholders of the Company. CG guideline 7.2
- (ii) to recommend to the Board in consultation with the Management and the Chairman of the Board, the employees' share option schemes or any long term incentive schemes which may be set up from time to time and to do all acts in connection herewith.
- (iii) to determine the remuneration of non-executive directors, which remuneration should be appropriate to the level of contribution, taking into account factors such as effort and time spent and responsibilities of the directors.
- (iv) to review 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.
- (v) to carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the Committee by the Board from time to time.
- (vi) to prepare and submit an annual remuneration report which covers the remuneration policies, level and mix of remuneration, the procedure for setting remuneration, the remuneration of directors, the CEO and at least the top five key management personnel who are not also directors or the CEO of the Company to the Board for disclosure in the Company's annual report.

Note:

Service contracts for Executive Directors are for a period not longer than three years and the remuneration package are fair, linking rewards with performance.

The non-executive directors are paid directors' fees, the amount of which is dependent on the level of contribution, taking into account attendance, time spent, member of board committee and their respective responsibilities.

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The RC meets at least once annually and had full attendance by its committee members during the financial year ended December 31, 2014. The RC has adopted its own terms of reference in compliance with the Code that describes the responsibilities of the members. CG guideline 7.1

Each member of the RC shall abstain from voting on any resolutions in respect of his remuneration package.

The RC has accessed to expert advice in the field of executive compensation outside the Company, when required. For the financial year FY2014, having considered the matter, the RC has not sought external advise on remuneration of all Directors. CG guideline 7.3

The RC reviews the terms and conditions of service agreements of the Executive Directors before their execution. In the course of such review, the RC will consider the Group's obligations arising in the event of termination of these service agreements, to ensure that such agreements contain fair and reasonable termination clauses and are not overly generous so as to avoid rewarding poor performance. CG guideline 7.4

Principle 8: Remuneration of Level and Mix

In structuring a compensation framework for Executive Directors and key executives, the RC seeks to link a significant and appropriate proportion of executive compensation to the individual and the Group's performance. In structuring the compensation framework, the RC also takes into account the risk policies of the Group, the need for compensation to be symmetric with risk outcomes and the time horizon of risks. In assessing executive Directors' and key management personnel's performance, the RC considers appropriate and meaningful measures. Further, in considering whether the compensation is appropriate for Independent Directors, the RC takes into account factors such as effort and time spent, and responsibilities of the Directors; and the principal that Independent Directors should not be over-compensated to the extent that their independence might be compromised. The RC's recommendation are made in consultation with the Chairman of the Board and submitted for endorsement by the entire Board. CG guidelines 8.1, 8.3 and 9.6

The Company does not have any employee share option scheme and other long-term incentive scheme for directors and employees of the Group. CG guidelines 8.2, 8.3 and 9.5

The Company does not use contractual provisions to allow the Group to reclaim incentive components of remuneration from executive directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the executive directors in the event of such breach of fiduciary duties. CG guideline 8.4

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Principle 9: Disclosure on Remuneration

DISCLOSURE ON REMUNERATION

CG guidelines 9.1,
9.2 and 9.3

Directors	Salary %	Bonus %	Director Fees %	Total %	Total S\$
Hsu Hung Chun	95	5	–	100	435,204
Hsu Cheng Chien	95	5	–	100	435,204
Lim Hock Beng	–	–	100	100	80,000
Lau Ping Sum, Pearce	–	–	100	100	70,000
Chew Heng Ching	–	–	100	100	70,000
Hsu Ming Hung	86	14	–	100	80,153
Chang Shih Hsing	93	7	–	100	83,630

Key executives	Salary %	Bonus %	Total %	Remuneration Band
Lu To Jen	93	7	100	Below S\$150,000
Wu Kun Chen	93	7	100	Below S\$150,000
Liu Shih-Chang	93	7	100	Below S\$150,000

For FY2014, the Group only has top three key executives. In view of the disadvantages to the Group's business interest, highly competitive human resource environment and confidentiality reasons, the Company has decided not to disclose information on the remuneration of the top three key executives.

The aggregate amount of any termination (on the assumption that any termination by the Group would be with notice as contractually provided for and excluding termination by reason of redundancy), retirement and post-employment benefits that may be granted to Directors (including the chief executive officer (the "CEO") and the top three key management personnel (who are not Directors or the CEO) is nil.

CG guideline 9.1

The aggregate total remuneration paid to the top three key management personnel (who are not directors or the CEO) for FY2014 is approximately S\$302,000.

CG guideline 9.3

Immediate family members of Directors or CEO

CG guideline 9.4

The following are immediate family members of Directors or CEO in employment with the Group and whose remuneration exceeds S\$50,000 during the financial year ended December 31 2014:

Employee	Salary %	Bonus %	Total %	Remuneration Band
Hsu Ming Chang – brother of Hsu Ming Hung	93	7	100	S\$50,000 - S\$100,000
Yang Yu Lin – wife of Hsu Cheng Chien	93	7	100	S\$50,000 - S\$100,000
Chang Yu-Yao – sister of Chang Shih Hsing	93	7	100	S\$50,000 - S\$100,000

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(C) ACCOUNTABILITY AND AUDIT

Principle 10: Accountability

The Board is responsible for providing a balanced and understandable assessment of the Group's performance, position, prospects, operations and financial position and updating the Shareholders through the quarterly and full year results announcements as well as timely announcements of other matters as prescribed by the relevant rules and regulations. CG guideline 10.1

The Board receives from Management regular updates and financial information which present a balanced and understandable assessment of the Company's performance, position and prospects. The Management circulates quarterly financial reports to the AC which includes the income statement, statement of financial positions, statement of comprehensive income and cash flow statement of the Group, transactions between the Group and any interested person (namely, any of the Directors or any of the Controlling Shareholders or any of their Associates) and latest corporate developments. CG guideline 10.2

Management provides management accounts to the Board together with explanation and information on a monthly basis and also as and when the Board requires the same. These enable the Board to make balanced and informed assessment of the Company's performance, position and prospects. CG guideline 10.3

Written policies are established where appropriate to ensure compliance by the Board with applicable legislative and regulatory requirements. For example, the Company has adopted a set of insider trading policy and whistle-blowing policy. CG guideline 10.2

Principle 11: Risk management and internal controls

The Board recognises the importance of sound internal controls and risk management practices to good corporate governance. The Board affirms its overall responsibility for the Group's systems of internal controls and risk management. In this regard, the Board: CG guidelines 11.1 and 11.2

- ensures that Management maintains a sound systems of risk management to safeguard shareholders' interests and the Group's assets;
- determines the nature and extent of significant risks that the Board is willing to take in achieving its strategic objective;
- determines the Company's levels of risk tolerance and risk policies;
- oversees Management in the design, implementation and monitoring of risk management and internal control systems (including financial, operational, compliance and information technology controls and risk management systems); and
- reviews annually the adequacy and effectiveness of the risk management and internal control systems.

The Group faces a variety of risks including risks from the industry and geographic region in which it operates. The effective management of risks enhances the Company's ability to achieve its financial and operational goals, and to meet its legal and compliance responsibilities, thereby protecting and enhancing shareholder value. The Company's commitment is to manage the business risks to an acceptable level, so as to maximise opportunities and minimise negative outcomes. It should however be noted that the Company's risk management systems are designed to manage rather than to eliminate the risk. In addition, it should be noted that any system can provide only reasonable, and not absolute, assurance against risks. CG guideline 11.3

The Board is of the opinion, that the current established systems provide reasonable assurance against risks. Hence, the Board has decided to defer the appointment of the Board Risk Committee to a later date. CG guideline 11.4

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For the FY2014, the Board has received assurance from CEO and the Head of Finance of the Company that: CG guideline 11.3

- the financial records of the Group have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- the system of risk management and internal control in place within the Group (including financial, operational, compliance and information technology controls) is adequate and effective in addressing the material risks in the Group in its current business environment.

Principle 12: Audit Committee

Audit Committee

CG guideline 12.1

The AC comprises the three non-executive and Independent Directors:

Mr Lim Hock Beng (Chairman)
Mr Lau Ping Sum
Mr Chew Heng Ching

The AC held five meetings during the financial year ended December 31, 2014. The AC meets regularly with the Group's external and internal auditors and Management to review accounting, auditing and financial reporting matters so as to ensure that an effective system of control is maintained in the Group. The AC met once with the external auditors of Singapore without the presence of the Management during the financial year ended December 31, 2014. CG guidelines 12.5 and 12.8

The Board is of the view that the AC members are appropriately qualified in that they have sufficient accounting or related financial management expertise and experiences to discharge the AC's function. The AC Chairman, has recent and relevant accounting or related financial management expertise or experience. As and when necessary or appropriate, the Company will engage external professionals to assist the AC. CG guideline 12.2

The AC has adopted its own terms of reference in compliance with the Code that describes the responsibilities of the members. During the meetings of the AC held during the financial year, the AC performed its functions and responsibilities as set out in its terms of reference, which include the following: CG Guidelines 12.1, 12.4, 13.5, 13.1 and 12.3.

- to review with the external auditors:
 - (a) the audit plan, including the nature and scope of the audit before the audit commences;
 - (b) their evaluation of the system of internal accounting controls;
 - (c) their audit report; and
 - (d) their management letter and Management's response.
- to ensure co-ordination where more than one audit firm is involved;
- to review all formal announcements relating to the Company's financial performance and the quarterly and annual financial statements to ensure the integrity of the said financial statements and formal announcements; and thereafter to submit them to the Board for approval. The AC will focus, inter alia, on the following:
 - (a) significant financial reporting issues and judgements;
 - (b) changes in accounting policies and practices;
 - (c) major risk areas;
 - (d) significant adjustments resulting from the audit;
 - (e) the going-concern statement;

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- (f) compliance with accounting standards;
- (g) audit qualifications (if any);
- (h) concerns and issues arising from the audits; and
- (i) compliance with stock exchange and statutory/regulatory requirements.

- to discuss problems and concerns, if any, arising from the quarterly, half-year and final audits, in consultation with the external auditors and the internal auditors where necessary;
- to meet with the external auditors and internal auditors without the presence of Management, at least annually, to discuss any problems and concerns they may have. The external auditors have the right to appear and be heard at any meeting of the AC and shall appear before the AC when required to do so by the AC;
- to review the assistance given by Management to the external auditors;
- to review annually the scope and results of the audit and its cost effectiveness as well as the independence and objectivity of the external auditors. Where the auditors also provide a substantial volume of non-audit services to the Company, to review the nature and extent of such services in order to balance the maintenance of objectivity and value for money, and to ensure that the independence of the auditors would not be affected;
- to review the internal audit programme and ensure co-ordination between the internal and external auditors and the Management;
- to review the effectiveness of the internal audit function, the scope and results of the internal audit procedures and to ensure that the internal audit function has adequate resources and has appropriate standing within the Company and to review and ensure annually the adequacy of the internal audit function;
- to recommend to the Board if the internal audit function be undertaken in-house or out-sourced to a reputable public accounting/auditing firm. If the public accountant is also the external auditor of the Company, the AC should satisfy itself that the independence of the public accountant is not compromised by any other material relationship with the Company;
- to review the adequacy of the Company's internal controls. Guideline 12.4 states that the AC should review the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls established by the Management (collectively "internal controls"). The AC should ensure a review of the adequacy and effectiveness of the Company's internal controls is conducted at least annually;
- to review the audited (consolidated) financial statements of the Company, and thereafter to submit to the Board;
- to review all internal audit reports. The internal auditor's primary line of reporting should be to the Chairman of the AC;
- to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation, which has or is likely to have an impact on the Company's and Group's operating results or financial position. To also discuss the above with the external auditors and to review Management's response;
- to investigate any matter within its terms of reference, with full access to and co-operation by Management and full discretion to invite any Director or executive officer to attend its meetings, and with reasonable resources to enable it to discharge its functions properly;
- to review arrangements by which employees of the Company, its subsidiaries, and associates may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the independent investigations of such matters and for appropriate follow up actions;
- to report to the Board its findings from time to time on matters arising and requiring the attention of the AC. In addition, upon the request of the auditor, the Chairman of the AC shall convene a meeting of the AC to consider any matters the auditor believes should be brought to the attention of the Directors or Shareholders;

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- to recommend to the Board the appointment, re-appointment, removal and matters arising from the resignation of the external auditors, and approve the remuneration and terms of engagement of the external auditors;
- to review all other existing and future IPTs not having been approved by the Shareholders to ensure that they are carried out at arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and minority Shareholders;
- to review all IPTs to ensure compliance with Chapter 9 of the Listing Manual of the SGX-ST;
- where appropriate, to update the SGX-ST on any findings of the independent accounting firm commissioned to review the adequacy of the Group's existing system of internal controls relating to IPT review procedures, and any follow up action taken by the AC, if any;
- to review the payment terms for IPTs (not previously approved by the Shareholders) on a quarterly basis;
- to review IPTs, including but not restricted to, comment in annual report as to whether the IPTs are conducted in accordance with the review procedures;
- to review any potential conflict of interest;
- to review the hedging policies, all types of instruments used for hedging as well as the foreign exchange policies and practices of the Group;
- to review the reporting structure relating to the Group's accounting function and conduct semi-annual meetings with the Head of Finance to ensure that the Head of Finance is able to discharge his responsibilities effectively;
- to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and
- to undertake generally such other functions and duties as may be required by law or the Listing Manual of the SGX-ST, and by such amendments made thereto from time to time.

In July 2010, the Singapore Exchange Limited and Accounting and Corporate Regulatory Authority had launched the "Guidance to Audit Committees on Evaluation of Quality of Work performed by External Auditors" which aims to facilitate the AC in evaluating the external auditors. Accordingly, the AC had evaluated the performance of the external auditors based on the key indicators of audit quality set out in the guidance.

The AC shall also review, implement and administer the Group's Whistle-Blowing Policy which set out the provisions by which employees and other persons may, in confidence, raise serious concerns about possible improprieties in matters of financial reporting or other matters that could have a large impact on the Company and is authorised to do such acts as are necessary to ensure, *inter alia*, that (i) independent investigations are carried out in an appropriate and timely manner, (ii) appropriate action is taken to correct the weaknesses in internal controls and policies which had allowed such incidences to prevent recurrence and (iii) administrative, disciplinary, civil or other actions that are initiated following the completion of investigations are appropriate, balanced and fair.

