

# AGILITY & FOCUS



# 2024

ANNUAL REPORT



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

The contact person for the Sponsor is Ms. Lim Hui Ling, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).



# CORPORATE PROFILE

Established since 1978, Hiap Tong Corporation Ltd. ("Hiap Tong", or together with its subsidiaries, the "Group") is a leading provider of hydraulic lifting and haulage services to the marine, petrochemical and construction industries in Singapore.

From a single 10 tonne mobile crane in 1980, the Group has expanded its combining lifting and haulage fleet size to an aggregate of 447 vehicles as at 31 March 2024, consisting of 222 cranes (with lifting capacities ranging from 10 to 1200 tonnes) and 225 units of haulage equipment.

Hiap Tong offers the largest range of lifting capabilities in the hydraulic mobile crane category and we believe we are the only Singapore company with the ability to provide mobile lifting services with lifting capacities of up to 1200 tonnes. Our current lifting capabilities of up to 1200 tonnes allow us to undertake specialised lifting jobs.

We pride ourselves as an integrated one-stop service provider, offering a complete solution to customers from lifting services, with our extensive fleet of mobile and crawler cranes, to transportation services, with our haulage fleet.

With an established customer base of more than 300 customers, some of our notable customers include business units and affiliates of Seatrrium Limited in the marine industry; ExxonMobil Asia Pacific Pte Ltd, and Sankyu (S) Pte Ltd. in the petrochemical industry; as well as GS Engineering and Construction Corp. in the construction industry. With our strong track record, business reputation and superior quality services, many of our major customers are recurring customers with repeat orders who have been doing business with us for more than 10 years.

## OUR INDUSTRIES

We service a large and diverse customer base, mainly from the marine, petrochemical and construction industries.

### PETROCHEMICAL

- Construction of plants and refineries
- Maintenance of plants and refineries
- Boiler maintenance
- Lifting of steel structures and parts



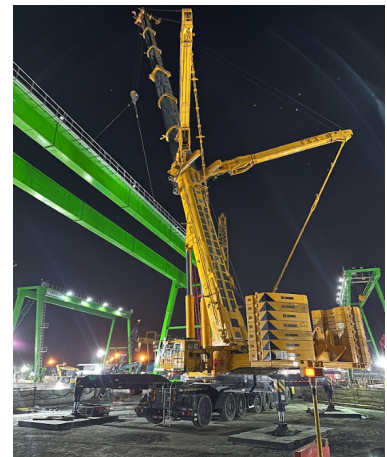
### CONSTRUCTION

- Lifting of pre-cast slabs, steel fittings and beams in construction works



### MARINE

- Conversion and repairs of vessels
- Lifting cranes and equipment onto vessels
- Construction and lifting of large containers



# OUR BUSINESS

## LIFTING AND HAULAGE SERVICES

Our focus has always been primarily on the provision of lifting and haulage services. As part of our total lifting and haulage solutions service, we provide onsite consultation and inspection services.

- Our lifting fleet totals 222 cranes as at 31 March 2024, which comprises rough terrain cranes, mobile truck cranes, all terrain cranes, telescopic crawler cranes, crawler cranes, and a mobile tower crane.
- Our current lifting capabilities range from 10 tonnes to 1200 tonnes, allowing us to undertake specialised lifting jobs requiring heavy lifting beyond the capability of most conventional cranes commonly found in the market.

## OUR LIFTING FLEET



ALL TERRAIN CRANE



ROUGH TERRAIN CRANE



MOBILE TOWER CRANE



MOBILE TRUCK CRANE



TELESCOPIC CRAWLER CRANE



CRAWLER CRANE

## TRADING OF CRANES AND HAULAGE EQUIPMENT

Our trading activities are opportunistic. There were some trading activities on an ad hoc basis in FY2024.

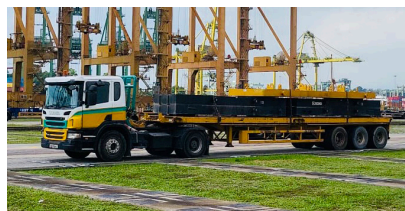
## HAULAGE SERVICES

- Our haulage fleet totaled 225 units as at 31 March 2024, which comprised of trailers, prime movers and lorry cranes capable of lifting between 10 tonnes to 100 tonnes, as well as Multi-Axles Modular Trailers.
- Our haulage fleet is often employed for transportation of accessories for heavy cranes and provides support services for our lifting business. Our haulage services enable large cranes to be disassembled and their components transported in parts to job sites.

## OUR HAULAGE FLEET



PRIME MOVER



TRAILER



CRAWLER



LORRY CRANE



MULTI-AXLES MODULAR TRAILER



MOBILE

## MANPOWER SERVICES

The manpower services consist of services provided to PSA Corporation Limited and Land Transport Authority.

The Group's wholly owned subsidiaries, HT Ports Services Pte. Ltd. focuses on the provision of port services while Hiap Tong Construction Pte. Ltd. focuses on the provision of services for work train operation for MRT projects.

The formation of the Manpower services business is to generate a second stream of revenue for the Group and to help offset the cyclical nature of the lifting and haulage service business.



# CHAIRMAN'S STATEMENT

“With an extensive fleet of mobile and crawler cranes, the group continued to secure new projects in the infrastructure sector. Although there were some delays in these projects, the strong demand for the lifting and haulage services in the sector is expected to remain strong.”

## DEAR SHAREHOLDERS,

On behalf of the Board of Directors (the “Board”), I am pleased to present to you the annual report of Hiap Tong Corporation Ltd. (“Hiap Tong”), the “Company” or together with its subsidiaries, the “Group”) for the financial year ended 31 March 2024 (“FY2024”).

## FINANCIAL REVIEW

Revenue decreased by S\$6.6 million or 6.7% from S\$98.8 million for FY2023 to S\$92.2 million for FY2024. The decrease was attributed to a decline in revenue from the lifting and haulage segment mainly due to the completion of certain projects and a delay in the commencement of new projects in FY2024.

Gross profit decreased by S\$10.5 million or 38.4% from S\$27.4 million (representing a gross profit margin of 27.7%) for FY2023 to S\$16.8 million (representing a gross profit margin of 18.3% for FY2024). The decrease in gross profit margin was mainly attributed to the lifting and haulage segment due to completion of certain projects with higher gross profit margin in FY2023. However, the manpower services segment gross profit margin improved from 3.0% in FY2023 to 11.0% in FY2024 due to higher pricing for the port services.

As a result of lower gross profit margin and operating profit, the Group reported a net profit after tax of S\$4.1 million for FY2024 as compared to S\$13.8 million for FY2023

Correspondingly, the earnings per share was 1.32 cents per share in FY2024 as compared to 4.49 cents in FY2023, while net asset value per share increased from 30.38 cents as at 31 March 2023 to 30.72 cents as at 31 March 2024.

## BUSINESS REVIEW

### Singapore Operation

With an extensive fleet of mobile and crawler cranes, the group continued to secure new projects in the infrastructure sector. Although there were some delays in these projects, the strong demand for the lifting and haulage services in the sector is expected to remain strong.

As for the manpower services, it had improved as compared to prior year despite the challenging business environment.





# CHAIRMAN'S STATEMENT

## Overseas Operation

In respect of the lifting & haulage business in Malaysia, the Group remains cautious on its outlook and will continue to explore for new opportunities.

## Business Outlook

Generally, the business outlook remains challenging due to the geopolitical uncertainty, global inflation, tight labour market as well as higher borrowing cost.

Nevertheless, the Group will continue to remain cautious and vigilant with its business operation and investments both in Singapore and Malaysia.

## Proposed Dividend

To reward our shareholders for your unwavering support, the Board has proposed a first and final dividend of 0.1 Singapore cent per ordinary share for FY2024 (the "Proposed Dividend"). The Proposed Dividend will be subjected to shareholders' approval at the Annual General Meeting (AGM) to be held on 25 July 2024.

## IN APPRECIATION

On behalf of the Board, I would like to extend my gratitude to our shareholders, customers and business associates for their continual support throughout the years.

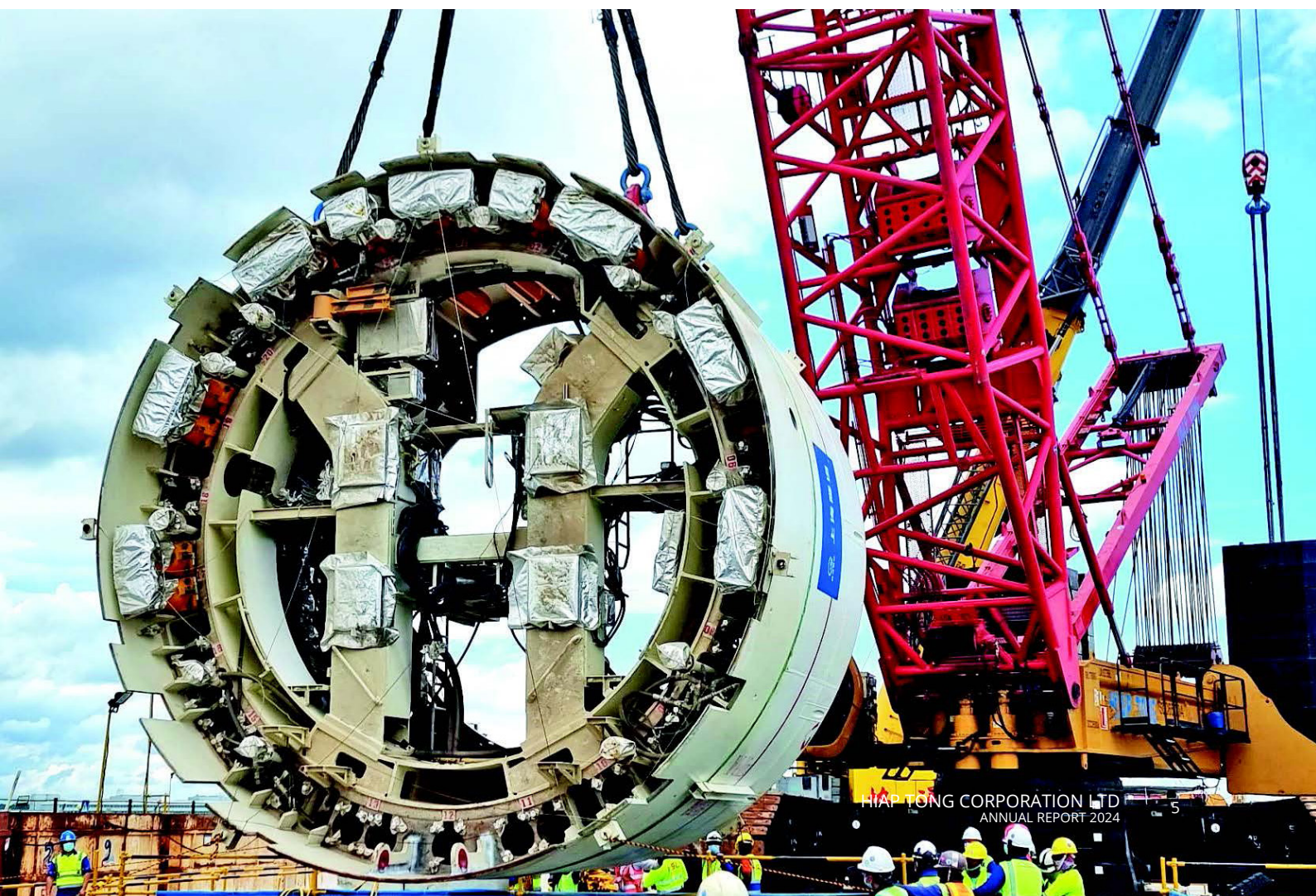
I would also like to thank my fellow directors, management team and employees for their dedication and commitment to the Group.

Special thanks to Mr Tay Seo Long who will be retiring as our independent director after serving on our Board for about 8 years.

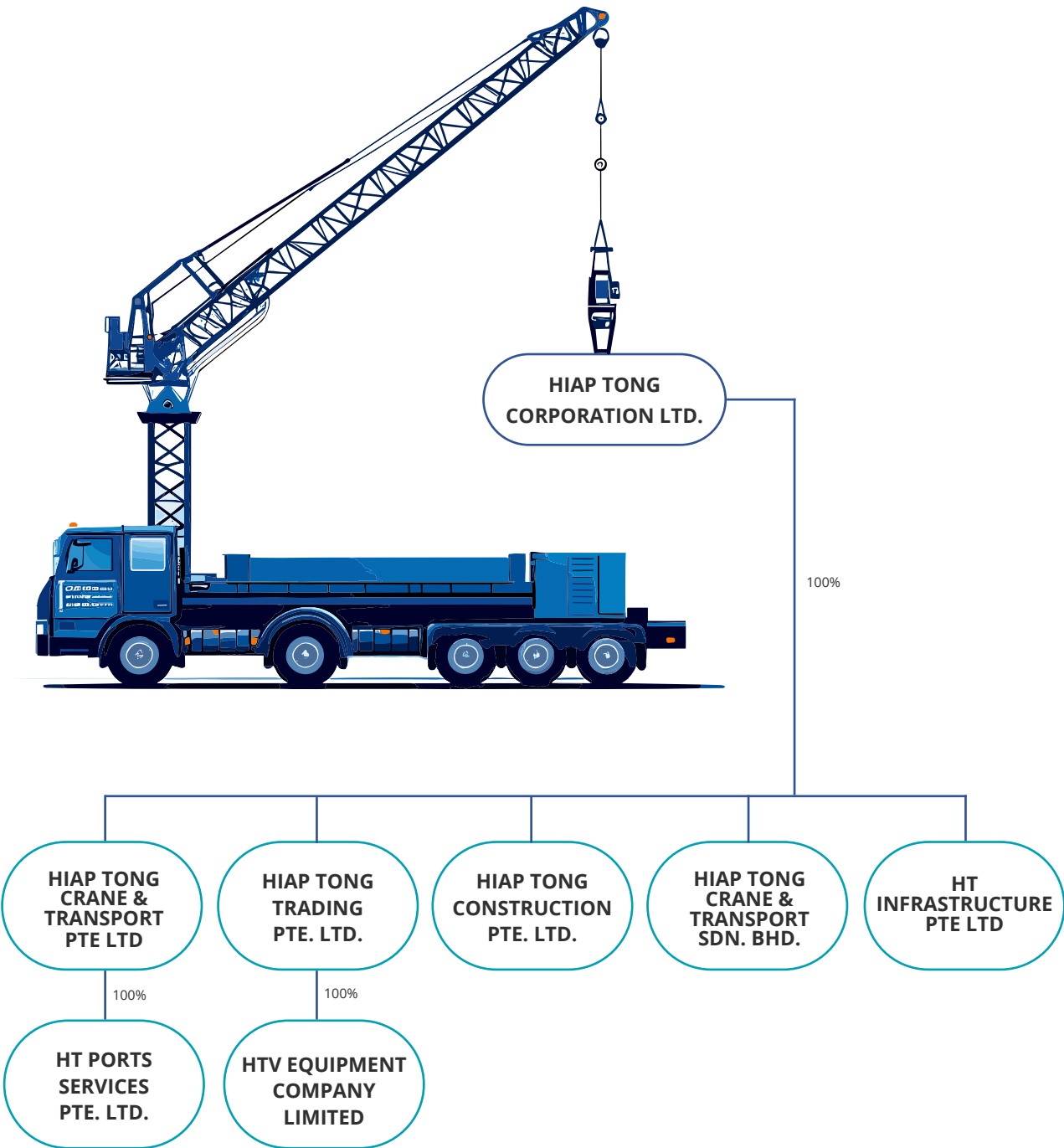
I would also like to take this opportunity to welcome Mr Yee Chia Hsing who will be seeking appointment as an independent director in the forthcoming AGM.

## ONG TECK MENG

Executive Chairman and Chief Executive Officer



# GROUP STRUCTURE





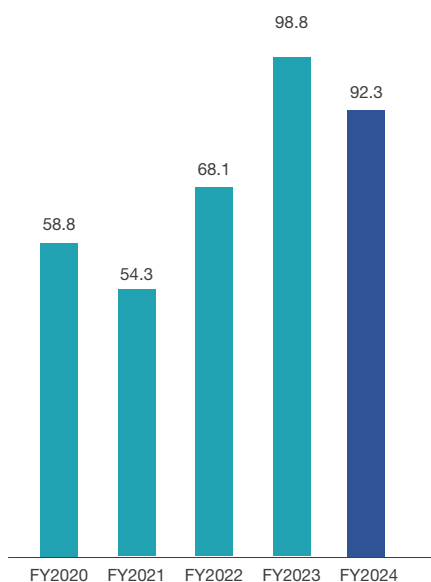
# CORPORATE MILESTONES AND DEVELOPMENTS

- 1978**  
Hiap Tong Trading was established with the primary business of trading and renting commercial vehicles, such as pick-up trucks and passenger vehicles.
- 1980**  
Ventured into the provision of crane rental services with a single 10-tonne mobile crane.
- 1984**  
Took delivery of our first 90-tonne mobile crane, which was then the largest mobile crane of its kind in Singapore.
- 1991**  
Started our haulage service business with our first prime mover and trailer.
- 2002**  
Seized the opportunity to purchase more cranes from Asia, increasing our fleet size to over 50 cranes.
- 2003**  
Received the ISO 9001:2000 Certification by the International Organisation for Standardisation.
- 2009**  
Listed on the Catalist Board of the SGX-ST. As at 31 December 2009, we have expanded our combined lifting fleet and haulage fleet size to an aggregate of 230 vehicles.
- 2010 - 2011**  
Took delivery of our first 1200-tonne mobile crane.  
  
Incorporated a 80% owned subsidiary which started its mobile lifting operation in China.  
  
Incorporated a subsidiary in India and Malaysia.
- 2011 - 2012**  
Took delivery of a 300-tonne & a 500-tonne mobile crane, thus expanding the range of our lifting capacity in our Singapore's operation.
- 2012 - 2013**  
Awarded by JTC a land parcel of approximately 12,000 square metres at Tuas South for its business activities (tenure of 22 years 7 months from 2013).  
  
Awarded a 5-year lifting services contract by ExxonMobil.  
  
Implementation of Scrip Dividend Scheme for Hiap Tong Corporation Ltd.
- 2013 - 2014**  
Incorporated a new 70% owned subsidiary in Malaysia. Acquisition of a leasehold industrial property of approximately 26,131 square metres at Soon Lee Road for its business activities (tenure of 60 years from 1968).
- 2014 - 2015**  
Disposal of a 80% owned subsidiary in China.
- 2016 - 2017**  
Took delivery of a 1200-tonne telescopic crawler crane.
- 2016 - 2018**  
Awarded a 5-years extension of lifting services contract by ExxonMobil.  
  
Incorporated a 100% owned subsidiary in Singapore for port services.  
  