CG guideline 12.7

The AC has reviewed the non-audit services provided by the external auditors, which comprise tax services and is satisfied with the independence and objectivity of the external auditors and recommends to the Board the nomination of Messrs Deloitte & Touche LLP for re-appointment as external auditors of the Company at the forthcoming AGM. The aggregate fees paid to the external auditors comprise fees for audit and tax services and amount to S\$173,000 and S\$6,000 respectively. The external auditors were appointed to audit the accounts of the Company, its subsidiaries and its significant associated Companies. The Company is therefore in compliance with Rules 712 and 715 of the Listing Manual.

CG guideline 12.6

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Principle 13: Internal Audit

The Company has outsourced the internal audit functions to Nexia TS Risk Advisory Pte. Ltd. It has performed and implemented internal reviews, to ensure that the system of internal controls maintained by the Company is sufficient to provide reasonable assurance that the Company's assets are safeguarded against loss from unauthorised use or disposal, transactions are properly authorised and proper financial records are being maintained. CG guideline 13.2 and 13.3

The internal auditors have a direct and primary reporting line to the AC Chairman and assist the Board in monitoring and managing risks and internal controls of the Group. The AC approves the internal audit plan and ensures the adequacy of internal audit resources prior to the commencement of the internal audit. CG guideline 13.1

The AC is satisfied that the internal auditors have adequate resources and appropriate standing within the Company. During the year, the Internal Auditor has unfettered access to all the company's documents, records, properties and personnel, including access to the AC. CG guideline 13.2

The Internal Auditor carries out its function taking guidance from the standards set by "International Professional Practices Framework" promulgated by The Institute of Internal Auditors. CG guideline 13.4

The AC and the Board have reviewed the Company's risk assessment based on the reports of the internal auditors and external auditors and based on the Group's internal control procedures established and maintained by the management of the Group, the regular audits, monitoring and reviews performed by the management, the internal and external auditors, the Board with the concurrence of the AC is of the opinion that the Group's internal controls is adequate in addressing the financial, operational, compliance and information technology risks. CG guidelines 11.3, 12.1 and 12.2

(D) SHAREHOLDERS RIGHTS AND RESPONSIBILITIES; COMMUNICATION WITH SHAREHOLDERS; CONDUCT OF SHAREHOLDER MEETING

Principle 14: Shareholder Rights.

Principle 15: Communication with Shareholders

Principle 16: Conduct of Shareholder Meetings

The Company believes in timely, fair and adequate disclosure of relevant information to the Shareholders and investors so that they will be apprised of developments that may have a material impact on the price or value of Company's securities. The Company does not practice selective disclosure. In this respect, the Board presents a balanced and understandable assessment of the Group's performance, position and prospects in its announcements, including quarterly and full-year results and reports to regulators, if any, all of which are released through SGX-ST's website at SGXNet (www.sgx.com). Press releases are announced through SGXNet before they are published. The Company also strives to be as descriptive, detailed and forthcoming as possible. The Company has a policy that where there is inadvertent disclosure made to a selected group, the Company will ensure that the information is disclosed publicly to all others as soon as practicable. To date, there has not been any such inadvertent disclosures. CG guidelines 14.1, 15.1 and 15.2

Before and after every general meeting, the Chairman and other members of the Board will engage in dialogue with Shareholders, to gather views or inputs, and address Shareholders' concerns. The Company also solicits the views of the Shareholders through analyst briefings and meetings with investors and fund managers. The Company is open to meetings with investors and analysts, and in conducting such meetings, the Company is mindful of the need to ensure fair disclosure. CG guidelines 15.3 and 15.4

CORPORATE GOVERNANCE REPORT

The Company has a corporate communication and investor relation executive, who communicates with its investors on a regular basis and attends to their queries. Any queries and concerns regarding the Group can be conveyed to the following person:

Mr Stephen Yong Sooi Seong
Investor Relations Manager
Handphone No.: 96364323
E-mail: ssyong@huanhsin.com.my

Shareholders can also obtain information on the Group's activities on the Company's website at www.huanhsin.com.

The Company believes that all these accesses to information will facilitate the Shareholders in their exercise of their ownership rights.

All Shareholders will receive the annual report and notice of AGM. At general meetings of shareholders, the Shareholders will be given the opportunity to voice their views and ask Directors or Management questions regarding the Company's affairs. The Chairmen of the AC, RC and NC will normally be present at the AGM to answer any questions relating to the work of these Board Committees. The external auditors will be also present at the AGM to answer questions from the Shareholders about the conduct of audit and the preparation and content of the Auditors' Report. While the Board agrees that voting at general meetings should be conducted by poll so as to ensure that the Shareholders have the opportunity to participate effectively at general meetings, however in view of the current situation of the Group and having undertaken a cost/benefit analysis, the Company has decided to defer the implementation of voting by poll at general meetings unless a poll is demanded pursuant to the Articles of Association of the Company. CG guidelines 14.2 and 16.3

The Company records minutes of all general meetings and questions and comments from shareholders together with the responses of the Board and Management. These are available to Shareholders at their request. CG guideline 16.4

A Shareholder who is entitled to attend and vote may either vote in person or in absentia through the appointment of one or two proxies (who can either be named individuals nominated by the Shareholder to attend the meeting or the Chairman of the meeting as the Shareholder may select). The Articles of Association of the Company allows a member of the Company to appoint one or two proxies to attend and vote instead of the member. CG guidelines 14.3, 15.1 and 16.1

Subject to compliances to any relevant laws or regulations and the demand for voting *in absentia*, such as by mail, e-mail or fax, etc., the Company may evaluate the possibility of such voting method. In connection with such evaluation, careful study will have to be undertaken to ensure the integrity of the information and the authentication of the identity of members through the web is not compromised. CG guideline 16.1

Separate resolutions are proposed at general meetings for approval for each substantially separate issue. "Bundling" of resolutions are kept to a minimum and are done only where the resolutions are interdependent so as to form one significant proposal and only where there are reasons and material implications justifying the same. Each item of special business included in the notice of the meeting will be accompanied by a full explanation of the effects of a proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting. CG guidelines 15.5, 14.2 and 16.2

The Company does not have a policy on payment of dividends; instead the issue of the payment of dividend is deliberated at length by the Board annually having regard to various factors such as the Group's earnings, its financial position and future plans. No dividends are declared for the financial year ended December 31, 2014 in view of the current financial position of the Company. CG guideline 15.5

CORPORATE GOVERNANCE REPORT

SECURITIES TRANSACTIONS

The Company has adopted its own internal Code of Best Practices on Securities Transactions (“Securities Transaction Code”). The Securities Transaction Code provides guidance to the directors and key employees of the Group with regard to dealing in the Company’s shares. It emphasises that the law on insider trading is applicable at all times notwithstanding the window periods for dealing in the shares. The Securities Transaction Code also enables the Company to monitor such share transactions by requiring employees to report to the Company whenever they deal in the Company’s shares. The Company issues circulars to its directors, executives and employees that they must not trade in the listed securities of the Company two weeks before the release of the quarterly results and one month before the release of the year-end financial results.

For financial year ended December 31, 2014 the Company has complied with the requirements of Rule 1207(19) of the Listing Manual of the SGX-ST, which states that an officer should not deal in his company’s securities on short-term considerations

ADDITIONAL INFORMATION

1. Material Contracts

No material contracts to which the Company or any related company is a party which involved the interest of the directors or controlling shareholders subsisted at, or have been entered into since the previous financial year.

2. Interested Person Transactions

Transactions with interested person, who is a director, chief executive officer and controlling shareholders, during the financial year as follow:

Interested persons	Nature of transaction	2014 S\$'000	2013 S\$'000
Hsu Hung Chun/Hsu Cheng Chien	Rental expense	66	66
Hsu Hung Chun/Hsu Cheng Chien	License fee	10	10

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REPORT OF THE DIRECTORS

The directors present their report together with the audited consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended December 31, 2014.

1 DIRECTORS

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

Mr Hsu Hung Chun
Mr Hsu Cheng Chien
Mr Lim Hock Beng
Mr Lau Ping Sum, Pearce
Mr Hsu Ming Hung
Mr Chang Shih Hsing
Mr Chew Heng Ching

2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate.

3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

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

The Company – Ordinary shares	Shareholdings registered in the names of directors		Shareholdings in which directors are deemed to have an interest	
	At beginning of financial year	At end of financial year	At beginning of financial year	At end of financial year
Mr Hsu Hung Chun	–	–	75,712,234	75,712,234
Mr Hsu Cheng Chien	500,000	500,000	75,712,233	75,712,233
Mr Hsu Ming Hung	750,000	750,000	–	–
Mr Chang Shih Hsing	2,090,066	2,090,066	120,000	120,000

By virtue of Section 7 of the Singapore Companies' Act, Messrs Hsu Hung Chun and Hsu Cheng Chien are deemed to have interests in all the related corporations of the Company.

The directors' interests in the shares of the Company as at January 21, 2015 were the same as at December 31, 2014.

REPORT OF THE DIRECTORS

4 DIRECTORS' RECEIPT AND ENTITLEMENT TO CONTRACTUAL BENEFITS

Since the beginning of the financial year, no director has received or become entitled to receive a benefit which is required to be disclosed under Section 201(8) of the Singapore Companies Act, by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a Company in which he has a substantial financial interest except for salaries, bonuses and other benefits as disclosed in the financial statements. Certain directors received remuneration from related corporations in their capacities as directors and/or executives of those related corporations and as disclosed in the financial statements. There will certain transactions (as shown in the financial statements) with a corporation in which certain directors have an interest.

5 SHARE OPTIONS

(a) *Options to take up unissued shares*

During the financial year, no options to take up unissued shares of the Company or any corporation in the Group were granted.

(b) *Options exercised*

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

(c) *Unissued shares under option*

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under options.

6 AUDIT COMMITTEE

The Audit Committee of the Company is chaired by Mr Lim Hock Beng, an independent director, and includes Mr Lau Ping Sum, Pearce and Mr Chew Heng Ching, both of whom are independent directors. The Audit Committee has met 5 times since the last Annual General Meeting ("AGM") and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

- (a) the audit plan of the external auditors, their audit report, their management letter and the management's response;
- (b) the Group's financial and operating results and accounting policies;
- (c) to review the annual financial statements, and quarterly announcements before submission to the Board of Directors for approval;
- (d) to review internal control and procedures, including review of the internal auditor's internal audit plan and internal audit findings;
- (e) to ensure that the internal audit function is adequately resourced;
- (f) to review the co-ordination between the external auditors and management, the assistance given by management to the auditors and addressing any issues and matters arising from the audits;
- (g) to consider and make recommendation on the re-appointment of the external auditors; and

REPORT OF THE DIRECTORS

6 AUDIT COMMITTEE (cont'd)

(h) to review Interested Person Transactions falling within the scope of the Audit Committee's term of reference.

The Audit Committee has reviewed the independence of Deloitte & Touche LLP including the volume of non-audit services supplied by Deloitte & Touche LLP and is satisfied of Deloitte & Touche LLP's position as an independent external auditor. The nature and extent of such services will not prejudice the independence and objectivity of the external auditors.

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

The Audit Committee has recommended to the Board of Directors the nomination of Deloitte & Touche LLP for re-appointment as external auditors of the Group at the forthcoming AGM of the Company.

7 AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

ON BEHALF OF THE DIRECTORS



Hsu Hung Chun



Hsu Cheng Chien

March 20, 2015

STATEMENT OF DIRECTORS

In the opinion of the directors, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 33 to 97 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at December 31, 2014, and of the results, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

ON BEHALF OF THE DIRECTORS



Hsu Hung Chun



Hsu Cheng Chien

March 20, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF HUAN H SIN HOLDINGS LTD

Report on the Financial Statements

We have audited the accompanying financial statements of Huan Hsin Holdings Ltd (the "Company") and its subsidiaries (the "Group") which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at December 31, 2014, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 33 to 97.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standard, 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 profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF HUAN HSIN HOLDINGS LTD

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at December 31, 2014 and of the results, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date.

Emphasis of Matter

We draw attention to Note 1 in the accompanying financial statements which indicates that for the financial year ended December 31, 2014, the Group and the Company incurred a net loss of \$91,609,000 (2013 : \$80,806,000) and \$16,870,000 (2013 : a net profit of \$573,000) respectively. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty which may cast significant doubt on the Group's and Company's ability to continue as going concerns. Management has formulated and commenced to implement a restructuring plan which includes the divestment of non-core assets, cessation of non-performing companies and consolidation of certain existing resources to improve optimal utilisation of resources available. Our opinion is not modified in respect of this matter.

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

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

March 20, 2015

STATEMENTS OF FINANCIAL POSITION

December 31, 2014

	Note	Group		Company	
		2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
ASSETS					
Current assets					
Cash and bank balances	6	35,988	63,207	205	153
Trade receivables	7	81,538	174,652	–	–
Other receivables, deposits and prepayments	8	33,970	13,072	60,263	54,807
Inventories	9	60,603	103,531	–	–
Non-current assets classified as held for sale	10	23,407	2,049	–	1,409
Total current assets		235,506	356,511	60,468	56,369
Non-current assets					
Associate	11	1,580	1,636	1,089	1,069
Subsidiaries	12	–	–	116,191	132,254
Available-for-sale investments	13	26,341	30,458	25,272	25,386
Deferred tax assets	14	–	535	–	–
Land use rights	15	7,729	12,966	–	–
Property, plant and equipment	16	61,739	133,258	–	–
Total non-current assets		97,389	178,853	142,552	158,709
Total assets		332,895	535,364	203,020	215,078
LIABILITIES AND EQUITY					
Current liabilities					
Trade payables	17	82,143	136,456	–	–
Other payables and accruals	18	45,182	47,713	2,629	2,385
Borrowings	19	102,093	155,751	–	–
Income tax payable		1,238	1,212	–	2
Total current liabilities		230,656	341,132	2,629	2,387
Non-current liability					
Borrowings	19	81,722	78,557	51,461	49,347
Capital, reserves and non-controlling interests					
Share capital	20	151,097	151,097	151,097	151,097
Capital reserve	21	54,772	54,772	–	–
Translation reserves		(6,566)	(1,874)	(372)	(2,828)
Legal reserves		34,896	34,843	–	–
Accumulated (losses) profits		(229,914)	(150,906)	(1,795)	15,075
Equity attributable to owners of the Company		4,285	87,932	148,930	163,344
Non-controlling interests		16,232	27,743	–	–
Total equity		20,517	115,675	148,930	163,344
Total liabilities and equity		332,895	535,364	203,020	215,078

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Financial year ended December 31, 2014

	Note	2014 \$'000	Group 2013 \$'000
Revenue	22	355,788	472,469
Other operating income	23	24,788	5,507
Changes in inventories of finished goods and work-in-progress		(25,493)	2,880
Raw material and consumables used		(195,566)	(284,619)
Impairment losses		(22,223)	(24,148)
Employee benefits expenses	24	(107,317)	(118,104)
Depreciation and amortisation expense	15 & 16	(17,089)	(21,963)
Other operating expenses		(95,640)	(100,679)
Share of (loss) profit of associate	11	(83)	29
Finance costs	25	(8,287)	(7,226)
Loss before income tax	26	(91,122)	(75,854)
Income tax	27	(487)	(4,952)
Loss for the year		<u>(91,609)</u>	<u>(80,806)</u>
<u>Loss for the year attributable to:</u>			
Equity holders of the Company		(78,955)	(75,221)
Non-controlling interests		(12,654)	(5,585)
Total		<u>(91,609)</u>	<u>(80,806)</u>
Loss per share (cents):			
Basic and fully diluted	28	<u>(19.74)</u>	<u>(18.81)</u>

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Financial year ended December 31, 2014

	Group	
	2014 \$'000	2013 \$'000
Loss for the year	(91,609)	(80,806)
Other comprehensive loss:		
<i>Items that may be reclassified subsequently to profit or loss</i>		
Exchange realignment of foreign entities:		
Exchange realignment arising during the year	(5,414)	9,450
Reclassification adjustments relating to the net assets of foreign operations disposed of in the year	1,313	–
	<u>(4,101)</u>	<u>9,450</u>
Total comprehensive loss for the year	<u>(95,710)</u>	<u>(71,356)</u>
<u>Total comprehensive loss attributable to:</u>		
Equity holders of the Company	(83,647)	(67,921)
Non-controlling interests	<u>(12,063)</u>	<u>(3,435)</u>
Total	<u>(95,710)</u>	<u>(71,356)</u>

See accompanying notes to financial statements.

STATEMENTS OF CHANGES IN EQUITY

Financial year ended December 31, 2014

	Share capital \$'000	Capital reserve \$'000	Translation reserves \$'000	Legal reserves \$'000	Accumulated losses \$'000	Attributable to owners of the Company \$'000	Non-controlling interests \$'000	Total \$'000
Group								
Balance at January 1, 2013	151,097	54,955	(9,174)	34,217	(75,059)	156,036	37,170	193,206
Total comprehensive loss for the year								
Loss for the year	-	-	-	-	(75,221)	(75,221)	(5,585)	(80,806)
Other comprehensive income for the year	-	-	7,300	-	-	7,300	2,150	9,450
Total	-	-	7,300	-	(75,221)	(67,921)	(3,435)	(71,356)
Transactions with owners, recognised directly in equity								
Transfer from accumulated losses	-	-	-	626	(626)	-	-	-
Non-controlling interest arising from incorporation of a subsidiary	-	-	-	-	-	-	3,276	3,276
Dividends paid to non-controlling interests	-	-	-	-	-	-	(2,089)	(2,089)
Effects of acquiring non-controlling interests in a subsidiary (Notes 12 and 21)	-	(183)	-	-	-	(183)	(7,179)	(7,362)
Total	-	(183)	-	626	(626)	(183)	(5,992)	(6,175)
Balance at December 31, 2013	151,097	54,772	(1,874)	34,843	(150,906)	87,932	27,743	115,675
Total comprehensive loss for the year								
Loss for the year	-	-	-	-	(78,955)	(78,955)	(12,654)	(91,609)
Other comprehensive income for the year	-	-	(4,692)	-	-	(4,692)	591	(4,101)
Total	-	-	(4,692)	-	(78,955)	(83,647)	(12,063)	(95,710)
Transactions with owners, recognised directly in equity								
Transfer from accumulated losses	-	-	-	53	(53)	-	-	-
Contribution from non-controlling interests	-	-	-	-	-	-	984	984
Disposal of subsidiaries (Note 31)	-	-	-	-	-	-	(432)	(432)
Total	-	-	-	53	(53)	-	552	552
Balance at December 31, 2014	151,097	54,772	(6,566)	34,896	(229,914)	4,285	16,232	20,517

STATEMENTS OF CHANGES IN EQUITY

Financial year ended December 31, 2014

	Share capital \$'000	Translation reserves \$'000	Accumulated profits (losses) \$'000	Total \$'000
Company				
Balance at January 1, 2013	151,097	(13,039)	14,502	152,560
Total comprehensive profit for the year				
Profit for the year	–	–	573	573
Other comprehensive profit for the year	–	10,211	–	10,211
Total	–	10,211	573	10,784
Balance at December 31, 2013	151,097	(2,828)	15,075	163,344
Total comprehensive loss for the year				
Loss for the year	–	–	(16,870)	(16,870)
Other comprehensive profit for the year	–	2,456	–	2,456
Total	–	2,456	(16,870)	(14,414)
Balance at December 31, 2014	151,097	(372)	(1,795)	148,930

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FINANCIAL YEAR ENDED DECEMBER 31, 2014

	Group	
	2014	2013
	\$'000	\$'000
Operating activities		
Loss before income tax	(91,122)	(75,854)
Adjustments for:		
Share of results of associates	83	(29)
Impairment loss on asset held for sale	8	–
Impairment loss on available-for-sale investments	775	573
Impairment loss on property, plant and equipment	21,440	23,575
Amortisation of land use right	329	326
Depreciation expense	16,760	21,637
Gain on disposal of non-current assets classified as held for sale	(821)	–
Gain on disposal of available-for-sale investments	(635)	–
Gain on disposal of property, plant and equipment	(994)	(43)
Gain on disposal of subsidiaries	(17,866)	–
Gain on winding up of subsidiaries	(954)	–
Gain on disposal of land use rights	–	(1,995)
Allowance for doubtful trade debts	217	233
Allowance for doubtful non-trade debts	545	1,551
Allowance for inventories obsolescence	9,245	4,796
Interest expense	8,287	7,226
Dividend income	(1,976)	(1,816)
Interest income	(1,528)	(1,784)
Operating cash flows before movements in working capital	(58,207)	(21,604)
Trade receivables	78,523	(36,858)
Other receivables and prepaid expenses	(7,714)	(995)
Inventories	29,166	(11,342)
Trade payables	(34,601)	34,738
Other payables	3,628	6,650
Cash generated from (used in) operations	10,795	(29,411)
Income tax paid	26	(534)
Interest paid	(8,287)	(6,977)
Interest received	1,528	1,784
Net cash from (used in) operating activities	4,062	(35,138)

CONSOLIDATED STATEMENT OF CASH FLOWS

Financial year ended December 31, 2014

	Group	
	2014	2013
	\$'000	\$'000
Investing activities		
Additions to property, plant and equipment (Note A)	(9,802)	(14,141)
Proceeds from disposal of available-for-sale instruments	4,624	–
Proceeds from disposal of subsidiaries, net (Note 31)	14,791	–
Proceeds from disposal of land use rights	–	2,334
Proceeds from disposal of property, plant and equipment (Note B)	10,586	133
Proceeds from disposal of non-current assets classified as held for sale	2,288	–
Acquisition of additional interest in a subsidiary from non-controlling interest (Note 12)	–	(7,696)
Dividend income received	1,976	1,816
Net cash from (used in) investing activities	<u>24,463</u>	<u>(17,554)</u>
Financing activities		
Proceeds from short-term bank loans	123,290	209,030
Repayment of short-term bank loans	(184,988)	(205,543)
Proceeds from other loans payable	5,728	21,611
Restricted cash	(4,817)	(7,619)
Contribution from non-controlling interest	–	3,276
Dividends paid to non-controlling interests	–	(2,089)
Net cash (used in) from financing activities	<u>(60,787)</u>	<u>18,666</u>
Net decrease in cash and cash equivalents	(32,262)	(34,026)
Cash and cash equivalents at beginning of financial year	54,137	87,670
Effects of exchange rate changes on the balance of cash held in foreign currencies	226	493
Cash and cash equivalents at end of financial year (Note 6)	<u>22,101</u>	<u>54,137</u>

Note A

During the year, the Group acquired property, plant and equipment with aggregate costs of \$10.39 million of which \$588,000 was paid and included in prepayment in prior year.

Note B

During the year, the Group disposed property, plant and equipment with aggregate costs of \$15.433 million of which \$4.847 million was outstanding and included in other receivables.

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

1 GENERAL

- a) The Company (Registration Number 199509142R) is incorporated in Singapore. The Company's principal place of business and its registered office at 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909. The Company is listed on the mainboard of the Singapore Exchange Securities Trading Limited. The financial statements are expressed in Singapore dollars.
- b) The principal activities of the Company are investment holding and the provision of services to its subsidiaries. The principal activities of the associate and subsidiaries are disclosed in Notes 11 and 12 to the financial statements respectively.
- c) During the financial year, the Group and the Company recorded a net loss of \$91,609,000 (2013 : \$80,806,000) and \$16,870,000 (2013 : a net profit of \$573,000) respectively.
- d) Management has prepared business plans and cash flows forecasts of the Group and of the Company for the financial year ending December 31, 2015 based on (i) a restructuring plan which includes the divestment of non-core assets, cessation of non-performing companies and consolidation of certain existing resources to improve optimal utilisation of resources available, (ii) the latest available interim financial information and (iii) the discussions with major customers about their expected orders, which however, do not represent firm or committed orders. As at December 31, 2014, certain of the strategic restructuring plans have been executed and the results of these have been reflected in the accompanying financial statements. Management is of the view that the business plans and cash flows forecasts are achievable. According to their judgement, management believes that the Group and the Company should be able to operate as going concerns.
- e) At December 31, 2014, the Group had available \$76 million (2013 : \$80 million) of undrawn committed short-term borrowing facilities, subject to certain conditions being met. Management believes that the Group will be able to utilise these short-term borrowing facilities if required, and is also of the view that the Group will be able to continue to roll forward their existing trade and banking facilities. In addition, there are no non-current borrowings of the Group approaching maturity within the next 12 months without realistic prospects of renewal or repayment, and there has been no breach of any covenants of the Group's non-current portion of the borrowings which may lead to a request for immediate payment.
- f) The above represents a material uncertainty that may cast significant doubt on the Group's and the Company's ability to continue as going concerns, and therefore, they may be unable to realise their assets and discharge their liabilities in the normal course of business. Nevertheless, management is confident that the strategies in place to improve the operating performance and financial position of the Group and the Company will allow it to continue in operational existence for the foreseeable future. Hence, they continue to adopt the going concern assumption in preparing the accompanying financial statements.
- g) Accordingly, the accompanying financial statements did not include any adjustments relating to the realisation and classification of asset and liability amounts that may be necessary if the Group and the Company were unable to continue as going concerns. Should the going concern assumption be inappropriate, adjustments may have to be made to (i) reflect the situation that assets may need to be realised other than their carrying amounts; (ii) provide for further liabilities that might arise; and (iii) reclassify non-current assets and non-current liabilities as current. No adjustments have been made in the accompanying financial statements in respect of these.
- h) The consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended December 31, 2014 were authorised for issue by the Board of Directors on March 20, 2015.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The financial statements are prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below, and are drawn up in accordance with the provisions of the Singapore Companies Act and Singapore Financial Reporting Standards (“FRS”).

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of FRS 102 *Share Based Payments*, leasing transactions that are within the scope of FRS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in FRS 2 *Inventories* or value in use in FRS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

ADOPTION OF NEW AND REVISED STANDARDS - On January 1, 2014, the Group has adopted all the new and revised FRSs and Interpretations of FRS (“INT FRS”) that are effective from that date and are relevant to its operations. The adoption of these new/revised FRSs and INT FRSs has not resulted in significant changes to the Group’s and the Company’s accounting policies and has no material effect on the amounts reported for the current or prior years except as disclosed below:

New and revised Standards on consolidation, joint arrangements, associates and disclosures

In September 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued comprising FRS 110 *Consolidated Financial Statements*, FRS 111 *Joint Arrangements*, FRS 112 *Disclosure of Interests in Other Entities*, FRS 27 (as revised in 2011) *Separate Financial Statements* and FRS 28 (as revised in 2011) *Investments in Associates and Joint Ventures*. Subsequent to the issue of these standards, amendments to FRS 110, FRS 111 and FRS 112 were issued to clarify certain transitional guidance on the first-time application of these Standards.

In the current year, the Group has applied for the first time FRS 110, FRS 112, FRS 27 (as revised in 2011) and FRS 28 (as revised in 2011) together with the amendments to FRS 110, FRS 111 and FRS 112 regarding the transitional guidance.

Other than as disclosed below, the application of the new and revised standards has not had any material impact on the amounts recognised in the consolidated financial statements.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impact of the application of FRS 112

FRS 112 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of FRS 112 has resulted in more extensive disclosures in the consolidated financial statements (please see Notes 11 and 12 for details).

At the date of authorisation of these financial statements, the following FRSs, INT FRSs and amendments to FRS that are relevant to the Group and the Company were issued but not effective:

- Improvements to Financial Reporting Standards (January 2014)
- Improvements to Financial Reporting Standards (February 2014)
- New Standard FRS 115 *Revenue from Contracts with Customers*

Consequential amendments were also made to various standards as a result of these new/revised standards.

The management anticipates that the adoption of the above FRSs, INT FRSs and amendments to FRS in future periods will not have a material impact on the financial statements of the Group and the Company in the period of their initial adoption except for the following:

Improvements to Financial Reporting Standards (January 2014)

Standards included in this cycle of improvement project comprised of the following. Amendments apply for annual periods beginning on or after 1 July 2014, unless otherwise stated.

<u>Standard</u>	<u>Topic</u>	<u>Key amendment</u>
FRS 108 <i>Operating Segments</i>	Aggregation of Operating Segments	Amendments require an entity to disclose the judgement made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have 'similar economic characteristics'.
	Reconciliation of the total of the reportable segments' assets to the entity's assets	Clarifies that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.
FRS 24 <i>Related Party Disclosures</i>	Key Management Personnel	Clarified that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity must disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However disclosure of the components for such compensation is not required.

The management does not expect the application of the above Improvements to Financial Reporting Standards (January 2014) to have a significant impact on the financial statements of the Group and the Company.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Improvements to Financial Reporting Standards (February 2014)

Standards included in this cycle of improvement project comprised of the following. Amendments apply for annual periods beginning on or after July 1, 2014, unless otherwise stated.