Incorporated a 100% owned subsidiary in Vietnam.
- 2018 - 2019**  
Awarded a 5-year labour supply contract by PSA.
- 2019 - 2020**  
Liquidation of a 70% owned subsidiary in Malaysia.
- 2021**  
Incorporated a 100% owned subsidiary, Hiap Tong Construction Pte. Ltd.
- 2022**  
Awarded a 5-years lifting service contract by ExxonMobil

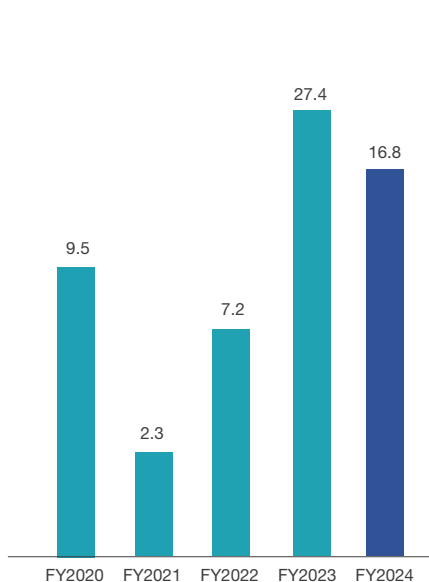
# FINANCIAL HIGHLIGHTS

\$'000	FY2020	FY2021	FY2022	FY2023	FY2024
Revenue	58,758	54,326	68,066	98,837	92,263
Cost of sales	(49,217)	(52,024)	(60,902)	(71,479)	(75,419)
Gross profit	9,541	2,302	7,164	27,358	16,844
Other income	2,242	10,501	6,388	4,695	4,452
Distribution expenses	(214)	(354)	(228)	(668)	(691)
Administrative expenses	(7,726)	(7,742)	(8,878)	(10,716)	(12,497)
Other expenses:					
Allowance for impairment losses on property, plant and equipment - (loss)/reversal	(8,000)	(2,120)	-	2,229	5
Others	(154)	(1,248)	(829)	(3,203)	(428)
Net change in fair value of investment properties	(850)	(300)	(20)	(850)	(330)
Net finance costs	(2,589)	(2,050)	(2,064)	(2,059)	(2,202)
Profit/(loss) before tax	(7,750)	(1,011)	1,533	16,786	5,153
Tax credit / (expense)	(369)	676	75	(2,942)	(1,026)
Net Profit/(loss) for the year	(8,119)	(335)	1,608	13,844	4,127

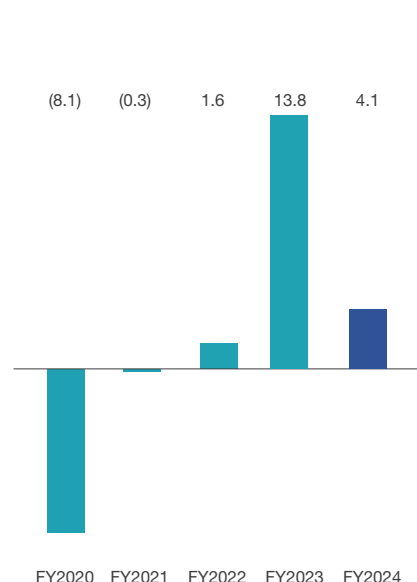
REVENUE (\$'M)



GROSS PROFIT (\$'M)



NET PROFIT (\$'M)





## MR ONG TECK MENG

*Executive Chairman and Chief Executive Officer*

As the Executive Chairman and Chief Executive Officer and the founder, Mr Ong Teck Meng is responsible for managing the Group's overall business strategy.

Mr Ong has been the managing director of Hiap Tong Trading since 1978 and has more than 40 years of experience in the crane industry. He established Hiap Tong Trading in 1978 to engage in the business of trading and renting commercial vehicles. Under his leadership, the Group has developed from a small commercial vehicle leasing and trading company to a leading integrated lifting and haulage solutions provider in Singapore.

Mr Ong was appointed to the Board on 8 January 2008 and was last re-elected as a Director on 28 July 2022.

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## MR ONG BOON TAT ALVIN

*Executive Vice Chairman*

Mr Ong Boon Tat, Alvin joined the Group in 2002 after completing his Bachelor of Arts degree, majoring in Economics and Statistics, at the National University of Singapore.

With over 20 years of experience in the Group, Mr Ong has been involved in numerous projects and milestones, including the Company's successful listing on the Singapore Exchange (SGX) in 2009. In recognition of his contributions, he was re-designated from Executive Director to Executive Vice Chairman on 3 July 2023.

As the Executive Vice Chairman, Mr Ong is responsible for strategic planning and oversees all administrative functions of the Group. He collaborates closely with a team of managers to ensure the smooth day-to-day operation of the Group.

Furthermore, Mr Ong supports the Executive Chairman by chairing the board meetings and the Company's annual general meetings whenever is needed. He brings valuable leadership and guidance to these important gatherings. It's worth noting that Mr Ong is the son of Mr Ong Teck Meng, the Executive Chairman and Chief Executive Officer of the Company.

Mr Ong was appointed to the Board on 8 January 2008 and was last re-elected as a Director on 27 July 2023.

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## MR ONG LIM SAN

*Executive Director*

With extensive technical experience in the crane industry, Mr Ong Lim San oversees the technical aspects and manages the maintenance department of the Group, which involves all maintenance, repair and reconditioning works done on our lifting and haulage fleets.

Mr Ong joined the Group in 1978, and was appointed as a director of Hiap Tong Trading and Hiap Tong Crane in 1980 and 1988 respectively.

Mr Ong, brother of Mr Ong Teck Meng, the Executive Chairman and Chief Executive Officer of the Company, graduated from Singapore Polytechnic with a certificate in mechanical draughting in 1974, was appointed to the Board on 6 October 2008 and was last re-elected as a Director on 27 July 2023.

# BOARD OF DIRECTORS

## MR TITO SHANE ISAAC

*Lead Independent Director*

Mr. Tito Shane Isaac is a practising advocate and solicitor with more than 20 years of experience in legal practice. He is the Managing Partner of Tito Isaac & Co LLP, a firm that provides a range of legal services including Commercial and Corporate Law, Intellectual Property Law, Civil and Criminal Litigation, Property, Family and Insurance Law.

In 2012, Mr Isaac received an Appreciation Award from the Minister of Foreign Affairs and Trade, Republic of Korea. In 2008 and again in 2014, he received an Appreciation Award from the Minister of Law, Singapore. He has also been admitted as a Fellow of the Singapore Institute of Arbitrators in 2006.

Mr Isaac is also the Independent Non- Executive Chairman of New Wave Holdings Ltd and was an Independent Non- Executive Director of Shanaya Ltd.

Mr Isaac was appointed to the Board on 1 July 2016 and was last re- elected as a Director on 28 July 2022.

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## MR CHOY BING CHOONG

*Independent Director*

Mr Choy Bing Choong has more than 30 years of working experience in a variety of roles in multiple industries and countries, and is currently the Executive Chairman at Natural Cool Holdings Limited where he has been for the last 10 years. Prior to that, he spent 8 years with the corporate finance department at CIMB Bank Berhad, Singapore Branch where he last held the position of Director, Corporate Finance. Before CIMB Bank Berhad, Singapore branch, he served 3 years in the Corporate and Capital Markets Group at Rajah & Tann. Apart from his home base in Singapore, he has also worked in China, the United Kingdom and Indonesia.

He is a Fellow Chartered Accountant of Singapore and holds a Bachelor's of Accountancy Degree from the National University of Singapore. He is also a Senior Accredited Director accredited with the Singapore Institute of Directors. In addition, Mr Choy also holds a Post Graduate Diploma in Strategic Human Capital Management (Organisational Development and Psychology) from the SHRI Academy.

Mr Choy was appointed to the Board on 10 October 2017 and last re-elected as a Director on 29 July 2021.

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## MR TAY SEO LONG

*Independent Director*

Mr Tay Seo Long began his career with Lee Kim Tah Holdings Limited in 1976, where he rose to the position of Director of Finance and was a member of the audit committee. He left Lee Kim Tah Holdings Limited to join Hong Leong Asia Limited as its Group Financial Controller (2000 – 2003). He subsequently joined Hua Kok International Limited as the Group Financial Controller and company secretary. From 2004 to 2007, Mr Tay served as the Group Financial Controller and company secretary at CSC Holdings Limited. He then enjoyed a sabbatical during the intervening period between his tenure at CSC Holdings Limited and his appointment to Hiap Tong Group as Chief Financial Officer from July 2008 to August 2010. He was also appointed as an Executive Director in KH Foges Pte Ltd from 2012 to 2014.

Mr Tay graduated with a Bachelor of Commerce (Honours) (Accountancy) from Nanyang University in 1974, and obtained a Masters of Business Administration from the University of Hull, UK, in 1994. He has been a member of the Institute of Singapore Chartered Accountants since 1976.

Mr Tay was appointed to the Board on 1 July 2016 and was last re-elected as a Director on 29 July 2021. He will be retiring as a director in the forthcoming Annual General Meeting of the Company and will not be seeking re-election as a director.



# SENIOR MANAGEMENT

## **MR NG ENG JOO**

*Head of Operations*

Together with the Chief Executive Officer, Mr Ng Eng Joo is jointly responsible for overseeing the Group's trading business. With more than 20 years of experience in the crane industry under his belt, he is also in charge of managing the deployment of the Group's resources for its lifting and haulage services business.

Mr Ng joined Hiap Tong in 1998 and was appointed to the Board on 6 October 2008 before his retirement as a Director of the Company on 25 July 2018. He has held various positions in the administration, as well as sales and trading functions. He had also worked in the Finance and Insurance industry sector between 1993 to 1998.

Mr Ng, cousin of Mr Ong Teck Meng, the Executive Chairman and Chief Executive Officer of the Company, holds a diploma in business studies from Ngee Ann Polytechnic.

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## **MR LOH BOON WAH**

*Group Financial Controller*

Mr Loh Boon Wah joined the Group in October 2008 as a Senior Finance Manager and was subsequently promoted to the position of Group Financial Controller in 2010. He oversees the financial and accounting aspects of the Group. Mr Loh has more than 20 years of accounting and financial management experience.

Mr Loh joined KPMG Peat Marwick as an Audit Assistant In 1994 and subsequently joined Keppel Land Limited as an Accountant in 1996. He then went on to be the Finance Manager of I.R.E. Corporation Limited in 2001, and of A & P Maintenance Services Pte Ltd in 2003. In 2004, he joined Friven & Co Ltd as their Finance Manager until 2007, during which he was promoted to be the Financial Controller. He then went on to become the Group Financial Controller of TTL Holdings Limited and was working as the Financial Controller of Guangzhao Industrial Forest Biotechnology Group Limited before he joined the Group.

Mr Loh obtained his Bachelor of Accountancy degree from the Nanyang Technological University of Singapore. He is also a member of the Institute of Singapore Chartered Accountants.

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## **MR SUKHMUNDER SINGH S/O JUGJIT SINGH**

*General Manager*

Mr Sukhmunder Singh s/o Jugjit Singh is responsible for advising the Group's customers on the technical and sales aspects of our lifting and haulage services business. He is also in charge of the on-site deployment of the Group's vehicles.