Standard	Topic	Key amendment
FRS 113 <i>Fair Value Measurement</i>	Scope of portfolio exception	<p>The scope of the portfolio exception for measuring the fair value of a Group of financial assets and financial liabilities on a net basis was amended to clarify that it includes all contracts that are within the scope of, and accounted for in accordance with, FRS 39, even if those contracts do not meet the definitions of financial assets or financial liabilities within FRS 32.</p> <p>Consistent with the prospective initial application of FRS 113, the amendment must be applied prospectively from the beginning of the annual period in which FRS 113 was initially applied.</p>

The management is currently evaluating the impact of the above improvements to Financial Reporting Standards (February 2014).

New Standard FRS 115 *Revenue from Contracts with Customers*

In November 2014, FRS 115 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. FRS 115 will supersede the current revenue recognition guidance including FRS 18 *Revenue*, FRS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of FRS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under FRS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in FRS 115 to deal with specific scenarios. Furthermore, extensive disclosures are required by FRS 115.

The management is currently evaluating the impact of the above New Standard FRS 115.

BASIS OF CONSOLIDATION - The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved where the Company:

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

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

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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

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

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

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with FRS 39 *Financial Instruments: Recognition and Measurement*, or FRS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

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

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

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with FRS 12 *Income Taxes* and FRS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer in accordance with the method in FRS 102 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with FRS 105 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

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

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

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

The policy described above is applied to all business combinations that take place on or after January 1, 2010.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

FINANCIAL INSTRUMENTS - Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Income and expense is recognised on an effective interest rate basis for debt instruments other than those financial instruments "at fair value through profit or loss".

Financial assets

All financial assets are recognised and de-recognised on a trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value.

Financial assets are classified into the following specified categories: "available-for-sale" financial assets and "loans and receivables". The classification depends on the nature and purpose of financial assets and is determined at the time of initial recognition.

Available-for-sale financial assets

Certain shares and debt securities held by the Group are classified as being available for sale and are stated at fair value. Fair value is determined in the manner described in Note 4. Gains and losses arising from changes in fair value are recognised in other comprehensive income with the exception of impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in other comprehensive income and accumulated in revaluation reserve is reclassified to profit or loss. Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payments is established. The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at end of the reporting period. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in profit or loss, and other changes are recognised in other comprehensive income.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". Loans and receivables are initially measured at fair value and subsequently measured at amortised cost using the effective interest method less impairment. Interest is recognised by applying the effective interest method, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For available-for-sale equity instruments, a significant or prolonged decline in the fair value of the investment below its cost is considered to be objective evidence of impairment.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 - 120 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables where the carrying amount is reduced through the use of an allowance account. When a trade or other receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss. With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity instruments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any subsequent increase in fair value after an impairment loss is recognised in other comprehensive income. In respect of available-for-sale debt instruments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Derecognition of financial assets

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

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when the Company and the Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Borrowings

Interest-bearing borrowings and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs (see below).

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired.

LEASES - Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which the use benefit derived from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the lease income.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefit derived from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

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

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the assets' previous carrying amount and fair value less costs to sell.

INVENTORIES - Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

PROPERTY, PLANT AND EQUIPMENT - Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Leasehold land and buildings	–	10 to 50 years
Plant and equipment	–	5 to 10 years
Motor vehicles	–	5 years

Properties in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. No depreciation is provided on construction-in-progress.

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

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

LAND USE RIGHTS - Land use rights are measured initially at cost and amortised on a straight-line basis over the terms of the land use right certificates of 50 years.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS - At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

ASSOCIATES - An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for under FRS 105 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, investments in associates is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

The requirements of FRS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with FRS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with FRS 36 to the extent that the recoverable amount of the investment subsequently increases.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with FRS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture. There is no remeasurement to fair value upon such changes in ownership interests.

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

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

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

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

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

REVENUE RECOGNITION - Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Sale of goods

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Sale of goods (cont'd)

- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the leased term.

RESEARCH AND DEVELOPMENT EXPENDITURE - Expenditure on research activities is recognised as an expense in the period in which it is incurred.

BORROWING COSTS - Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

RETIREMENT BENEFIT OBLIGATIONS - Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, are dealt with as defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

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

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the reporting period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively), or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION - The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The Company's functional currency is Chinese Renminbi ("RMB"). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollars, which is the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a jointly controlled entity that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In the case of a partial disposal (i.e. no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings, are recognised in other comprehensive income and accumulated in foreign currency translation reserve (attributable to minority interest as appropriate).

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

LEGAL RESERVE - Certain subsidiaries are required by laws established in their respective countries of incorporation to set aside certain percentage of their annual net profit after tax less prior years' losses, if any, as legal reserve until the accumulated reserve has reached an amount equal to the subsidiary's paid-up capital. This legal reserve can be used to offset a deficit in the retained earnings. It may be transferred to capital when the legal reserve reaches a level equivalent to a certain percentage of the subsidiary's paid-up capital.

CASH AND CASH EQUIVALENTS - Cash and cash equivalents in the statement of cash flows comprise cash on hand, demand deposits and other short-term highly liquid assets that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

(i) *Critical judgements in applying the Group's accounting policies*

Going concern assumption

As discussed in Note 1, management has prepared business plan and cash flows forecasts of the Group and of the Company for the financial year ending December 31, 2015 based on the latest available financial information and management's best estimates and is of view that the business plan and cash flows forecasts are achievable based on the current normal operating conditions.

If management's estimated revenue growth used in the business plan for 2015 is reduced by 10% while holding the other inputs constant, the forecasted cash and cash equivalents available at December 31, 2015 will decrease by \$11,167,000 when compared to the Group's cash and cash equivalents at December 31, 2014.

(ii) *Key sources of estimation uncertainty*

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

(a) Impairment of property, plant and equipment

The Group assesses at least annually whether property, plant and equipment exhibit any indication of impairment. In instances where there are indications of impairment, the recoverable amounts of property, plant and equipment have been determined based on value-in-use calculations or estimated net selling prices. The value-in-use calculations require the use of judgement and estimates. During the financial year, management has determined that the recoverable amount of certain assets through value in use is lower than its carrying amount and accordingly, an impairment of \$21,440,000 (2013 : \$23,575,000) has been recognised. The value-in-use computation involves estimations relating to projected future cash flows, market demand and a discount rate of 2.5% (2013 : 3.4%). Any change in such projections and estimates can result in changes to the impairment loss in future periods. The carrying amounts of the property, plant and equipment are disclosed in Note 16 to the financial statements.

Assets with indicator of impairment have been fully impaired. Accordingly, no sensitivity analysis has been disclosed.

(b) Allowance for doubtful debts

The Group makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts require the use of judgement and estimates. Where the expectation is different from the original estimate, such differences will impact the carrying value of trade and other receivables and doubtful debts expense in the period in which such estimate have been changed. The carrying amounts of the trade and other receivables are disclosed in Notes 7 and 8 to the financial statements respectively.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

(ii) Key sources of estimation uncertainty (cont'd)

(c) Allowances for inventories

Management determines whether an allowance is required for inventories obsolescence or slow-moving stock or for any shortfall in net realisable value of inventories by reviewing the inventory listing on a periodic basis. The review involves an analysis of the inventories ageing, a comparison of the carrying value of the inventory items with the respective net realisable value as well as the forecasted demand for the inventories. Arising from the review, management sets up the necessary allowance for obsolete and slow-moving inventories or for any shortfall in the net realisable value of the inventories. The carrying amounts of the inventories are disclosed in Note 9 to the financial statements.

(d) Useful lives of property, plant and equipment

Management exercises their judgement in estimating the useful lives of the depreciable assets.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives, using the straight-line method. The carrying amounts of property, plant and equipment are disclosed in Note 16 to the financial statements.

(e) Available-for-sale investments

Unquoted shares held by the Group are classified as being available-for-sale and are stated at cost less any impairment loss and not supported by observable market prices or rates. The carrying amounts of the available-for-sale investments are disclosed in Note 13 to the financial statements.

(f) Income taxes

The Group has exposure to income tax in different jurisdictions. Significant assumption is required in determining the provision for income tax. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises deferred tax assets for tax losses and other temporary differences based on estimates of whether the deferred tax assets can be realised. 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 amounts of income tax payable and deferred tax assets are disclosed in the statement of financial position.

(g) Impairment of investments in associate and subsidiaries

The Group assesses annually whether its investments in associates and subsidiaries exhibit any indication of impairment. In assessing the impairment loss, the recoverable amounts for investments in associate and subsidiaries were determined based on the net carrying amounts of assets and liabilities recorded on the statement of financial position of the respective associate and subsidiaries, which in the management's view, approximate the fair value of the respective associate and subsidiaries.

During the financial year, management has determined that the recoverable amount of the investments in associate and subsidiaries is lower than its carrying amount and accordingly, an impairment of \$17,902,000 (2013 : \$16,938,000) has been recognised. The carrying amount of investments in associate and subsidiaries at the end of the reporting period is disclosed in Notes 11 and 12 to the financial statements respectively.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT

(a) Categories of financial instruments

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

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Financial assets				
Loans and receivables (including cash and cash equivalents)	137,117	243,067	60,410	54,884
Available-for-sale investments	26,341	30,458	25,272	25,386
Financial liabilities				
Borrowings and payables, at amortised cost	302,013	408,699	54,090	51,732

(b) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

The Group and the Company does not have any financial instruments which are subject to enforceable master netting arrangements or similar netting agreements.

(c) Financial risk management policies and objectives

The financial risk management policies of the Group set out the Group's overall business strategies and its risk management philosophy. The Group's overall financial risk management programme seeks to minimise potential adverse effects of financial performance of the Group. The Group's overall financial risk management and policies covering specific areas, such as market risk (including foreign exchange risk, interest rate risk), credit risk, liquidity risk, cash flow interest rate risk, use of derivative financial instruments and investing excess cash. Such policies are reviewed annually by the Board of Directors and periodic reviews are undertaken to ensure that the Group's policy guidelines are complied with.

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

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

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(i) Foreign exchange risk management

The Group transacts business in various foreign currencies, including the United States dollars ("US\$") and others (made up of Singapore dollars, Japanese Yen and Euro dollars) therefore is exposed to foreign exchange risk.

At the end of the reporting period, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective Group's entities' functional currencies are as follows:

	2014		2013	
	US\$	Others	US\$	Others
Group (\$'000)				
Cash and bank balances	4,261	84	10,883	225
Trade receivables	75,004	15	147,109	1,874
Other receivables, deposits and prepayments	3,566	59	1,373	78
Trade payables	(42,489)	–	(69,069)	(247)
Other payables and accruals	(19)	(2,161)	(18)	(807)
Borrowings	(26,148)	–	(87,462)	–

At the end of the reporting period, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the Company's functional currency are as follows:

	2014		2013	
	US\$	Others	US\$	Others
Company (\$'000)				
Cash and bank balances	130	75	72	81
Other receivables, deposits and prepayments	53,605	59	37,795	78
Other payables and accruals	(1,744)	(885)	(1,580)	(807)
Borrowings	(51,461)	–	(49,347)	–

Foreign currency sensitivity

The following table details the sensitivity to a 10% increase and decrease in the foreign currency against the functional currency of each group entity. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where they give rise to an impact on the Group's profit or loss and/or equity.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(i) Foreign exchange risk management (cont'd)

If the relevant currency weakens by 10% against the functional currency of each Group entity, profit or loss will increase (decrease) by:

	US\$ impact		Others impact	
	2014	2013	2014	2013
Profit for the year (\$'000)				
Group	(1,418)	(282)	200	(112)
Company	(53)	1,306	75	65

For a 10% strengthening of the functional currency of each Group entities against the relevant currency, there would be an equal and opposite impact on the profit.

(ii) Interest rate risk management

The Company's and the Group's primary interest rate risk relates to interest-bearing bank deposits, bank loans and other loans payable. The interest rates and terms of repayment of the bank loans are disclosed in the notes to the financial statements. The Group sometimes borrows at variable rates and uses interest rate swaps as cash flow hedges of future interest payments, which have the economic effect of converting borrowings from floating rates to fixed rates.

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates.

If interest rates had been 50 basis points lower or higher and all other variables were held constant, the Group's loss for the year ended December 31, 2014 would decrease or increase by \$204,000 (2013 : decrease or increase by \$501,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

(iii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by the counterparty limits that are reviewed and approved by the risk management committee annually.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(c) *Financial risk management policies and objectives (cont'd)*

(iii) Credit risk management (cont'd)

The Group's trade receivables are significantly attributable to multi-national corporations located in People's Republic of China and Republic of China. Ongoing credit evaluation is performed on the financial condition of trade receivable.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

Further details of credit risks on trade and other receivables are disclosed in Notes 7 and 8 to the financial statements respectively.

(iv) Liquidity risk management

Liquidity risk reflects the risk that the Group will have insufficient resources to meet its financial liabilities as they fall due. The Group's strategy to managing liquidity risk is to ensure that the Group has sufficient funds to meet all its potential liabilities as they fall due. This strategy has not changed from prior periods.

The Group has adopted the same liquidity risk management approach as the prior period as outlined below:

- Liquidity forecasts are produced on a weekly basis, to ensure the utilisation of current facilities is optimised and on a monthly basis to ensure that medium-term liquidity is maintained. Liquidity forecasts on a long-term projection basis are also prepared quarterly, for the purpose of identifying long-term strategic funding requirements.
- In its liquidity forecast, management has assumed that its commitments and capital expenditure will crystallise in full within the next 12 months, using the basis of a worst case scenario in managing liquidity risks.
- Management also continually assesses the balance of capital and debt funding of the Group.
- The Group is dependent on borrowings from third parties and related parties (Note 19).
- At December 31, 2014, the Group had available \$76 million (2013 : \$80 million) of undrawn committed short-term borrowing facilities, subject to certain conditions being met. Management believes that the Group will be able to utilise these short-term borrowing facilities if required, and is also of the view that the Group will be able to continue to roll forward their existing trade and banking facilities. In addition, there are no non-current borrowings of the Group approaching maturity within the next 12 months without realistic prospects of renewal or repayment, and there has been no breach of any covenants of the Group's non-current portion of the borrowings which may lead to a request for immediate payment.

Management believes that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(iv) Liquidity risk management (cont'd)

Liquidity and interest risk analyses

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and Company can be required to pay. The table includes both interests and principal cash flows. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which is not included in the carrying amount of the financial liability on the statement of financial position.