Mr Singh started work as a crane operator in 1981, and worked for various construction and logistics companies until 1994. In 1994, Mr Singh joined Neo Corporation Pte Ltd as a plant supervisor, where he stayed till 1997. He then joined Chin Guan Transport & Warehousing Pte Ltd as a heavy lift supervisor. Mr Singh was engaged by Mammoet (S) Pte Ltd as a crane operator in 2000.

He joined our Group in 2002 and held various positions, such as heavy lift supervisor and sales manager, and was eventually appointed as our General Manager in June 2008. In November 2009, Mr Singh completed the Specialist Diploma in Safety and Risk Management Programme with Global School of Technology and Management. The Diploma was awarded by the Universiti Teknologi Malaysia.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr Ong Teck Meng**

*Executive Chairman and Chief Executive Officer*

**Mr Ong Boon Tat, Alvin**

*Executive Vice Chairman*

**Mr Ong Lim San**

*Executive Director*

**Mr Tito Shane Isaac**

*Lead Independent Director*

**Mr Choy Bing Choong**

*Independent Director*

**Mr Tay Seo Long**

*Independent Director*

## AUDIT COMMITTEE

**Mr Tay Seo Long** (Chairman)

**Mr Tito Shane Isaac**

**Mr Choy Bing Choong**

## NOMINATING COMMITTEE

**Mr Tito Shane Isaac** (Chairman)

**Mr Ong Boon Tat Alvin**

**Mr Choy Bing Choong**

**Mr Tay Seo Long**

## REMUNERATION COMMITTEE

**Mr Choy Bing Choong** (Chairman)

**Mr Tito Shane Isaac**

**Mr Tay Seo Long**

## COMPANY SECRETARIES

**Ms Lim Guek Hong, ACIS**

**Mr Loh Boon Wah**

## REGISTERED OFFICE

22 Soon Lee Road

Singapore 628082

Telephone: (65) 6779 5050

Facsimile: (65) 6777 0841

## SPONSOR

**PrimePartners Corporate Finance Pte. Ltd.**

16 Collyer Quay,

#10-00 Collyer Quay Centre

Singapore 049318

## PRINCIPAL BANKERS

**United Overseas Bank Limited**

**CIMB Bank Berhad, Singapore Branch**

**Maybank Singapore Limited**

## SHARE REGISTRAR

**In.Corp Corporate Services Pte. Ltd.**

30 Cecil Street #19-08

Prudential Tower

Singapore 049712

## AUDITORS

**RSM SG Assurance LLP**

8 Wilkie Road #03-08,

Wilkie Edge, Singapore 228095

Partner-in-charge: Mr Lee Mong Sheong

(Appointed with effect from year ended

31 March 2022)



# CORPORATE GOVERNANCE REPORT

The Board of Directors (the “Board”) of Hiap Tong Corporation Ltd. (the “Company”) and its subsidiaries (the “Group”) are committed to achieving high standards of corporate governance within the Group and to put in place effective self-regulatory corporate practices to ensure greater transparency, protecting the interests of its shareholders (“Shareholders”) as well as strengthening investors’ confidence in its management and financial reporting.

The Board is pleased to report to the Shareholders on the manner in which it has applied the principles of good governance and the extent to which it has complied with the principles and provisions of the Code of Corporate Governance 2018 (the “2018 Code”), and as applicable, the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”) and the Singapore Companies Act 1967 (the “Act”). The Board confirms that the Company has complied substantially with the principles and provisions of the 2018 Code as set out below. Where there are deviations, reasons and explanations in relation to the Company’s practices are provided, where appropriate.

## BOARD MATTERS

### **Principle 1: The Board’s Conduct of Affairs**

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

#### Provisions 1.1 and 1.2

The Board is collectively responsible for corporate governance, strategic direction and overseeing the investments of the Group. The Management provides the Board with relevant, accurate and timely information to assist the Board to discharge their duties and responsibilities. The Board sets appropriate tone-from-the-top to uphold ethics and integrity within the Group and ensures that directors are not placed in situations where there is a conflict between their duties to the Company and their own personal interests. Where there is any director facing a conflict of interest, the director discloses and recuses himself from discussions and decisions involving the issue. Directors provide a disclosure of interests in transactions, property and offices at least annually or as and when such an interest occurs.

Apart from its fiduciary duties and statutory responsibilities, the principal functions of the Board are to:

- guide the corporate strategy and direction of the Group, including decisions on strategic directions and guidelines and the approval of major funding, investments and divestments;
- oversee the business and affairs of the Group, establish with Management, the strategies and financial objectives to be implemented by Management, and monitor their performance;
- oversee the processes for evaluating the adequacy and effectiveness of internal controls, risk management, financial reporting and compliance; and
- approve the nomination of new Directors and appointment of key management personnel.

The Company worked closely with its company secretary and professionals to provide its Directors with regular updates on relevant legal, regulatory and technical developments. Changes to regulations and accounting standards are monitored closely by Management. The Directors are provided with updates released by regulatory authorities and institutes on directors’ duties and responsibilities, corporate governance, changes in financial reporting standards in Singapore, developments in the Act and Catalist Rules so as to update and refresh them on matters that may affect or enhance their performance as Board or Board Committee members. Appropriate external trainings will be arranged where necessary. The Directors may also attend other appropriate courses, conferences and seminars, at the Company’s expense, this includes programs run by the Singapore Institute of Directors and other professional bodies.

# CORPORATE GOVERNANCE REPORT

Newly appointed Directors with no prior experience as a director of a listed company in Singapore will undergo training in the roles and responsibilities of a listed company in Singapore as prescribed by the SGX-ST in accordance with Rule 406(3) of the Catalist Rules. Subject to the approval at the annual general meeting of the Company to be held on 25 July 2024, Mr Yee Chia Hsing is proposed to be appointed as an Independent Director of the Company. Mr Yee holds directorships in other listed companies in Singapore and therefore, he is not required to undergo the mandatory training as prescribed by the SGX-ST. Information relating to Mr Yee Chia Hsing's proposed appointment as set out in Appendix 7F to the Catalist Rules is set out on pages 93 to 99 as required pursuant to Rule 720(5) of the Catalist Rules.

## Provisions 1.3 and 1.4

The Board has adopted a set of internal guidelines on matters requiring Board approval. Matters which are specifically reserved to the Board for decision in the Company's internal guidelines include the following corporate events and actions:

- material acquisitions and disposal of assets, corporate or financial restructuring and share issuances and dividends;
- approval of results announcements;
- approval of the annual report, sustainability report and financial statements;
- annual budgets/forecast;
- interested person transactions;
- convening of members' meetings;
- matters covered by statutory requirements, Constitution, Best Practices Guide, and Corporate Governance;
- matters relating to or having significant impact on the interest of shareholders, including communications to shareholders, or affecting the capital structure of the Company;
- matters that may have material impact on the system of internal controls; or significantly exposes the Company and the Group to financial or operating risks;
- matters relating to proper corporate and financial governance of performance of the Company and the Group;
- matters recommended by the Remuneration Committee relating to the Chairman and Chief Executive Officer ("CEO"), Executive Vice Chairman, Executive Director and key management personnel who report directly to the Chairman and CEO, and any other significant matters affecting employees;
- matters recommended by the Nominating Committee in respect of the appointment of Directors, re-election of Directors and appointment of key management personnel;
- reviewing the appointment and suitability of the key professional parties such as financial advisers, lawyers and valuers; and
- all other matters in the reasonable view of Management are of such material nature that requires the approval of the Board.

The Board is supported by Board Committees with specific terms of reference. These Committees are the Audit Committee ("AC"), Nominating Committee ("NC"), Remuneration Committee ("RC") and Enterprise Risk Management Committee ("ERMC"). All Board Committees have written terms of reference.

# CORPORATE GOVERNANCE REPORT

## Provision 1.5

The Board meets at least two times a year, with additional meetings where necessary to deliberate on specific issues including share issuance, recommendation of any declaration of dividends, significant transactions, investments and disposals, the annual budget, review of performance of the Group and approval of the half year and year-end results. Independent Directors are encouraged to meet without the presence of Management.

During the financial year from 1 April 2023 to 31 March 2024 ("FY2024"), the members of the Board and their attendance at the meetings are disclosed below:

Name of Directors	No. of Board Meetings attended	No. of AC Meetings attended	No. of NC Meetings attended	No. of RC Meetings attended
Ong Teck Meng	1 out of 2			
Ong Boon Tat, Alvin	2 out of 2		2 out of 2	
Ong Lim San	2 out of 2			
Tito Shane Isaac	2 out of 2	2 out of 2	2 out of 2	2 out of 2
Choy Bing Choong	2 out of 2	2 out of 2	2 out of 2	2 out of 2
Tay Seo Long	2 out of 2	2 out of 2	2 out of 2	2 out of 2

Directors with multiple board representations are to disclose such board representations and ensure that sufficient time and attention are given to the affairs of the Group. The NC will review the multiple board representations held by the directors on an annual basis to ensure that sufficient time and attention is given to the affairs of the Group. As disclosed on page 21, the NC is satisfied that all Directors gave sufficient time and attention to the affairs of the Company and were able to and have adequately carried out their duties as a Director of the Company for FY2024.

## Provisions 1.6 and 1.7

To enable the Board to fulfill its responsibilities, the Directors are provided with half-yearly reports on the Group's activities and performance. Board members have separate and independent access to senior Management and the company secretary at all times. Board members may also obtain independent professional advice in furtherance of their duties, at the Company's expense. No such advice was sought by any Board member during FY2024.

All Directors are provided with the agenda and a set of Board papers prior to Board meetings. The Board papers are issued in sufficient time to allow the Directors to better understand the matters to be discussed during the Board meetings. It also allows the Directors to have sufficient time to obtain further explanations from Management where necessary so that they are adequately informed for the Board meetings. The Company fully recognises that the continuous flow of relevant information on an accurate and timely basis is critical for the Board to be effective in discharging its duties.

The company secretary attended all Board meetings and Board Committee meetings during FY2024. The company secretary is responsible to ensure that board procedures are followed and is also responsible for ensuring that the Company complies with the requirements of the Act, the Code and other rules and regulations, which are applicable to the Company. The appointment and removal of the company secretary should be a matter for the Board as a whole.

Please refer to the "Corporate Information" section of the annual report for the composition of the Company's Board of Directors and Board Committees.



# CORPORATE GOVERNANCE REPORT

## **Principle 2: Board Composition and Guidance**

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

The current Board consist of six members comprising three Independent Non-Executive Directors (“Independent Directors”) and three Executive Directors as follows:

Mr Ong Teck Meng (Executive Chairman and Chief Executive Officer)  
Mr Ong Boon Tat, Alvin (Executive Vice Chairman)  
Mr Ong Lim San (Executive Director)  
Mr Tito Shane Isaac (Lead Independent Director)  
Mr Tay Seo Long (Independent Director)  
Mr Choy Bing Choong (Independent Director)

### Provision 2.1

Under Provision 2.1 of the 2018 Code, an “independent” director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director’s independent business judgement in the best interests of the company.

Rule 406(3)(d) of the Catalist Rules also sets out circumstances under which a director will not be independent. Amongst other circumstances, a director will not be considered independent if he/she is employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years or he/she has an immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years and whose remuneration is or was determined by the Remuneration Committee. Pursuant to Rule 406(3)(d)(iv) of the Catalist Rules, which takes effect for an issuer’s annual general meeting for the financial year ending on or after 31 December 2023, a director will not be independent if he has been a director of the issuer for an aggregate period of more than nine years (whether before or after listing) and such director may continue to be considered independent until the conclusion of the next annual general meeting of the issuer. As at the date of this report, none of the Independent Directors have served on the Board beyond nine years from the respective date of their first appointment.

As part of the progressive Board’s renewal process, Mr Tay Seo Long has expressed his intention to retire from the Board of Directors and as such, he would not be seeking for re-election at the forthcoming annual general meeting (“AGM”). The NC has recommended and the Board has concurred that Mr Yee Chia Hsing be appointed as the new Independent Director of the Company to replace Mr Tay Seo Long. The appointment of Mr Yee Chia Hsing as a new Independent Director is subject to the approval of the Shareholders at the forthcoming AGM. Please refer to page 93 to 99 of the Annual Report for the detailed information of Mr Yee Chia Hsing.

### Provisions 2.2 and 4.4

There are three Independent Directors out of a total of six Directors, hence the Independent Directors represent 50% of the total Board membership. Provision 2.2 of the 2018 Code stated that independent directors shall make up a majority of the board where the chairman is not independent. The NC and the Board, after extensive deliberation and observation, are of the opinion that there is a strong independence in the Board and the Board is able to exercise objective judgment independently from Management as all key issues and strategies are thoroughly reviewed and discussed by all Board Members and constructively challenged by the Independent Directors. There is also no individual or a small group of individuals who dominates the decisions of the Board. The NC and the Board felt that the independence of independent directors must be based on the substance of their professionalism, integrity and objectivity and not merely based on form such as the number of independent directors making up more than half of the Board.

The Independent Directors have confirmed that they do not have any relationship with the Company or its related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors’ independent business judgment with a view to the best interests of the Company and its shareholders.

# CORPORATE GOVERNANCE REPORT

The Independent Directors contribute to the Board process by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide alternative perspectives to the Group's business. When challenging Management's proposals or decisions, they bring independent judgment to bear on business activities and transactions involving conflicts of interest and other complexities.

As such, the NC and the Board are of the view that there is no necessity that Independent Directors should make up a majority of the Board where the Chairman is not independent.

The independence of each Director is reviewed annually by the NC. Each Director is required to complete a Confirmation of Independence Checklist, which is drawn up in accordance with the guidelines provided by the 2018 Code and requires each Director to assess his own independence. This declaration of independence is tabled before the NC and, if accepted, the director's independence is then recommended by the NC to the Board. The NC is of the view that the current Board has an independent element ensuring objectivity in the exercise of judgment on corporate affairs independently from Management. The NC is also of the view that no individual or small group of individuals dominates the Board's decision making process. Taking into account the views of the NC, the Board is satisfied that Mr Tito Shane Isaac, Mr Tay Seo Long and Mr Choy Bing Choong are independent in the light of the provisions of the 2018 Code and Rule 406(3)(d) of the Catalist Rules.

## Provisions 2.3 and 2.5

The Non-Executive Directors made up half of the Board, which constitute a variation from Provision 2.3 of the 2018 Code which provides that Non-Executive Directors to make up a majority of the Board. The NC is of view that the intent of Principle 2 is met, as Non-Executive Independent Directors make up half of the Board and the Company also has a Lead Independent Director. In addition, all Board Committees are chaired by Independent Directors.

Where appropriate, the Non-Executive Directors would also meet without the presence of the Management. During FY2024, the Independent Directors have met at least twice without the presence of the Management.

## Provision 2.4

The Board has a formal Board Diversity Policy, setting out its policy and framework for promoting diversity on the Board. To achieve an optimum balanced composition of the Board, the NC will consider candidates based on merit, Board diversity (in terms of gender, age, professional experience, skills and acknowledge and ethnicity) and the nature and scope of the Company's operation and business requirements.

The objective of the policy is to avoid groupthink and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short and long term.

The Board composition enables Management to benefit from a diverse and objective external perspective on issues raised before the Board. The Directors as a Group provide the appropriate balance and mix of skills, knowledge experience and other aspects of diversity including the following:

<b>Diversity of the Board (FY2024)</b>		
<b>Length of Service for Directors:</b>	<b>Number of Directors</b>	<b>Percentage</b>
3 years or less	0	0
Between 4 and 6 years	0	0
Between 7 years and 9 years	3	50%
More than 9 years	3	50%

# CORPORATE GOVERNANCE REPORT

Core Competencies	Number of Directors	Percentage
Accounting and finance	2	33%
Legal expertise	1	17%
Business and management experience	4	67%
Relevant industry knowledge or experience	3	50%
Strategic planning experience	4	67%

## **Targets and Progress**

The Nominating Committee and Board also review and determine the targets, plans and timelines set for achieving each of the Board diversity aspects as well as progress being made thereof on an annual basis or as and when circumstances require.

The Board considers that the present composition of the Board and of each Board Committee provides an appropriate balance and mix of skills, knowledge, experience, tenure of service and other aspect of diversity such as age, taking into account the nature and scope of the Group's operations, requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees. The Board also considers the current size of the Board and of each Board Committee ideal for effective debate and decision making.

The Board recognizes that female director could provide different and diverse perspective of experiences to facilitate strategic thinking and problem solving that is beneficial for the Group. The Board strives to ensure the diversity would enhance the long-term success of the Group. When there is an appointment of new Director, the Board will, where possible, consider at least one female candidate although there will be challenges faced in finding a suitable candidate with related industry knowledge and experience.

In relation to diversity of tenure of the Directors, the target is to have the Directors on the Board being in at least two different tenure bands, with each band comprising three years. During FY2024, this target was met as three Independent Directors' tenure is between seven and nine years and the other three Executive Directors had served for a duration of more than nine years on the Board.

The NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval.

## **Principle 3: Chairman and Chief Executive Officer**

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

### Provision 3.1

Mr Ong Teck Meng, the founder and CEO of the Group, also assumes the role of Chairman of the Board. In line with the Group's succession planning, Mr Ong Boon Tat, Alvin, the son of Mr Ong Teck Meng, was re-designated as an Executive Vice Chairman to assist the Chairman in the day-to-day management of the Group as well as managing the Group's strategic planning functions. Mr Ong Teck Meng, as founder of the Group, plays an instrumental role in the development of the Group's business and is personally involved in the day-to-day operations of the Group. Mr Ong Teck Meng not only has extensive and in-depth knowledge of the cranes industry but also provides the Group with strong leadership and vision. As such, the Board is of the view that it is in the best interests of the Group to adopt a single leadership structure as the current size and scale of the Group's business and operations does not warrant a division of duties. The Board is mindful of the dual roles held but is of the view that there are sufficient experienced and independent-minded Directors on the Board to provide the necessary check and balance. Further, the dual roles have to a certain extent been balanced by the presence of the other Executive Directors.



# CORPORATE GOVERNANCE REPORT

Provision 3.1 of the 2018 Code provides that the Chairman and the CEO of the Group are separate persons to ensure that an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. This deviation has been addressed by having the AC to discuss and review all major decisions made by the Chairman. The NC reviews the Chairman's performance and re-appointment to the Board while the RC reviews his remuneration package periodically. The three Board Committees are chaired by independent directors and comprise all independent directors for AC and RC and a majority of Independent Directors for NC. As such, the Board believes that there are adequate safeguards in place against an uneven concentration of power and authority in a single individual.

## Provision 3.2

The Chairman is responsible for the strategic guidance and bears the responsibility for the workings of the Board. The Chairman and Vice Chairman also ensures that Board meetings are held when necessary and sets the meeting agenda in consultation with the other Executive Directors. He and the Executive Directors review the Board papers before they are presented to the Board and ensure that Board members are provided with adequate and timely information. He also assists to ensure that the Company complies with the 2018 Code.

The Board has no dissenting views on the Chairman's Statement for the year in review.

## Provision 3.3

For good corporate governance, Mr Tito Shane Isaac, Lead Independent Director, has been appointed to hear the concerns of shareholders in situations where the communication of their concerns to the Executive Chairman / CEO / Management is either inappropriate or has not produced a satisfactory outcome. Mr Isaac can be contacted at [tito@hiaptong.com](mailto:tito@hiaptong.com).

## **Principle 4: Board Membership**

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

## Provisions 4.1 and 4.2

The NC comprises Mr Tito Shane Isaac, Mr Tay Seo Long, Mr Choy Bing Choong and Mr Ong Boon Tat, Alvin, with Mr Tito Shane Isaac as Chairman of the NC.

The NC is guided by its terms of reference which set out its responsibilities. The NC is responsible for making recommendations to the Board on relevant matters relating to:

- (a) the review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- (b) the process and criteria for evaluation of the performance of the Board, its board committees and directors;
- (c) the review of training and professional development programmes for the Board and its directors; and
- (d) the appointment and re-appointment of directors (including alternate directors, if any).