	Weighted average effective interest rate %	On demand or within 1 year \$'000	Within 2 to 5 years \$'000	Adjustment \$'000	Total \$'000
Group					
2014					
Non-interest bearing	–	133,247	15,672	–	148,919
Variable interest rate instruments	3.81	42,364	–	(1,555)	40,809
Fixed interest rate instruments	4.00	48,084	68,692	(4,491)	112,285
Total		223,695	84,364	(6,046)	302,013
2013					
Non-interest bearing	–	180,819	15,292	–	196,111
Variable interest rate instruments	2.66	105,234	–	(2,727)	102,507
Fixed interest rate instruments	4.00	48,688	65,796	(4,403)	110,081
Total		334,741	81,088	(7,130)	408,699

Company

The non-derivative financial liabilities are unsecured, interest free and repayable on demand except for the loan payable to a subsidiary as disclosed in Note 19 to the financial statements.

Non-derivative financial assets

The non-derivative assets of the Group and the Company are unsecured, repayable on demand and interest free.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(c) *Financial risk management policies and objectives (cont'd)*

(v) Fair value of financial assets and financial liabilities

The Group and the Company determines fair values of various financial assets and financial liabilities in the following manner:

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The Group and the Company had no financial assets or liabilities carried at fair value in 2014 and 2013.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The management considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values due to the relatively short term maturity of these financial instruments. The long term borrowing are based on market interest rates and hence their carrying amount approximate their fair value. Available-for-sale investments are carried at cost less impairment as there is significant variability in the range of reasonable fair value estimates for shares. Impairment loss is not reversed (Note 13).

(d) *Capital risk management policies and objectives*

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

The capital structure of the Group consists of debt, which includes borrowings and equity attributable to equity holders of the Company, comprising issued capital, reserves and accumulated losses.

The Group's management reviews the capital structure on an on-going basis. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The Group's overall strategy remains unchanged from prior year.

5 RELATED PARTY TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties which are mainly entities controlled by a key management personnel of the Group and common shareholders. The effects of these transactions on the basis determined between the parties are reflected in these financial statements. The balances are unsecured, interest-free and repayable on demand unless otherwise stated.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

5 RELATED PARTY TRANSACTIONS (cont'd)

Significant transactions with the related parties are as follows:

	Group	
	2014 \$'000	2013 \$'000
<u>Transactions with non-controlling interest:</u>		
Sales	(15,027)	(62,565)
Purchase	8	-
Rental expense for leasing of factory	-	540
<u>Transactions with affiliated entities of common directors whereby the directors have interests and significant influence over these entities:</u>		
Rental expense	66	66
License fee	10	10

Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	Group	
	2014 \$'000	2013 \$'000
Short-term benefits	1,771	1,772
Post-employment benefits	49	49
Total	1,820	1,821

The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

6 CASH AND BANK BALANCES

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Cash at bank	35,527	63,025	205	153
Cash on hand	461	182	–	–
Total	35,988	63,207	205	153
Less: Restricted cash	(13,887)	(9,070)	–	–
Cash and cash equivalents per statement of cash flows	22,101	54,137	205	153

Bank balances of the Group amounting to \$13,887,000 (2013 : \$9,070,000) represents the bank deposits pledged for the issuance of letter of credit, inward documentary loan, letter of guarantee and short term borrowings (Note 19) undertaken by the Group.

7 TRADE RECEIVABLES

	Group	
	2014 \$'000	2013 \$'000
Outside parties	89,349	162,266
Less: allowance for doubtful debts	(8,040)	(7,658)
Net	81,309	154,608
Related parties	229	20,044
Total	81,538	174,652

Movement in the allowance for doubtful debts:

At beginning of the year	7,658	7,032
Exchange realignment	165	393
Charge to profit or loss	217	233
At end of the year	8,040	7,658

The average credit period on sales of goods ranges from 90 days to 120 days (2013 : 90 days to 120 days). No interest is charged on the outstanding trade receivables. Trade receivables between 90 days and 360 days are provided for based on estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience.

Before accepting any new customer, the Group uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed annually. Approximately 81% (2013 : 80%) of the trade receivables which are neither past due nor impaired relate to customers that the Group has assessed to be creditworthy. The Group has five major groups of customers whose outstanding balance amounted to approximately 77% (2013 : 71%) of the balance of the trade receivables as at the end of the reporting period.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

7 TRADE RECEIVABLES (cont'd)

Included in the Group's trade receivables balances are debtors with a carrying amount of \$15 million (2013 : \$36 million) which are past due at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances. The average age of these receivables are 169 days (2013 : 133 days).

In determining the recoverability of a trade receivable the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. Accordingly, management believes that there is no further credit provision required in excess of the allowance for doubtful debts.

8 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
VAT recoverable	11,042	6,181	–	–
Sundry receivables	5,699	4,640	2	2
Proceeds receivable for disposal of subsidiaries (Note 31)	10,840	–	–	–
Proceeds receivable for disposal of property, plant and equipment	4,847	–	–	–
Deposits	1,470	3,219	341	334
Prepayments	3,337	1,683	58	76
Subsidiaries (Note 12)	–	–	66,397	61,075
Total	37,235	15,723	66,798	61,487
Allowance for doubtful debts	(3,265)	(2,651)	(6,535)	(6,680)
Net	33,970	13,072	60,263	54,807

Movement in the allowance for doubtful debts:

At beginning of year	2,651	1,012	6,680	6,262
Exchange realignment	69	88	125	418
Charge to profit or loss	545	1,551	–	–
Write off during the year	–	–	(270)	–
At end of year	3,265	2,651	6,535	6,680

The amounts due from subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand except for balances of \$12,062,000 (2013 : \$11,798,000) which is interest-bearing at 2% (2013 : 2%) per annum.

In determining the recoverability of other receivables, the Group considers any change in the credit quality of the other receivables from the date credit was initially granted up to the reporting date. Accordingly, management believes that there is no further credit provision required in excess of the allowance for doubtful debts.

In determining the recoverability of the amount due from subsidiaries, the Company considers the ability of the subsidiaries to honour and pay the outstanding amount. As at the end of the reporting period, other than an amount of \$6,535,000 (2013 : \$6,680,000), management believes that there is no further allowances required.

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9 INVENTORIES

	Group	
	2014 \$'000	2013 \$'000
Raw materials	22,301	39,736
Work in progress	17,742	34,537
Finished goods	20,560	29,258
Net of allowance	<u>60,603</u>	<u>103,531</u>

Movement in allowance for inventories:

At beginning of year	35,493	28,953
Exchange realignment	834	1,744
Charge to profit or loss	9,245	4,796
Write off during the year	(3,898)	–
At end of the year	<u>41,674</u>	<u>35,493</u>

The cost of inventories recognised as expense includes \$9,245,000 (2013 : \$4,796,000) in respect of write-downs of inventory to net realisable value.

10 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Item (a)	–	1,409	–	1,409
Item (b)	564	640	–	–
Item (c)	1,781	–	–	–
Item (d)	21,062	–	–	–
Total	<u>23,407</u>	<u>2,049</u>	<u>–</u>	<u>1,409</u>

- (a) On December 11, 2013, the Company granted a third party an option to purchase (the "Option") the Company's property at No. 3 Shenton Way, #15-08, Singapore 068805 (the "Property") for \$2,250,000 on the terms and subject to the conditions set out in the Option.

The Option was exercised by the third party on December 26, 2013 and the transaction was completed on March 7, 2014. Accordingly, the Property had been classified as a non-current asset held for sale and was presented separately in the statement of financial position. A gain on disposal of non-current asset classified as held for sale amounting to \$841,000 was recognised upon the completion of the transaction (Note 23).

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10 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE (cont'd)

- (b) In December 2013, the Board of Directors resolved to wind up the operation of Amtek System Co., Ltd (“ASC”), a subsidiary of the Company. As part of the plan to wind up ASC, its plant and equipment will be sold within twelve months, and have been classified as a non-current asset held for sale and are presented separately in the statement of financial position.

During the year, plant and equipment amounting to \$68,000 was sold, resulting in a loss on disposal of non-current asset classified as held for sale amounting to \$20,000 (Note 23).

The net realisable value of the remaining plant and equipment had been estimated by the management to be \$564,000 (2013 : \$640,000) and accordingly \$8,000 (2013 : \$279,000) of impairment loss has been recognised in the consolidated statement of profit or loss.

- (c) In January 2014, Suzhou Yi Quan Electronic Technology Co., Ltd, a subsidiary of the Company, applied for its sale of land use rights to The Administrative Committee of Changshu High Tech Industrial Park, CEDZ, Jiangsu. As the formalities in relation to the transfer of the land use rights is expected to be finalised within twelve months, the land use rights have been classified as a non-current asset held for sale and are presented separately in the statement of financial position.
- (d) Subsequent to the financial year end, the Group entered into an agreement for the disposal of Indeed Holdings Limited (“Indeed”), a subsidiary of the Company, to an external party for US\$29,869,000. The proposed disposal is subject to the approval of shareholders in the general meeting under Rule 1014 of the Listing Manual as it constitutes a major transaction under the Listing Manual. The agreement specified that at date of disposal, which shall not be later than May 2015, Indeed should only have land use rights and leasehold building. Accordingly, these have been classified as non-current assets held for sale and are presented separately in the statement of financial position.

11 ASSOCIATE

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Cost of investment in associate	1,054	1,054	1,054	1,054
Exchange realignment	33	6	35	15
Share of post-acquisition profit, net of dividend received	493	576	–	–
Net	1,580	1,636	1,089	1,069

The details of the associate, with its registration and operation in the People's Republic of China and audited by another firm of certified public accountants are as follows:

Name of associate	Principal activities	Effective interest and voting power held	
		2014 %	2013 %
Shanghai Nichiei Precision Mold Co., Ltd	Fabricating and repairing moulds used for electronic products	30	30

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

11 ASSOCIATE (cont'd)

The above associate is accounted for using the equity method in these consolidated financial statements.

Summarised financial information in respect of the Group's associate is set out below:

	Group	
	2014 \$'000	2013 \$'000
Current assets	4,267	4,701
Non-current assets	1,242	1,320
Current liabilities	(241)	(568)
Non-current liabilities	–	–
Revenue	6,286	6,576
(Loss) Profit for the year	<u>(277)</u>	<u>97</u>

Reconciliation of the above summarised financial information to the carrying amount of the interest in Shanghai Nichiei Precision Mold Co., Ltd ("Shanghai Nichiei") recognised in the consolidated financial statements:

	Group	
	2014 \$'000	2013 \$'000
Net assets of the associate	5,268	5,453
Proportion of the Group's ownership interest in Shanghai Nichiei	30%	30%
Carrying amount of the Group's interest in Shanghai Nichiei	<u>1,580</u>	<u>1,636</u>

NOTES TO FINANCIAL STATEMENTS

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12 SUBSIDIARIES

	Company	
	2014 \$'000	2013 \$'000
Unquoted equity shares, at cost	215,832	215,832
Exchange realignment	(320)	(1,518)
Impairment allowance	(99,365)	(82,807)
Net investment	<u>116,147</u>	<u>131,507</u>
Loans receivables	29,317	29,317
Exchange realignment	(1,377)	(1,391)
Impairment allowance	(27,909)	(27,192)
Net	<u>31</u>	<u>734</u>
Fair value adjustment on loans receivables and financial guarantees	13	239
Exchange realignment	–	(226)
Net	<u>13</u>	<u>13</u>
Total	<u>116,191</u>	<u>132,254</u>
Movement in the impairment allowance:		
At beginning of year	109,999	93,278
Exchange realignment	(627)	(217)
Charge to profit or loss	17,902	16,938
At end of the year	<u>127,274</u>	<u>109,999</u>

The loans to subsidiaries are unsecured and interest-free. The loans are accounted for as capital investment as there is no contractual obligation for repayment by the subsidiaries except upon liquidation.

During the financial year, in conjunction with management's impairment assessment carried out on the Group's property, plant and equipment described in Note 16 to the financial statements, an impairment loss of \$17,902,000 (2013 : \$16,938,000) was recognised on the Company's cost of investment in certain subsidiaries which was determined to be fully impaired as the subsidiaries are in a net capital deficiency position at the end of reporting period. Accordingly, the investment was written down to the carrying amount of the relevant subsidiaries' audited net assets which approximates recoverable amount at the end of the reporting period.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

12 SUBSIDIARIES (cont'd)

The details of the subsidiaries are as follows:

Name of subsidiary	Effective interest and voting power held		Principal activities
	2014	2013	
	%	%	
<u>Held by Company</u>			
Bao-Ji Development Co., Ltd #1	100	100	Investment holding
Chaoji (BVI) Ltd #2 (g)	–	100	Provide procurement services
Chongqing Huan Hsin Technology Co., Ltd #3	100	100	Produce and sell laptop accessories
Huan Hsin (BVI) Ltd #2	100	100	Purchase raw materials and marketing of telephone cords and accessories
Huan Hsin (China) Investment Co., Ltd #3	100	100	Investment holding
Huan Hsin Co. (M) Sdn Bhd #4	100	100	Manufacture of telephone cords, telephone jacks, telephone handsets and power cords
I.P. (BVI) Ltd #2 (h)	–	100	Investment holding
Shanghai Heisei Electronics Co., Ltd #3 (a)	100	100	Produce and sell moulds related standard parts and electronics accessories
Shanghai Huan Hsin Electronics Co., Ltd, #3	100	100	Manufacture and export of telephone jacks, telephone cords, wires, AC/DC cords and various types of cables
Shanghai Yao Hsin Industry Co., Ltd #3	100	100	Manufacture and sell electronic products

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

12 SUBSIDIARIES (cont'd)

Name of subsidiary	Effective interest and voting power held		Principal activities
	2014 %	2013 %	
<u>Held by Company</u>			
Shanghai Yi Hsin Industry Co., Ltd #3	100	100	Colour-mixing of ABS resin, manufacture of telephone handset receivers and plastic injection moulding
Suzhou Yi Quan Electronic Technology Co., Ltd #3	100	100	Produce and sell laptop accessories
Shanghai Zhan Hsin Industry Co., Ltd #3	100	100	Manufacture and repair of moulds
<u>Held by Company (64%) and a subsidiary (36%)</u>			
Shanghai Huan Yi Technology Co., Ltd #3	100	100	Manufacture and export of electronic products and components
<u>Held by subsidiaries</u>			
AMTEK System Co., Ltd #1 (b)	100	100	Design, manufacture and sell computer equipment and related parts
Hefei Baolong Hsin Technology Co., Ltd #3 (c)	–	51	Produce and sell laptop accessories
Indeed Holdings Limited #2 (i)	51	51	Investment holding
Integrated Products Inc. #5 (d)	–	100	Wholesale and marketing of wire and cable, plastic injection products and telephone accessories

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

12 SUBSIDIARIES (cont'd)

Name of subsidiary	Effective interest and voting power held		Principal activities
	2014 %	2013 %	
Held by subsidiaries (cont'd)			
Shandong Dong Hsin Electronics Co., Ltd #3	100	100	Produce and sell office automation products
Shanghai Indeed Electronic Technology Co., Ltd #3	51	51	Produce and sell laptop accessories
Shanghai Song Yi Industry Co., Ltd #3 (e)	–	100	Investment holding
ShuCheng Baolong Hsin Technology Co., Ltd #3 (f)	–	51	Produce and sell laptop accessories
Suzhou Huan Hsin Electronics Co., Ltd #3	100	100	Produce and sell electronic components
Suzhou Rong Qing Magnesium Alloy Precision Tech Co., Ltd #3	100	100	Produce and sell magnesium alloy parts of laptop, non-metal moulds and punch parts

Country of incorporation:

- #1 Taiwan, Republic of China
- #2 British Virgin Islands
- #3 People's Republic of China
- #4 Malaysia
- #5 United States of America

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

12 SUBSIDIARIES (cont'd)

- (a) On June 12, 2013, the Company entered into a Sales and Purchase agreement with the non-controlling interest shareholders of Shanghai Heisei Electronics Co., Ltd ("SHE") for the acquisition of shares representing an aggregate of 16% of the paid-in capital of SHE. Subsequent to the acquisition, SHE became a wholly owned subsidiary of the Company.

The following schedule shows the effects of changes in the Group's ownership interest in a subsidiary that did not result in change of control, on the equity attributable to owners of the parent:

	Company	
	2014 \$'000	2013 \$'000
Amount paid on changes in ownership interest in subsidiary	–	7,696
Non-controlling interests acquired	–	(7,513)
Difference recognised in capital reserves (Note 21)	–	183

- (b) AMTEK System Co. has ceased operations during the financial year.
- (c) Disposed during the financial year (Note 31).
- (d) Integrated Products Inc. was placed under member's voluntary winding up on January 16, 2013.
- (e) Newly incorporated on August 23, 2013 and disposed during the financial year (Note 31).
- (f) Newly incorporated on December 13, 2013 and disposed during the financial year (Note 31).
- (g) Chaoji (BVI) Ltd was placed under member's voluntary winding up on September 15, 2014 and dissolved on October 15, 2014. The cumulative exchange difference in respect of the net assets of the subsidiary classified from equity on loss of control of subsidiary is \$779,000.
- (h) I.P. (BVI) Ltd was placed under member's voluntary winding up on September 15, 2014 and dissolved on October 30, 2014. The cumulative exchange difference in respect of the net assets of the subsidiary classified from equity on loss of control of subsidiary is \$175,000.
- (i) Subsequent to the financial year end, the Group entered into an agreement for the disposal of Indeed Holdings Limited (Note 10(d)).

All the subsidiaries are audited by overseas practices of Deloitte Touche Tohmatsu Limited except for Integrated Products Inc, as insignificant subsidiary which is audited by another firm of Certified Public Accountants.

The place of operation of the subsidiaries is the same as the country of incorporation except for Huan Hsin (BVI) Ltd, Chaoji (BVI) Ltd, I.P. (BVI) Ltd and Indeed Holdings Limited which operate through their branches or offices in Taiwan.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

12 SUBSIDIARIES (cont'd)

Information about the composition of the Group at the end of the financial year is as follows:

Principal activity	Place of incorporation and operation	Number of wholly-owned subsidiaries	
		December 31, 2014	December 31, 2013
Investment holding	Taiwan, Republic of China	1	1
Investment holding	British Virgin Islands	–	1
Investment holding	People's Republic of China	1	2
Procurement service	British Virgin Islands	1	2
Manufacture of electronic related component	Taiwan, Republic of China	1	1
Manufacture of electronic related component	People's Republic of China	11	11
Manufacture of electronic related component	Malaysia	1	1
Sales and distribution	United States of America	–	1
		<u>16</u>	<u>20</u>

Principal activity	Place of incorporation and operation	Number of non wholly-owned subsidiaries	
		December 31, 2014	December 31, 2013
Investment holding	People's Republic of China	–	1
Investment holding	British Virgin Islands	1	1
Manufacture of electronic related component	People's Republic of China	1	2
		<u>2</u>	<u>4</u>

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiaries	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		(Loss) Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
				S\$'000	S\$'000	S\$'000	S\$'000
Indeed Holdings Limited	British Virgin Islands	49%	49%	(10,044)	(4,391)	16,232	25,691
Hefei Baolong Hsin Technology Co., Ltd	People's Republic of China	–	49%	(2,610)	(1,298)	–	2,052
Individually immaterial subsidiaries with non-controlling interests		–	–	–	104	–	–
Total				<u>(12,654)</u>	<u>(5,585)</u>	<u>16,232</u>	<u>27,743</u>

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

12 SUBSIDIARIES (cont'd)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Name of subsidiaries	Indeed Holdings Limited		Hefei Baolong Hsin Technology Co., Ltd	
	December 31, 2014 \$'000	December 31, 2013 \$'000	December 31, 2014 \$'000	December 31, 2013 \$'000
Current assets	13,170	72,744	–	19,549
Non-current assets	21,062	42,284	–	3,491
Current liabilities	(1,106)	(62,597)	–	(18,852)
Equity attributable to owners of the company	16,894	26,740	–	2,136
Non-controlling interests	16,232	25,691	–	2,052
Total income	25,645	77,317	–	8,341
Total expenses	(46,143)	(86,278)	–	(10,989)
Loss for the year	(20,498)	(8,961)	–	(2,648)
Loss for the year attributable to owners of the company	(10,454)	(4,570)	–	(1,350)
Loss for the year attributable to the non-controlling interests	(10,044)	(4,391)	–	(1,298)
Other comprehensive income for the year	1,193	3,947	–	150
Other comprehensive income attributable to owners of the company	608	2,013	–	76
Other comprehensive income attributable to the non-controlling interests	585	1,934	–	74
Total comprehensive loss for the year	(19,305)	(5,014)	–	(2,498)
Total comprehensive loss attributable to owners of the company	(9,846)	(2,557)	–	(1,274)
Total comprehensive loss attributable to the non-controlling interests	(9,459)	(2,457)	–	(1,224)
Dividends paid to non-controlling interest	–	(2,089)	–	–
Net cash outflow from operating activities	(1,504)	(6,363)	–	(5,037)
Net cash inflow (outflow) from investing activities	8,452	(257)	–	(3,680)
Net cash (outflow) inflow from financing activities	(33,021)	(4,311)	–	10,239
Net cash (outflow) inflow	(26,073)	(10,931)	–	1,522

NOTES TO FINANCIAL STATEMENTS

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13 AVAILABLE-FOR-SALE INVESTMENTS

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Unquoted equity shares, at cost	30,489	34,478	27,059	27,059
Exchange realignment	830	124	906	393
Impairment loss	(4,978)	(4,144)	(2,693)	(2,066)
Carrying amount	26,341	30,458	25,272	25,386

Movement in impairment loss:

At beginning of year	4,144	3,568	2,066	1,416
Exchange realignment	59	3	58	105
Allowance	775	573	569	545
At end of year	4,978	4,144	2,693	2,066

The investment in unquoted equity investments represent investment in companies that are engaged in manufacturing of multi layer printed circuit boards and casing of telecommunications and electronic products, EMC/EMI/safety testing, layout-debug, anechoic chamber construction and components/ instruments distribution, switching power supply, fabrication of steel moulds and cultivation of flowers by biotechnology. Available-for-sale investments are carried at cost less impairment as it is not practical within the constraint of cost to reliably determine the fair value of the unquoted equity shares due to the significant variability in the range of reasonable fair value estimates.

14 DEFERRED TAX ASSETS

The deferred tax assets recognised by the Group, and the movement thereon, during the current and prior reporting periods are as follows:

	Group	
	2014 \$'000	2013 \$'000
At beginning of year	535	4,596
Exchange realignment	(9)	199
Charge to profit or loss (Note 27)	(526)	(4,260)
At end of year	–	535

The deferred tax assets are in respect of the following:

Allowance for doubtful debts	–	509
Other temporary differences	–	26
Total	–	535

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15 LAND USE RIGHTS

	Group	
	2014	2013
	\$'000	\$'000
Cost:		
At January 1	16,185	16,020
Exchange realignment	379	1,061
Reclassification to construction-in-progress	–	(557)
Reclassification to non-current assets classified as held for sale (Note 10)	(5,831)	–
Disposal	–	(339)
At December 31	10,733	16,185
Accumulated amortisation:		
At January 1	3,219	2,805
Exchange realignment	80	188
Charge	329	326
Reclassification to construction-in-progress	–	(100)
Reclassification to non-current assets classified as held for sale (Note 10)	(624)	–
At December 31	3,004	3,219
Carrying amount:		
At December 31	7,729	12,966

The land use rights represents premium paid for using the land for a term of 50 years from the date of grant of land use rights certificates.

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16 PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings \$'000	Plant and equipment \$'000	Motor vehicles \$'000	Construction -in-progress \$'000	Total \$'000
Group					
Cost:					
At January 1, 2013	101,011	318,568	5,181	8,280	433,040
Exchange realignment	6,820	20,426	316	180	27,742
Additions	1,569	7,488	435	4,649	14,141
Disposals	–	(7,959)	(91)	–	(8,050)
Reclassification from land use rights	–	–	–	457	457
Reclassification to non-current assets classified as held for sale (Note 10)	(1,844)	(4,580)	–	(859)	(7,283)
At December 31, 2013	107,556	333,943	5,841	12,707	460,047
Exchange realignment	2,512	6,890	104	133	9,639
Additions	25	4,808	207	5,350	10,390
Eliminated on disposal of subsidiary (Note 31)	–	(3,074)	(69)	(10,792)	(13,935)
Disposals	(54)	(51,870)	(997)	(522)	(53,443)
Reclassification	2,017	3,782	–	(5,799)	–
Reclassification to non-current assets classified as held for sale (Note 10)	(24,578)	–	–	–	(24,578)
At December 31, 2014	87,478	294,479	5,086	1,077	388,120
Accumulated depreciation:					
At January 1, 2013	36,626	194,398	4,408	–	235,432
Exchange realignment	2,493	12,406	262	–	15,161
Depreciation	5,198	16,317	122	–	21,637
Disposals	–	(7,878)	(82)	–	(7,960)
Reclassification to non-current assets classified as held for sale (Note 10)	(435)	(4,520)	–	–	(4,955)
At December 31, 2013	43,882	210,723	4,710	–	259,315
Exchange realignment	1,101	4,521	82	–	5,704
Depreciation	5,270	11,428	62	–	16,760
Elimination on disposal of subsidiary (Note 31)	–	(403)	(10)	–	(413)
Disposals	(41)	(33,571)	(839)	–	(34,451)
Reclassification to non-current assets classified as held for sale (Note 10)	(6,942)	–	–	–	(6,942)
At December 31, 2014	43,270	192,698	4,005	–	239,973

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16 PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Leasehold land and buildings \$'000	Plant and equipment \$'000	Motor vehicles \$'000	Construction -in-progress \$'000	Total \$'000
Group (cont'd)					
Accumulated impairment loss:					
At January 1, 2013	304	40,394	210	–	40,908
Exchange realignment	–	3,245	25	–	3,270
Charge	–	23,108	467	–	23,575
Reclassification to non-current assets classified as held for sale (Note 10)	–	(279)	–	–	(279)
At December 31, 2013	304	66,468	702	–	67,474
Exchange realignment	–	2,072	20	–	2,092
Charge	–	21,234	206	–	21,440
Elimination on disposal of subsidiary (Note 31)	–	(45)	–	–	(45)
Disposals	–	(4,503)	(50)	–	(4,553)
At December 31, 2014	304	85,226	878	–	86,408
Carrying amount:					
At December 31, 2014	43,904	16,555	203	1,077	61,739
At December 31, 2013	63,370	56,752	429	12,707	133,258
			Leasehold land and buildings \$'000	Plant and equipment \$'000	Total \$'000
Company					
Cost:					
At January 1, 2013			1,728	80	1,808
Exchange adjustment			116	6	122
Reclassification to non-current assets classified as held for sale (Note 10)			(1,844)	–	(1,844)
At December 31, 2013 and at December 31, 2014			–	86	86
Accumulated depreciation:					
At January 1, 2013			377	80	457
Exchange adjustment			27	6	33
Depreciation			31	–	31
Reclassification to non-current assets classified as held for sale (Note 10)			(435)	–	(435)
At December 31, 2013 and at December 31, 2014			–	86	86
Carrying amount:					
At December 31, 2014			–	–	–
At December 31, 2013			–	–	–

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

16 PROPERTY, PLANT AND EQUIPMENT (cont'd)

During the financial year, with the continued poor operational performance of certain subsidiaries, the Group carried out a review of the recoverable amount of certain property, plant and equipment which resulted in the recognition of an impairment loss of \$21,440,000 (2013 : \$23,575,000).

The recoverable amount of the relevant assets was determined on the basis of their value-in-use, using a discounted rate of 2.5% (2013 : 3.4%). In determining the value-in-use, the future benefits expected from the property, plant and equipment are considered in forecasting cash flows.

17 TRADE PAYABLES

	Group	
	2014	2013
	\$'000	\$'000
Outside parties	82,143	136,456

The average credit period on purchases of goods is approximately 120 days (2013 : 120 days). The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

Trade payables due to outside parties principally comprise amounts outstanding for trade purchases and ongoing costs.

18 OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2014	2013	2014	2013
	\$'000	\$'000	\$'000	\$'000
Accrued operating expenses	36,050	37,491	885	782
Advance from customers	6,861	9,778	–	–
Advance for sale of non-current assets classified as held for sale (Note 10(c))	2,266	–	–	–
Amounts due to directors	5	421	–	–
Subsidiaries (Note 12)	–	–	1,744	1,580
Refundable deposit for non-current asset classified as held for sale (Note 10)	–	23	–	23
Total	45,182	47,713	2,629	2,385

Accrued operating expenses principally comprise amount outstanding for trade purchases and ongoing costs.