## Provision 4.1(a)

The Board believes in carrying out succession planning for its top management team to ensure continuity of leadership. Since 2018, there has been an ongoing informal succession programme initiated by the Executive Chairman and CEO and the Executive Directors to prepare a team of future leaders for the Group's long term sustainability. The potential successors to key positions are identified and development plans instituted for them. The NC reviews the succession programme to ensure that development plans are instituted for the successors. All the Board members were informed of the succession plan and participated in the discussion.

# CORPORATE GOVERNANCE REPORT

## Provision 4.3

The process for selecting, appointing, identifying and re-electing Directors to the Board is as follows:

- (a) The NC will at least annually carry out proactive review of the Board composition and on each occasion that an existing Director gives notice of his intention to retire or resign. This is to assess the collective skills of Directors represented on the Board to determine whether the Board, as a whole, has the skills required to achieve the Group's strategic and operational objectives.
- (b) In carrying out the review, the NC will take into account that the Board composition should reflect balance in matters such as skill representation, tenure, experience, age spread, gender and other aspects of diversity.
- (c) The NC will assist to identify suitable candidates for appointment to the Board having regard to the skills required and the skills represented on the Board.
- (d) External consultants may be used from time to time to access a wide base of Directors.
- (e) The NC will make recommendations to the Board on candidates it considers appropriate for appointment. New Directors are appointed by way of board resolutions.
- (f) With regard to the re-election of existing Directors each year, the NC will advise the Board of those Directors who are retiring in accordance with the provisions of the Constitution of the Company.
- (g) The NC will make recommendations to the Board as to whether the Board should support the re-election of a Director retiring in accordance with the provisions of the Constitution.
- (h) In making recommendations, the NC will undertake a process of review of the retiring Director's performance during the period in which the Director has been a member of the Board.

The above process will be reviewed periodically at the discretion of the Board.

With effect from 1 January 2019, all directors, including Executive Directors, must submit themselves for re-nomination and re-appointment at least once every three years, in accordance with Rule 720(4) of the Catalist Rules.

Regulation 95 of the Constitution requires one-third of the Directors to retire and subject themselves to re-election by shareholders at every AGM. The Directors must submit themselves for re-nomination and re-election at regular interval of at least once every three years. In addition, Regulation 94 of the Constitution requires that a newly appointed Director will submit himself for retirement and re-election at the AGM immediately following his appointment. Thereafter, he is subject to retirement by rotation once every three years.

The Directors due for re-nomination and re-appointment at the forthcoming AGM under Regulation 95 of the Constitution are Mr Choy Bing Choong and Mr Tay Seo Long. The retiring Director, Mr Choy Bing Choong who being eligible, has offered himself for re-election. Mr Choy Bing Choong will, upon re-election as Director of the Company, remain as the Chairman of the RC and a Member of both the AC and the NC and he will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. As Mr Tay Seo Long would not seek for re-election, he would retire from the Board at the conclusion of the AGM. Following his retirement at the AGM, he shall relinquish his positions as Chairman of the AC and member of the RC and NC.

The NC has recommended and the Board has agreed that Mr Choy Bing Choong, being eligible and who has offered himself for re-election, be re-elected. Information relating to Director seeking re-election as set out in Appendix 7F to the Catalist Rules is set out on pages 93 to 99 as required pursuant to Rule 720(5) of the Catalist Rules.

# CORPORATE GOVERNANCE REPORT

## Provision 4.5

The NC ensures that new directors are aware of their duties and obligations. In the event that any person is appointed as a Director, the newly appointed Director will be given briefings by Management on the business activities and the strategic directions of the Group. New Directors will be given a formal letter explaining the duties and obligations as a director. Orientation programmes and familiarization visits will be organised, if necessary, to facilitate a better understanding of the Group's operations.

The NC also assesses whether each Director is able to and has been adequately carrying out his duties as a Director, taking into consideration the Director's number of listed company board representations and other principal commitments. The NC is of the opinion that the Board has been effective due to the active participation of Board members during each meeting.

The Board is of the view that setting a maximum number of listed company board representations would not be meaningful as the contributions of the Directors would depend on many other factors such as whether they were in full time employment and their other responsibilities.

The Board had adopted an internal guideline that seeks to address the competing time commitments that may be faced when a Director holds multiple board appointments. The NC noted that, based on the attendance of the Board and Board Committee meetings held during the financial year, the Directors present were able to participate at the meetings to carry out their duties. The NC was therefore satisfied that where a Director had multiple board representations and/or other major commitments, the Director was able to and had been adequately carrying out his duties as a Director of the Company.

The directorships and principal commitments of each of the Directors are set out below:

<b>Name of Director</b>	<b>Listed Company Directorships</b>	<b>Principal Commitments</b>
Mr Ong Teck Meng	Nil	Hiap Tong group of companies
Mr Ong Boon Tat, Alvin	Nil	Hiap Tong group of companies
Mr Ong Lim San	Nil	Hiap Tong group of companies
Mr Tito Shane Isaac	New Wave Holdings Ltd	<ol style="list-style-type: none"> <li>Tito Isaac &amp; Co LLP</li> <li>International Institute of Mediators (Singapore) Limited</li> </ol>
Mr Choy Bing Choong	Natural Cool Holdings Limited	<ol style="list-style-type: none"> <li>Natural Cool Holdings Limited</li> <li>Futura Innovation Pte Ltd</li> </ol>
Mr Tay Seo Long	Nil	Nil



# CORPORATE GOVERNANCE REPORT

## **Principle 5: Board Performance**

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

### Provisions 5.1 and 5.2

During the year, the NC had evaluated the Board and Board Committees' performance and contribution of each Board member as well as reviewed the Board succession plans.

The Board has implemented a process to be carried out by the NC for assessing effectiveness of the Board and Board Committees as a whole and for assessing the contribution by each individual Director to the effectiveness of the Board. Some of the factors taken into consideration by the NC include attendance at Board and Committee meetings, quality and value of contributions at Board and Board Committee meetings and how resolute in maintaining own views and resisting pressure from others. All Directors individually completed the evaluation questionnaire on the effectiveness of the Board, board committees and peers based on the assessment criteria recommended by the NC and approved by the Board. The completed questionnaire is submitted to the Company Secretary for collation. The responses on a collective basis are then discussed by the NC before submitting to the Board for discussion and identifying areas for improvement and implementing certain recommendation to further enhance the effectiveness of the Board and Board Committees. No external facilitator was engaged for the financial year in review.

## **REMUNERATION MATTERS**

### **Principle 6: Procedures for Developing Remuneration Policies**

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

### Provisions 6.1 and 6.2

The RC comprises three Independent Directors, namely, Mr Choy Bing Choong, Mr Tito Shane Isaac and Mr Tay Seo Long, with Mr Choy Bing Choong as Chairman of the RC who assumes the role on 15 November 2023.

The RC is guided by its terms of reference which sets out its responsibilities. The functions of the RC is to review and make recommendations to the Board on:

- (a) a framework of remuneration for the Board and key management personnel; and
- (b) the specific remuneration packages for each director as well as for the key management personnel.

and in doing so the RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

### Provisions 6.3 and 6.4

The RC considers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind. During the year, the RC had discussed various remuneration matters and recording its decisions by way of minutes. All the Committee members were involved in the deliberations. Each member of the RC shall abstain from voting on any resolutions in respect of his own remuneration package. External remuneration consultant's advice will be sought, where necessary, when a major remuneration review is conducted. No external remuneration consultant was engaged for FY2024.

# CORPORATE GOVERNANCE REPORT

## **Principle 7: Level and Mix of Remuneration**

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

### Provision 7.1

The remuneration for Executive Directors and key management personnel is structured to link rewards to corporate and individual performance. The RC ensures that the remuneration of the Executive Directors and key management personnel commensurate with their performance and that of the Company, having regard to the financial and commercial health and business needs of the Group including market trends. The RC also exercises its discretion and independent judgment in ensuring that the amount and mix of compensation are aligned with the interests of shareholders, in a manner that promotes stewardship and long-term value creation.

The CEO and Executive Directors had entered into a service contract with the Company in which the terms of their employment are stipulated. Their service contract is for a period of three (3) years from 1 November 2022 and is renewed for such period and on such terms as may be agreed between the Company and the CEO and Executive Directors. Under the service contract, the CEO and Executive Directors will be paid variable bonus based on certain calculation linked to Group's performance.

### Provision 7.2

Non-Executive directors are paid Directors' fees that are based on corporate and individual responsibilities and are subject to approval of the shareholders at the AGM of the Company. The Board concurred with the RC that the proposed Non-Executive directors' fees for the year ending 31 March 2025 are appropriate to the level of contribution and are not excessive, taking into account factors such as consideration the level of contributions by the Non-Executive directors and factors such as effort and time spent for serving on the Board and Board Committees, as well as the responsibilities and obligations of the directors.

### Provision 7.3

The RC ensures that the remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

## **Principle 8: Disclosure of Remuneration**

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

### Provision 8.1 and 8.2

The Company will be seeking shareholders' approval for the payment of Directors' fees of up to S\$110,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears at the forthcoming AGM.

The remuneration of each individual Director and key management personnel of the Group is not disclosed as the Company believes that disclosure may be prejudicial to its business interest given the highly competitive environment it is operating in. The RC has reviewed the practice of the industry in this regard, weighing the advantages and disadvantages of such disclosure.

The Board is of the view that a breakdown, showing the level and mix of each individual Director's and key management personnel payable for FY2024 in bands of S\$250,000 which provides sufficient overview of the remuneration of the Directors and key management personnel is as follows:

# CORPORATE GOVERNANCE REPORT

## Directors' Remuneration

Remuneration band and Name of Director	Base Salary	Variable Bonus	Director's Fees	Total Remuneration
<b>S\$750,000 to below S\$1,000,000</b>				
Ong Teck Meng**	93.0%	7.0%	–	100%
<b>S\$250,000 to below S\$500,000</b>				
Ong Boon Tat, Alvin**	93.3%	6.7%	–	100%
Ong Lim San**	92.9%	7.1%	–	100%
<b>Below S\$250,000</b>				
Tito Shane Isaac*	–	–	100%	100%
Tay Seo Long*	–	–	100%	100%
Choy Bing Choong*	–	–	100%	100%

\* Independent Directors have no service contracts and their terms are specified in the Constitution.