The amounts due to subsidiaries and directors are non-trade in nature, unsecured, interest-free and repayable on demand.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

19 BORROWINGS

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Short term loans 1	10,542	65,330	–	–
Short term loans 2	30,267	37,177	–	–
Total short term loans (Note a)	40,809	102,507	–	–
Other loans payable (Note b):				
– Outside party (i)	112,285	110,081	–	–
– Related party*(ii)	14,431	11,390	–	–
– Director(s) (iii)	16,290	10,330	–	–
Total	143,006	131,801	–	–
Due to a subsidiary (Note c)	–	–	52,142	51,000
Less: Unamortised fair value adjustment	–	–	(681)	(1,653)
Net	–	–	51,461	49,347
Total borrowings	183,815	234,308	51,461	49,347

Presentation on statements of financial position:

Current liabilities	102,093	155,751	–	–
Non-current liabilities	81,722	78,557	51,461	49,347
Total	183,815	234,308	51,461	49,347

* affiliated entity with common directors

Notes:

- (a) The short term loans 1 amounting to \$10,542,000 (2013 : \$65,330,000) are unsecured, repayable within one year and are guaranteed by certain fellow subsidiaries. The average effective interest rate is 1.08% (2013 : 1.63%) per annum.

The short term loans 2 amounting to \$30,267,000 (2013 : \$37,177,000) are secured by certain subsidiaries' land use rights and buildings and pledged of trade receivables, repayable within one year and bear effective interest rate at 4.76% (2013 : 4.34%) per annum.

The carrying amounts of the bank loans approximate their fair values due to their short-term maturities.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

19 BORROWINGS (cont'd)

(b) Included in the other loans payable are:

- (i) US\$85,000,000 or approximately \$112,285,000 (2013 : US\$87,000,000 or approximately \$110,081,000) to a third party A which is secured by a subsidiary, Indeed Holdings Limited and an available-for sale investment (2013 : secured).

The repayment of the loan is divided into two tranches, set out as follows:

- I. US\$35,000,000 or approximately \$46,235,000 (2013 : US\$37,000,000 or approximately \$46,816,000) is to be settled by payment in full at a time to be agreed between the parties; and
- II. US\$50,000,000 (approximately \$66,050,000) [2013: US\$50,000,000 (approximately \$63,265,000)] is scheduled to be repaid commencing 2016, either via a repayment of US\$15,000,000 (approximately \$19,815,000) in the first two years commencing December 31, 2016 and US\$20,000,000 (approximately \$26,420,000) in December 31, 2018 or repayment of US\$10,000,000 (approximately \$13,210,000) each year over 5 years commencing December 31, 2016. The third party A and the Group will meet on January 1, 2016 to decide on the repayment schedule to be adopted.

The loan bears an interest rate of 4% (2013 : 4%) per annum.

During the financial year, Huan Hsin (BVI) Limited, a subsidiary of the Company, obtained a new loan from a third party who is related to the third party A amounting to US\$6,000,000 (approximately \$7,926,000). The external loan was unsecured, bore an interest rate of 4% per annum and was fully repaid during the financial year.

- (ii) \$14,431,000 (2013 : \$11,390,000) to a related party, which is a company owned by a director, and is unsecured and interest-free.

The Group has obtained a letter of waiver to demand payment within twelve months from the end of the reporting period from the related party for the outstanding balances amounting to \$5,079,000 (2013 : \$4,962,000) and accordingly classified as non-current. The remaining balances are repayable on demand; and

- (iii) \$16,290,000 (2013 : \$10,330,000) to certain directors which are unsecured and interest-free.

The Group has obtained a letter of waiver to demand payment within twelve months from the end of the reporting period from the directors for the outstanding balances amounting to \$10,593,000 (2013 : \$10,330,000) and accordingly classified as non-current. Advance from a director amounting to \$5,697,000 (2013 : \$Nil) is expected to be repaid within the next 12 months.

Management estimated that the fair values of the above borrowings as at the end of the reporting period approximate their carrying values.

- (c) The loan payable to a subsidiary is unsecured, interest-free and is repayable on August 31, 2020. The loan is discounted at the prevailing rate of 2% per annum at inception and based on the expected repayment at the end of 5 years from draw down date to derive the fair value of the loan.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

20 SHARE CAPITAL

	Group and Company			
	2014 '000	2013 '000	2014 \$'000	2013 \$'000
Number of ordinary shares				
Issued and paid up:				
At beginning and end of the year	400,000	400,000	151,097	151,097

The ordinary shares, which have no par value, carry one vote per share and carry a right to dividends as and when declared by the Company.

21 CAPITAL RESERVE

	Group		Company	
	2014 \$'000	2013 \$'000	2014 \$'000	2013 \$'000
Capitalisation of profits by subsidiary	54,955	54,955	–	–
Effect of change in ownership interest in subsidiary when there is no change in control (Note 12)	(183)	(183)	–	–
Total	54,772	54,772	–	–

22 REVENUE

	Group	
	2014 \$'000	2013 \$'000
Sale of goods	352,284	468,869
Interest income	1,528	1,784
Dividend income from available-for-sale investments	1,976	1,816
Total	355,788	472,469

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

23 OTHER OPERATING INCOME

	Group	
	2014 \$'000	2013 \$'000
Rental income	1,493	1,556
Gain on disposal of non-current assets classified as held for sale	821	–
Gain on disposal of land use rights	–	1,995
Gain on disposal of property, plant and equipment	994	43
Gain on disposal of available for sale investment	635	–
Gain on disposal of subsidiaries (Note 31)	17,866	–
Gain on winding up of subsidiaries	954	–
Sales of scrap	1,292	732
Sundry income	430	929
Waiver of trade payables due to outside party	303	252
Total	24,788	5,507

24 EMPLOYEE BENEFITS EXPENSES

	Group	
	2014 \$'000	2013 \$'000
Wages and salaries	101,404	107,764
Cost of defined contribution plan	5,913	10,340
Total	107,317	118,104

The employees of the subsidiaries are members of state-managed retirement benefit plans, operated by the respective local governments. The subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

During the financial year, the Group incurred retrenchment costs amounting to RMB39,667,000 (approximately \$8,163,000).

Number of directors of the Company in remuneration bands is as follows:

	Group	
	2014	2013
\$500,000 and above	–	–
\$250,000 to \$499,999	2	2
Below \$250,000	5	5
Total	7	7

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

25 FINANCE COSTS

	Group	
	2014 \$'000	2013 \$'000
Interest expense on:		
Bank loans	2,894	2,576
Other loans payable	5,040	4,458
Advance payment by customers	353	192
Total	8,287	7,226

26 LOSS BEFORE INCOME TAX

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, this item includes the following charges:

	Group	
	2014 \$'000	2013 \$'000
Allowances for doubtful debts *:		
Trade receivables (Note 7)	217	233
Non-trade debts (Note 8)	545	1,551
Allowance for inventories obsolescence (Note 9)	9,245	4,796
Auditors' remuneration *:		
Auditors of the Company	173	173
Other auditors	450	610
Cost of inventories recognised as an expense	383,027	467,556
Directors' remuneration:		
Directors of the Company	1,034	1,034
Directors of subsidiaries	264	263
Directors' fees:		
Directors of the Company	220	220
Foreign exchange loss - net *	2,546	1,169
Impairment loss on:		
Property, plant and equipment	21,440	23,575
Available-for-sale investments (Note 13)	775	573
Assets held for sale	8	-
Non-audit fees paid to auditors *:		
Auditors of the Company	6	6
Other auditors	22	43
Research expenses *	1,182	612
Subcontractors expenses *	22,162	19,408
Utilities*	16,692	20,797

* Included in the other operating expenses line item in the consolidated statement of profit or loss.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

27 INCOME TAX

	Group	
	2014	2013
	\$'000	\$'000
Current tax:		
Current year	2	837
Overprovision in prior years	(41)	(145)
Deferred tax (Note 14)	526	4,260
Income tax expense	487	4,952

The Group's operations are mainly in the People's Republic of China ("PRC"). The tax expense on the profit differs from the amount that would arise using the PRC income tax rate of 25% (2013 : 25%) due to the following:

	Group	
	2014	2013
	\$'000	\$'000
Loss before income tax	(91,122)	(75,854)
Income tax benefit at 25% (2013 : 25%)	(22,781)	(18,964)
Tax effects of:		
Expenses that are not deductible in determining taxable profit	3,390	10,230
Tax exempt income	(1,202)	(2,368)
Lower tax rates arising from tax incentives in other countries	–	(32)
Share of results of associates	(21)	7
Different tax rates of subsidiaries operating in other jurisdictions	1,870	3,269
Utilisation of deferred tax benefits previously not recognised	(5,489)	(152)
Deferred tax benefit on tax losses not recognised	24,761	13,107
Overprovision in prior years	(41)	(145)
Net	487	4,952

Certain subsidiaries in the People's Republic of China ("PRC"), of statutory tax rate of 25%, have been granted full income tax exemption for 2 years commencing from the first profit-making year, followed by a 50% exemption for the next 3 years.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

27 INCOME TAX (cont'd)

As at the end of the reporting period, the Group has tax losses which are available for offsetting against future taxable income as follows:

	Group	
	2014	2013
	\$'000	\$'000
<u>Tax losses</u>		
At beginning of year	122,489	88,216
Exchange realignment	4,251	4,290
Utilised	(21,956)	(608)
Arising	77,704	31,600
Expired	(4,304)	(1,009)
At end of year	178,184	122,489
Deferred tax benefit on above at PRC's statutory tax rate of 25% - Unrecorded	44,546	30,622

At the end of the reporting period, the Group has other temporary differences which are available for offsetting against future taxable income as follows:

	Group	
	2014	2013
	\$'000	\$'000
<u>Other temporary differences</u>		
At beginning of year	96,685	58,221
Exchange realignment	2,696	4,356
Adjustment	(4,062)	13,278
Arising	21,340	20,830
At end of year	116,659	96,685
Deferred tax benefit on above at PRC's statutory tax rate of 25% - Unrecorded	29,165	24,171

Deferred tax asset arising from the above tax losses and other temporary differences have not been recognised in the financial statements due to the unpredictability of future taxable profits which are available against which the tax losses and other temporary differences can be utilised. The realisation of the future income tax benefits from tax losses carryforwards is subject to the conditions imposed by the relevant tax authorities.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

28 LOSS PER SHARE

The basic loss per share is calculated by dividing the loss attributable to the Group of \$78,955,000 (2013 : \$75,221,000) by 400,000,000 (2013 : 400,000,000) shares, being the number of ordinary shares in issue during the year.

Diluted earnings per ordinary share is the same as basic loss per share as there are no dilutive potential ordinary shares.

29 SEGMENT INFORMATION

(a) Products and services from which reportable segments derive their revenue

The operations of the Group are in the manufacturing and sale of telephone and power cords, telephone jacks and accessories, telephone handsets, moulded plastic products and notebook casing, pressed metal and electronic products. Most of the assets of the Group are deployed in these operations. Total assets by segments are those assets that are used in the operations of each segment.

Segment information reported externally is analysed on the basis of the types of goods supplied and services provided by the Group's operating divisions (i.e. wire, cable and related components, mould, moulded plastic products and finished product assembly). Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is more specifically focused on the category of goods and services.

Information regarding the Group's reportable segments is presented below.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

29 SEGMENT INFORMATION (cont'd)

(a) Products and services from which reportable segments derive their revenue (cont'd)

Segment revenues and results

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

	Wire, cable and related components \$'000	Mould, moulded plastics products and finished product assembly \$'000	Others \$'000	Total \$'000
2014				
REVENUE				
External sales	27,210	325,074	3,504	355,788
RESULTS				
Segment result	(852)	(109,852)	–	(110,704)
Unallocated corporate expenses				(340)
Dividend income	–	–	1,976	1,976
Interest income	–	–	1,528	1,528
Other operating income	–	24,788	–	24,788
Finance costs	–	(8,287)	–	(8,287)
Share of results of associates				(83)
Loss before income tax				(91,122)
Income tax				(487)
Loss for the year				(91,609)
OTHER INFORMATION				
Allowance for doubtful trade receivables	–	217	–	217
Allowance for doubtful non-trade receivables	8	537	–	545
Allowance of inventories obsolescence	104	9,141	–	9,245
Capital additions	108	7,690	–	7,798
Unallocated capital additions				2,592
Total capital additions				10,390
Depreciation and amortisation	173	16,705	–	16,878
Unallocated depreciation and amortisation				211
Total depreciation and amortisation				17,089
Impairment allowance on:				
Assets held for sale	–	–	8	8
Available-for-sale investments	–	–	775	775
Property, plant and equipment	97	21,343	–	21,440
Total impairment allowance				22,223

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

29 SEGMENT INFORMATION (cont'd)

(a) Products and services from which reportable segments derive their revenue (cont'd)

Segment revenues and results (cont'd)

	Wire, cable and related components \$'000	Mould, moulded plastics products and finished product assembly \$'000	Others \$'000	Total \$'000
2013				
REVENUE				
External sales	18,199	450,670	3,600	472,469
RESULTS				
Segment result	(4,023)	(73,594)	–	(77,617)
Unallocated corporate expenses				(147)
Dividend income	–	–	1,816	1,816
Interest income	–	–	1,784	1,784
Other operating income	–	5,507	–	5,507
Finance costs	–	(7,226)	–	(7,226)
Share of results of associates				29
Loss before income tax				(75,854)
Income tax				(4,952)
Loss for the year				(80,806)
OTHER INFORMATION				
Allowance for doubtful trade receivables	–	233	–	233
Allowance for doubtful non-trade receivables	–	1,551	–	1,551
Allowance of inventories obsolescence	148	4,648	–	4,796
Capital additions	9	9,888	–	9,897
Unallocated capital additions				4,244
Total capital additions				14,141
Depreciation and amortisation	329	21,567	–	21,896
Unallocated depreciation and amortisation				67
Total depreciation and amortisation				21,963
Impairment allowance on:				
Available-for-sale investments	–	–	573	573
Property, plant and equipment	1,904	21,671	–	23,575
Total impairment allowance				24,148

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

29 SEGMENT INFORMATION (cont'd)

(a) Products and services from which reportable segments derive their revenue (cont'd)

Assets and liabilities

	Wire, cable and related components \$'000	Mould, moulded plastics products and finished product assembly \$'000	Others \$'000	Total \$'000
2014				
Assets				
Segment assets	18,301	262,872	–	281,173
Investment in associates				1,580
Available-for-sale investments	–	–	26,341	26,341
Non-current assets classified as held for sale				23,407
Unallocated corporate assets				394
Consolidated total assets				<u>332,895</u>
Liabilities				
Segment liabilities	4,039	305,011	–	309,050
Unallocated corporate liabilities				2,090
Income tax payable				1,238
Consolidated total liabilities				<u>312,378</u>
2013				
Assets				
Segment assets	15,043	479,389	–	494,432
Investment in associates				1,636
Available-for-sale investments	–	–	30,458	30,458
Non-current assets classified as held for sale				2,049
Unallocated corporate assets				6,789
Consolidated total assets				<u>535,364</u>
Liabilities				
Segment liabilities	3,945	413,713	–	417,658
Unallocated corporate liabilities				819
Income tax payable				1,212
Consolidated total liabilities				<u>419,689</u>

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

29 SEGMENT INFORMATION (cont'd)

(b) Geographical information

The Group operates in four geographical market segments - Malaysia, People's Republic of China, Republic of China and Singapore.

The Group's information about its segment assets (non-current assets excluding investments in associates and available-for-sale investments) by geographical location are detailed below:

	Group	
	Non-current assets	
	2014	2013
	\$'000	\$'000
People's Republic of China	68,646	145,799
Republic of China	220	308
Malaysia	602	652
Total	69,468	146,759

The majority of the Group's products are supplied to Original Equipment Manufacturers ("OEM") and Original Design Manufacturers ("ODM"). Sales invoices are sent to centralised purchasing offices or purchasing agents of these OEMs and ODMs. The manufacturers or principals will incorporate the Group's products into their own equipment or distribute it as accessories through their distribution network. The Group has no information of end markets of their products and is therefore unable to prepare geographical segment information on the basis of end markets of the products. The Group is of the view that analysis of sales by geographical location based on the OEMs' and ODMs' location is not meaningful and has therefore not presented this information.

(c) Information about major customers

Revenue from the major customers which accounts for 10% or more of the Group's revenue are as follows:

	Group	
	2014	2013
	\$'000	\$'000
Mould, moulded plastics products and finished product assembly:		
Customer 1	109,909	122,261
Customer 2	43,070	83,074
Customer 3	34,655	57,732

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

30 UNSECURED COMMITMENTS AND CAPITAL EXPENDITURE

(a) Capital expenditure contracted but not provided for in the financial statements:

	Group	
	2014 \$'000	2013 \$'000
Commitments for the acquisition of property, plant and equipment	107	1,428

(b) Operating leases commitments:

The Group as lessee

	Group	
	2014 \$'000	2013 \$'000
Minimum lease payments under operating leases recognised as an expense in the year	1,900	3,023

At the end of the reporting period, the Group has outstanding commitments under non-cancellable operating leases, which fall due as follows:

	Group	
	2014 \$'000	2013 \$'000
Within one year	1,721	2,731
In the second to fifth year inclusive	2,615	8,132
After five years	–	770
Total	4,336	11,633

Operating lease payments represent rentals payable by the Group for its factory and office premises. Leases are negotiated for an average term of three years and rentals are fixed for an average of three years.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

30 UNSECURED COMMITMENTS AND CAPITAL EXPENDITURE (cont'd)

(b) Operating leases commitments: (cont'd)

The Group as lessor

The Group rents out its properties under operating leases. Property rental income earned during the year was \$1,493,000 (2013 : \$1,556,000).

At the end of the reporting period, the Group has outstanding commitments under non-cancellable operating leases, which fall due as follows:

	Group	
	2014	2013
	\$'000	\$'000
Within one year	128	143
In the second to fifth year inclusive	64	241
Total	192	384

Rental is for an average of 3 years (2013 : 3 years) and the rental rate is revised on an average of 3 years (2013 : 3 years). For the purpose of the above, the prevailing lease rentals are used.

31 DISPOSAL OF SUBSIDIARIES

A Disposal of Hefei Baolong Hsin Technology Co., Ltd and its subsidiary ShuCheng Baolong Hsin Technology Co., Ltd

On October 31, 2014, the Group disposed of its subsidiary, Hefei Baolong Hsin Technology Co., Ltd.

Details of the disposal are as follows:

	2014
	\$'000
Carrying amounts of net assets over which control was lost	
Current assets	
Cash and bank balances	2,058
Trade receivables	17,698
Other receivables, deposits and prepayments	1,679
Inventories	6,575
Total current assets	28,010

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

31 DISPOSAL OF SUBSIDIARIES (cont'd)

A Disposal of Hefei Baolong Hsin Technology Co., Ltd and its subsidiary ShuCheng Baolong Hsin Technology Co., Ltd

	2014
	\$'000
<hr/>	
Non-current asset	
Property, plant and equipment	3,737
Current liabilities	
Trade payables	(22,902)
Other payables and accruals	(7,964)
Total current liabilities	(30,866)
Net assets derecognised	881
Consideration received	
Cash	644
Deferred consideration	644
Total consideration	1,288
Gain on disposal:	
Total consideration	1,288
Net assets derecognised	(881)
Non-controlling interest derecognised	432
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity on loss of control of subsidiary	83
Gain on disposal	922

The gain on disposal of the subsidiary is recorded as part of Profit for the year in the statement of profit or loss and other comprehensive income.

	2014
	\$'000
<hr/>	
Net cash outflow arising from disposal:	
Cash consideration received	644
Cash and cash equivalents disposed of	(2,058)
	(1,414)

The deferred consideration will be settled in cash by the purchaser on or before September 16, 2015.

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

31 DISPOSAL OF SUBSIDIARIES (cont'd)

B Disposal of Shanghai Song Yi Industry Co., Ltd

On December 31, 2014, the Group disposed of its subsidiary, Shanghai Song Yi Industry Co., Ltd.

Details of the disposal are as follows:

	2014 \$'000
<hr/>	
Carrying amounts of net assets over which control was lost	
Current asset	
Cash and bank balances	3
Non-current asset	
Property, plant and equipment	9,740
Current liability	
Other payables and accruals	(7)
Net assets derecognised	9,736
Consideration received	
Cash	16,208
Deferred consideration	10,196
Total consideration	26,404
Gain on disposal:	
Total consideration	26,404
Net assets derecognised	(9,736)
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity on loss of control of subsidiary	276
Gain on disposal	16,944

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

31 DISPOSAL OF SUBSIDIARIES (cont'd)

B Disposal of Shanghai Song Yi Industry Co., Ltd (cont'd)

The gain on disposal of the subsidiary is recorded as part of Profit for the year in the statement of profit or loss and other comprehensive income.

	2014 \$'000
Net cash inflow arising from disposal	
Cash consideration received	16,208
Cash and cash equivalents disposed of	<u>(3)</u>
	<u>16,205</u>

The deferred consideration will be settled in cash by the purchaser on or before March 31, 2015.

STATISTICS OF SHAREHOLDINGS

As at March 10, 2015

Amount of issued share capital : S\$151,096,603
 Number of shares : 400,000,000
 Class of shares : ordinary shares
 Voting rights : one vote per share

Size of Shareholdings	No. of Shareholders	Percentage	No. of Shares Held	Percentage
1 – 99	11	0.46%	138	0.00%
100 – 1,000	194	8.14%	108,950	0.03%
1,001 – 10,000	1,353	56.78%	6,877,656	1.72%
10,001 – 1,000,000	796	33.40%	55,850,276	13.96%
1,000,001 AND ABOVE	29	1.22%	337,162,980	84.29%
	2,383	100%	400,000,000	100%

Based on information available to the Company as at March 10, 2015, approximately 48.13% of the issued ordinary shares of the Company is held by the public and, therefore, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited is complied with.

The Company does not have any treasury shares.

Top Twenty Shareholders as at March 10, 2015

S/No.	Name	No. of Shares	Percentage
1	CCH HOLDINGS LIMITED	54,534,175	13.63%
2	HUNGCHUN HOLDINGS LIMITED	54,534,175	13.63%
3	UNIONMET (SINGAPORE) LIMITED	50,529,000	12.63%
4	BNP PARIBAS NOMS S'PORE PL	48,034,000	12.01%
5	HUNGCHUN ASSETS LIMITED	18,178,059	4.54%
6	CCH ASSETS LIMITED	18,178,058	4.54%
7	RAFFLES NOMINEES (PTE) LTD	18,134,000	4.53%
8	UOB KAY HIAN PTE LTD	14,401,500	3.60%
9	LAW CHEE KHEONG	7,983,000	2.00%
10	LIAO HAN KUEI	6,917,388	1.73%
11	CITIBANK NOMS S'PORE PTE LTD	5,204,000	1.30%
12	YEH WANG FU-TAI	3,750,000	0.94%
13	PHILLIP SECURITIES PTE LTD	3,555,600	0.89%
14	LI CHUN KUEI	3,478,000	0.87%
15	HSU CHANG YU-MEI	3,000,000	0.75%
16	YANG YU-LIN	3,000,000	0.75%
17	CIMB SEC (S'PORE) PTE LTD	2,880,659	0.72%
18	MOU LI-HUA	2,872,000	0.72%
19	DBS NOMINEES PTE LTD	2,283,200	0.57%
20	HSBC (SINGAPORE) NOMS PTE LTD	2,265,000	0.57%
		323,711,814	80.92%

STATISTICS OF SHAREHOLDINGS

As at March 10, 2015

Substantial Shareholders

As shown in the Register of Substantial Shareholders

	Name of Shareholders	No of Shares	
		Direct Interest	Deemed Interest
1	HungChun Holdings Limited#	54,534,175	0
2	CCH Holdings Limited##	54,534,175	0
3	Hsu Hung Chun*	0	75,712,234
4	Hsu Cheng Chien**	500,000	75,712,233
5	Hsu Chang Yu-Mei*	3,000,000	72,712,234
6	Yang Yu-Lin**	3,000,000	73,212,233
7	Unionmet (Singapore) Limited	50,529,000	0

Mr Hsu Hung Chun is, by virtue of his interest in HungChun Holdings Limited and HungChun Assets Limited which holds 18,178,059 shares, deemed to be a substantial shareholder of the Company. HungChun Holdings Limited and HungChun Assets Limited are companies incorporated in British Virgin Islands and wholly-owned by Mr Hsu Hung Chun.

Mr Hsu Cheng Chien is, by virtue of his interest in CCH Holdings Limited and CCH Assets Limited which holds 18,178,058 shares, deemed to be a substantial shareholder of the Company. CCH Holdings Limited and CCH Assets Limited are companies incorporated in British Virgin Islands and wholly-owned by Mr Hsu Cheng Chien.

* Husband and wife

** Husband and wife

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of Huan Hsin Holdings Ltd will be held at Albizia Room 1, Level 2, Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Friday, April 24, 2015 at 10:30 a.m., for the following purposes: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended December 31, 2014. **(Resolution 1)**
2. To approve Directors' Fees of S\$220,000/- for the year ended December 31, 2014. (2013: S\$220,000/-) **(Resolution 2)**
3. To re-appoint Mr Lim Hock Beng who retires pursuant to Section 153 of the Companies Act, Chapter 50 of Singapore, as a Director of the Company. **(Resolution 3)**
4. To re-appoint Mr Lau Ping Sum, Pearce who retires pursuant to Section 153 of the Companies Act, Chapter 50 of Singapore, as a Director of the Company. **(Resolution 4)**
5. To re-elect Mr Hsu Hung Chun who retires by rotation in accordance with Article 103 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **(Resolution 5)**
6. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

7. That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") authority be and is hereby given to the Directors to: **(Resolution 7)**
 - (a) (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including share to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraphs (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
(see explanatory note (i))

ANY OTHER BUSINESS

8. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

Juliana Loh Joo Hui
Chan Lily
Company Secretaries

Singapore, April 08, 2015

NOTICE OF ANNUAL GENERAL MEETING

NOTE:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 3 Anson Road #27-01 Springleaf Tower, Singapore 079909, not less than 48 hours before the time set for holding the Meeting.
2. Mr Lim Hock Beng, will upon re-appointment as Director of the Company, continue to serve as Chairman of the Audit Committee, member of the Remuneration Committee and Nominating Committee and he is considered to be independent by the Board of Directors of the Company.
3. Mr Lau Ping Sum, Pearce, will upon re-appointment as Director of the Company, continue to serve as a member of the Audit Committee and Nominating Committee, as well as Chairman of the Remuneration Committee and he is considered to be independent by the Board of Directors of the Company.

STATEMENT PURSUANT TO ARTICLE 61 OF THE COMPANY'S ARTICLES OF ASSOCIATION

- i) Resolution No. 7 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub limit of 20 per cent. for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution No. 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

The Company does not hold any treasury shares.

PROXY FORM

HUAN HSIN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199509142R)

IMPORTANT:

1. For investors who have used their CPF monies to buy the shares of Huan Hsin Holdings Ltd, the Annual Report 2014 is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to vote should contact their CPF Approved Nominees

I/We _____

of _____

being a *Member/Members of the abovenamed Company hereby appoint:

Name	Address	NRIC / Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

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as *my/our proxy/proxies to vote for *me/us on *my/our behalf, at the Annual General Meeting of the Company, to be held at Albizia Room 1, Level 2, Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Friday, April 24, 2015 at 10:30 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matters arising at the Meeting.

No.	RESOLUTIONS	For	Against
1.	ORDINARY BUSINESS To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended December 31, 2014.		
2.	To approve Directors' Fees of S\$220,000/- for the year ended December 31, 2014. (2013: S\$220,000/-)		
3	To re-appoint Mr Lim Hock Beng as a Director		
4	To re-appoint Mr Lau Ping Sum, Pearce as a Director		
5.	To re-elect Mr Hsu Hung Chun as a Director		
6.	To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration		
7.	SPECIAL BUSINESS To authorise the Directors to issue/allot shares in the Company		

Dated this _____ day of _____ 2015

Total Number of Shares Held

Signature(s) of Member(s) or Common Seal

* Delete Accordingly



Important

1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company and where there is more than one proxy, the proportion of Shares to be represented by each proxy must be stated.
2. Where a Member appoints two proxies, the appointments shall be invalid unless he specifies the proportion (expressed as a percentage of the whole) of his shareholdings to be represented by each proxy.
3. This instrument of proxy must be signed by the appointor or his/her duly authorised attorney or, if the appointor is a body corporate, signed by a duly authorised officer or its attorney or affixed with its common seal thereto.
4. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
5. The instrument appointing a proxy or proxies (together with the power of attorney [if any] under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 3 Anson Road #27-01 Springleaf Tower Singapore 079909 not less than 48 hours before the time fixed for holding the Annual General Meeting.
6. Please insert the total number of Shares held by you. If you have Shares entered against your name on the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.
7. The Company shall be entitled to reject this instrument of proxy if it is incomplete, or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this instrument of proxy. In addition, in the case of Members whose Shares are deposited with The Central Depository (Pte) Limited ("CDP"), the Company may reject any instrument of proxy lodged if such Member is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting as certified by CDP to the Company.



HUAN HSIN HOLDINGS LTD

奐 鑫 控 股 有 限 公 司

Company Registration Number 199509142R

HUAN HSIN HOLDINGS LTD

3 ANSON ROAD,
#27-01 SPRINGLEAF TOWER,
SINGAPORE 079909