\*\* The CEO and Executive Directors have a 3-year service contract which will expire on 1 November 2025.

## Key management personnel's Remuneration#

Remuneration band	Base Salary	Variable Bonus	Total Remuneration
<b>S\$250,000 to below S\$500,000</b>			
Ng Eng Joo	53.4%	46.6%	100%
Sukhmunder Singh s/o Jugjit Singh	74.9%	25.1%	100%
<b>Below S\$250,000</b>			
Loh Boon Wah	92.9%	7.1%	100%

# The Group has only 3 key executives.

The aggregate total remuneration paid to the 3 key management personnel of the Group (who are not Directors or the CEO) for FY2024 was approximately S\$1,057,000.

## Provision 8.2

Details of remuneration of the following immediate family members of the substantial shareholders of the Company, whose remuneration exceeded S\$100,000 in FY2024, is disclosed below:-

Name	Family Relationship	Designation	Total Remuneration in compensation band
Ms Ong Hwee Cheng	Daughter of Mr Ong Teck Meng, sister of Mr Ong Boon Tat, Alvin and niece of Mr Ong Lim San	Senior Manager – Human Resource, Administration and Credit Control	S\$100,001 to S\$200,000 per annum
Mr Wang Wenshen	Son of Mr Ong Lim San, nephew of Mr Ong Teck Meng and cousin of Mr Ong Boon Tat, Alvin	Workshop Manager	S\$100,001 to S\$200,000 per annum
Mr Ong Chuan Hock	Brother of Mr Ong Teck Meng and Mr Ong Lim San and uncle of Mr Ong Boon Tat, Alvin	Yard Manager	S\$100,001 to S\$200,000 per annum

# CORPORATE GOVERNANCE REPORT

Apart from Ms Ong Hwee Cheng, Mr Wang Wenshen and Mr Ong Chuan Hock, there was no other immediate family members of the Directors or substantial shareholders of the Company who has a remuneration which exceeds S\$100,000 during the year.

## Provision 8.3

The Group presently does not have any share schemes for its Directors or employees, and as such there were no options granted to any of its Directors or employees during FY2024.

Having reviewed and considered the incentive components of the Executive Directors, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to reclaim incentive components of remuneration from Executive Directors in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company and the Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

## ACCOUNTABILITY AND AUDIT

### **Principle 9: Risk Management and Internal Controls**

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

## Provision 9.1

In 2013, the Group undertook an Enterprise Risk Management (“ERM”) Assessment exercise whereby risks which could be detrimental to the Group’s objectives and to which the Group could be exposed were identified. Risks identified were grouped into six areas (a) Financial, (b) Operational, (c) Compliance, (d) Information Technology, (e) Human Capital and (f) Environmental. The Company has adopted an enterprise risk management framework to enhance its risk management capabilities and an ERMC which reports to the AC was formed on 28 February 2013. The Management of the Company assume responsibilities of the risk management function where they regularly assess and identify the critical business risks and the development and implementation of appropriate risk management procedures to address these risks. Since 2013, the risk management and control procedures are reviewed and updated regularly to reflect changes in market conditions and the activities of the Group.

## Rule 1204(10) of the Catalist Rules

Internal auditors have conducted an audit that covers not only financial controls but also operational and compliance controls. Any material non-compliance or lapses in internal controls together with corrective measures recommended by internal and external auditors are reported to the AC. Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by Management, various Board Committees and the Board, the Board is satisfied that there were adequate and effective internal controls (including financial, operational, compliance and information technology controls) and risk management systems. The AC concurs with the Board’s comment.

## Provision 9.2

The Board has received assurance from:

- (a) the CEO and Group Financial Controller that the financial records have been properly maintained and that the financial statements give a true and fair view of the Group’s operations and finances and those subsidiary companies or subsidiary corporations whose financial statements are consolidated with the Company’s financial statements; and
- (b) the CEO and key management personnel who are responsible, regarding the adequacy and effectiveness of the Group’s risk management and internal control systems and those subsidiary companies or subsidiary corporations whose financial statements are consolidated with the Company’s financial statements.



# CORPORATE GOVERNANCE REPORT

## AUDIT COMMITTEE

### Principle 10: Audit Committee

#### **The Board has an Audit Committee (“AC”) which discharges its duties objectively.**

##### Provisions 10.1 and 10.2

The AC comprises Mr Tay Seo Long, Mr Choy Bing Choong and Mr Tito Shane Isaac, with Mr Tay Seo Long as Chairman of the AC who assumes the role on 15 November 2023. The Board considers Mr Tay Seo Long, who has extensive and practical financial management knowledge and experience, is well qualified to chair the AC. The Board is satisfied that the AC members, collectively have many years of experience in accounting, finance, legal and business management and are appropriately qualified to discharge their responsibilities.

The AC will assist the Board in discharging its responsibility to safeguard the Group’s assets, maintain adequate accounting records and develop and maintain effective systems of internal control, with the overall objective of ensuring that Management creates and maintains an effective control environment in the Group. The AC will provide a channel of communication between the Board, Management and external auditors on matters relating to audit.

The AC’s roles and responsibilities are described in its terms of reference. The AC’s duties include:

- (a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company’s financial performance;
- (b) reviewing at least annually the adequacy and effectiveness of the Company’s internal controls and risk management systems;
- (c) reviewing the assurance from the CEO and the Group Financial Controller on the financial records and financial statements;
- (d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- (e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company’s internal audit function; and
- (f) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.

Apart from the above functions, the AC will also commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, failure of internal controls, infringement of any law, rule or regulation which has or is likely to have a material impact on the Company’s operating results or financial position. Each member of the AC will abstain from voting in respect of matters in which he is interested.

##### Provision 10.3

The AC does not comprise former partners or directors of the Company’s existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

# CORPORATE GOVERNANCE REPORT

## Provisions 10.1(b) and 10.1(d)

During the year, the AC discussed with Management the internal controls and financial reporting matters, reviewed the accounting principles and practices adopted by the Group and the adequacy and effectiveness of the Group's internal control systems.

The AC reviewed the findings of the external and internal auditors and the assistance given to them by Management. Minutes of the AC meetings are circulated to the Board for its information.

The AC has discussed the identified key audit matters (set out in pages 37 to 38 of this annual report) with both Management (with respect to their approach in the assessment of the impairment loss on property, plant and equipment, and assessment of the expected credit loss allowance on trade receivables) and with the external auditors as to how these matters were addressed during their audit. On these bases, the AC concurs with the issues raised and manner by which they were addressed by Management. The AC further noted that the external auditors are satisfied with Management's assessments.

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

The Company's external auditors RSM SG Assurance LLP, in the course of performing their statutory audit, reviews the effectiveness of the key internal controls that are relevant to the Group's preparation of financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. Material non-compliance and internal control weaknesses noted during such a review are reported to the AC together with their recommendations.

During FY2024, the aggregate amount paid to the external auditors amounted to approximately S\$170,000 comprising S\$147,000 paid for the provision of audit services and S\$23,000 paid for the provision of non-audit services to the Group. The AC confirms that it has undertaken a review of all non-audit services provided by the external auditors and is satisfied that the nature and extent of such services will not prejudice the independence of the external auditors. It is satisfied with the independence and objectivity of the external auditors and recommends to the Board, the nomination of RSM SG Assurance LLP for reappointment as the external auditors at the forthcoming AGM.

In appointing the audit firms for the Group, the AC is satisfied that the Company has complied with Rules 712 and 715 of the Catalist Rules.

In line with the Catalist Rules, the Board provides a negative assurance statement to the shareholders in its half-yearly financial statements announcements, confirming to the best of its knowledge that nothing had come to the attention of the Board which might render the financial statements false or misleading in any material aspect.

In addition, the Company, had pursuant to Rule 720(1) of the Catalist Rules, received undertakings from all its Directors and executive officers that they each shall, in the exercise of their powers and duties as directors and officers comply with the best of their abilities with the provisions of the SGX-ST's Listing Rules and the Securities and Futures Act and will procure the Company to do so.

## Provision 10.1(f)

The Group has put in place a Whistle Blowing Policy (the "Policy") which provides an independent feedback channel that is directed to the AC Chairman for employees and other parties to report in confidence, without fear of reprisals, concerns about possible improprieties in financial reporting or other matters. This is to assist the AC in managing allegations of fraud or other misconduct relating to the Company or its officers which may be made, so that;

- i) investigations are carried out in an appropriate and timely manner;
- ii) administrative, disciplinary and civil actions that are initiated following the completion of the investigations, are appropriate and fair; and

# CORPORATE GOVERNANCE REPORT

iii) actions are taken to correct the weakness in the existing system of internal processes which allowed the perpetration of the fraud and/or misconduct and to prevent recurrence.

The AC is responsible for oversight and monitoring of whistleblowing and the AC reviews all whistleblowing complaints, if any, at its AC meetings to ensure independence thorough investigation and appropriate follow-up actions are taken.

The Company has a dedicated and secure e-mail address (leadid@hiaptong.com) to allow individuals to raise contentious issues to the AC directly.

The Company will protect all whistleblowers, including employees who have acted in good faith, from victimisation and harassment by their colleagues. The Company will treat all information received confidentially and protect the identity and interest of all whistle-blowers. There have been no reported incidents pertaining to whistle-blowing for FY2024.

## Provisions 10.1(e) and 10.4

The Board supports the need and is responsible for maintaining a system of internal controls and processes to safeguard shareholders' investments and the Group's assets. The AC is tasked to oversee the implementation of an effective system of internal controls and together with the Board, to put in place a risk management framework to continually identify, evaluate and manage significant business risk of the Group. The AC has the mandate to authorise special reviews or investigations, where appropriate, in discharging its responsibilities.

The internal auditors support the AC in their role to assess the effectiveness of the Group's overall system of operational and financial controls as well as assist in the implementation of a risk management framework. The AC reviews and approves the annual internal audit plan proposed by the internal auditors. Material non-compliance and internal control weaknesses noted during the internal audits are reported together with the internal auditors' recommendations to the AC periodically.

The Company has outsourced the internal audit function to Forvis Mazars LLP ("Forvis Mazars") (previously known as Mazars LLP). Forvis Mazars has unfettered access to all of the Group's documents, records, properties and personnel, including access to the AC. In accordance with the risk-based internal audit plan approved by the AC, Forvis Mazars conducts regular audit reviews of the Group's companies, recommends necessary improvements and enhancements to internal controls, and reports to the AC.

## Rules 719(3) and 1204(10C) of the Catalist Rules

The AC is satisfied that the internal audit function is independent, effective and adequately resourced to perform its function effectively. The AC is also satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with relevant experience.

## Provision 10.5

To effectively discharge its responsibilities, the AC has full access to and the co-operation of Management and full discretion to invite any Director and executive to attend its meetings. It is also able to obtain external professional advice, if necessary and to investigate any matter within its terms of reference. Full resources have been made available to the AC to enable it to discharge its function properly. The AC meets with the internal and external auditors (without presence of Management) at least once a year to review any matter that might be raised.

## **SHAREHOLDER RIGHTS AND ENGAGEMENT**

### **Principle 11: Shareholder Rights and Conduct of General Meeting**

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

# CORPORATE GOVERNANCE REPORT

## Provision 11.1

Shareholders are informed of the general meetings through notice contained in the Company's annual report or circulars sent to all shareholders. The Company provides shareholders the opportunity to participate effectively in and vote at the general meetings of shareholders and informs them of the rules, including the voting procedures that govern the general meetings of shareholders.

Shareholders are encouraged to attend the AGMs and extraordinary general meetings of the Company to ensure high level of accountability and to stay apprised of the Group's strategy and goals. At the AGMs, the shareholders are given an opportunity to air their views and ask questions regarding the Company and the Group. The Board and Management are present at the AGMs to address any questions that the shareholders may have. The external auditors of the Company are also present to assist the Board in addressing relevant queries by the shareholders. Shareholders have the opportunity to vote in person or by proxy.

To embrace sustainability, the Company has stopped sending printed copies of annual reports and circulars to all shareholders. Instead, the Company will only send notices of AGMs and EGMs, proxy forms and request forms (requesting for printed copies of the annual reports and/or circulars, if any) to all shareholders. Shareholders are able to access all annual reports and circulars, including any documents relating to the AGMs and EGMs on the Company's website and SGX-ST's website. Printed copies of annual reports and/or circulars, if any, will be sent to shareholders upon receipt of the request forms.

To promote greater transparency and effective participation, since 2016, the Company has conducted the voting of all its resolutions by employing electronic poll voting for all its resolutions passed at its AGM. The detailed results of the electronic poll voting on each resolution tabled at the AGM, including the total number of votes cast for or against each resolution tabled, were released immediately at the AGM and announced to SGX-ST via SGXNET thereafter. The Company Secretary prepares minutes of general meetings that include a summary of comments or queries made by shareholders during that meeting, and responses from the Board. Generally, during general meetings, shareholders are invited to raise questions, and this would be recorded in the minutes. Minutes of the AGM to be held on 25 July 2024 will be published on the SGXNET and also at the Company's corporate website within one (1) month after the AGM date.

## Provision 11.2

The Company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.

## Provision 11.3

The Directors, Management and the external auditor are present and available at the general meetings to address any queries or concerns on matters relating to the Group and its operation. All Directors were present at the Company's AGM held on 27 July 2023.

The forthcoming AGM in respect of FY2024 will be held physically with no option for shareholders to participate virtually, at 11 Slim Barracks Rise, Alumni House, Lecture Theatre 301 @level 3, Singapore 138664 on 25 July 2024 ("AGM 2024"). Arrangements relating to attendance at the AGM 2024, submission of questions to the Chairman of the Meeting in advance of, or at the AGM 2024, and voting at the AGM 2024 by shareholders or their duly appointed proxy(ies), are set out in the notice of AGM dated 3 July 2024.

At general meetings of the Company, shareholders are given the opportunity to communicate their views and are encouraged to ask the directors and the Management questions regarding matters affecting the Company and the Group. The shareholders are invited to submit their questions in relation to the AGM in advance of the meeting, and the Company will provide its responses via SGXNET and the corporate website at least 48 hours prior to the closing date and time of the lodgement of the proxy forms.

All directors will endeavour to be present at the AGM 2024 to address shareholders' questions relating to the Company at the AGM. The external auditors, RSM SG Assurance LLP, will also be present and are available to assist the directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation and content of the auditors' report.



# CORPORATE GOVERNANCE REPORT

## Provision 11.4

Voting in absentia and by electronic mail may only be possible following careful study to ensure that the integrity of the information and authentication of the identity of shareholder through the web or other means are not compromised. For the forthcoming AGM in respect of FY2024, the Company would not implement absentia voting methods such as voting via emails or fax since security, integrity of the information, authentication of the identity of shareholders and other pertinent issues have not been satisfactorily resolved. The Company will take into account any measures and legislations that may be introduced by the relevant authorities as a result of the current environment in formulating the framework and procedures to effect additional methods of voting.

## Provision 11.5 and Practice Note 7E – General Meetings

Provision 11.5 of the 2018 Code provides that the Company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. Prior to 2020, the Company did not publish minutes of general meetings or shareholders on its corporate website as there are potential adverse implications for the Company if the minutes of general meetings are published to the public at large (outside the confines of a shareholders' meeting) including disclosure of sensitive information to the Group's competitors. Further, shareholders, including those who did not attend the relevant general meeting, have a right to be furnished copies of minutes of general meeting pursuant to Section 189 of the Act. However, the Company started publishing the minutes of EGM and AGM within one month after the meetings held during the period where the alternative arrangements relating to the general meetings held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. To comply with clause 6.1 of the Practice Note 7E - General Meetings, the Company will publish its Minutes of AGM within one month after the AGM 2024 to be held on 25 July 2024 on SGX's website and the Company's website.

## Provision 11.6

The Company does not have a fixed dividend policy. The frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow and general business condition, development plans and other factors as the Directors may deem appropriate. The Company has a scrip dividend scheme. If the scrip dividend scheme is applied to any dividend, payment will be made in compliance with the Catalyst Rules.

The Board has proposed a first and final tax exempt (one-tier) dividend of 0.1 Singapore cent per ordinary share for the financial year ended 31 March 2024. This is subject to shareholders' approval at the AGM 2024.

## **Principle 12: Engagement with Shareholder**

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

## Provisions 12.1, 12.2 and 12.3

The Board believes in regular, timely and effective communication with shareholders. In addition to the mandatory public announcements made through the SGXNet, timely release of the financial results provides shareholders with an overview of the Group's performance and operations. The principal forum for dialogue with shareholders remains at the AGM, during which shareholders are encouraged to raise questions and participate in discussions pertaining to the operations and financials of the Group. The Chairman of the Board, AC, RC and NC will be present and available to address questions at the AGMs. The external auditors will also be present to address shareholders' questions about the conduct of the audit and the preparation of the auditors' report. Any queries and concerns regarding the Group can be conveyed to the following person:

Mr Ong Boon Tat, Alvin Executive Vice Chairman  
Telephone No: (65) 6779 5050  
Fax No: (65) 6777 0841

E-mail: [alvinong@hiaptong.sg](mailto:alvinong@hiaptong.sg)

# CORPORATE GOVERNANCE REPORT

The Company maintains minutes of general meetings that include substantial and relevant comments or questions from shareholders relating to the agenda of the meeting and response from the Board and Management. These minutes can be made available to the shareholders upon request. The Group also maintains a website at <http://www.hiaptong.com> at which shareholders can access information on the Group. The website provides, *inter alia*, corporate announcements, press releases and profiles of the Group.

The Company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. The Company's investor relations policy sets out the mechanism through which shareholders may contact the Company with questions via the "Contact Us" section of the Company's website and through which the Company may respond to such questions.

## MANAGING STAKEHOLDERS RELATIONSHIPS

### **Principle 13: Engagement with Stakeholder**

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

#### Provision 13.1

The Company has put in place practices that enable regular communication and engagement with stakeholders, so as to understand and address their needs and interests. The Group maintains a website at <http://www.hiaptong.com> to communicate and engage with stakeholders through the contact information of the Company which can be found on the website under the "Contact Us" section.

#### Provision 13.2

Details of the Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2024 will be set out in the Company's sustainability report to be issued within four months from the end of the financial year.

Overall, sustainability is an integral component of Hiap Tong's corporate strategy on managing business for our long-term success. The Group is committed to sustainable business practices and we continue to consider material environmental, social and governance topics as part of our core business strategy. In the financial year ended 31 March 2024 ("FY2024"), the Group has maintained its longstanding commitment to the Environmental, Social and Governance (ESG) Factors which has built the foundation of our operational resilience. The Group continues to actively engage in strategic initiatives that will yield a greater positive impact for the future.

The Group has engaged with our stakeholders to identify material aspects that guide decision making. We continue to work closely with our customers, suppliers, management and staff to identify and consider any economic opportunities and risks that may arise to maximise stakeholders' value. There is also a focus on the areas of environmental, social and governance commitment. Hiap Tong's sustainability report is prepared with reference to Global Reporting Initiative ("GRI") Standards. The efforts in maintaining sustainable business practices include training programmes for employees, implementing anti-corruption procedures and complying with relevant policies to ensure health, safety and welfare of its employees as well as other sustainability issues will be released in a stand-alone sustainability report to its shareholders within four months of the end of the financial year.

#### Provision 13.3

The Company maintains a current corporate website to communicate and engage with stakeholders. The Company's website is at <http://www.hiaptong.com>.

# CORPORATE GOVERNANCE REPORT

## OTHER CORPORATE GOVERNANCE MATTERS

### **SECURITIES TRANSACTIONS**

The Company observes closely the Best Practice Guide on Securities Transactions (“Securities Transaction Guide”) on dealings in the Company’s shares by Directors and employees. The Securities Transaction Guide provides guidance to the Directors and 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 Guide 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 or electronic mails to its Directors, executives and relevant employees that they must not trade in the shares of the Company one month before the release of the half year and year-end financial results.

In addition, Directors and key executives are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. They are discouraged from dealing in the Company’s shares on short-term considerations.

### **INTERESTED PERSON TRANSACTIONS**

The Group has adopted an internal policy in respect of any transactions with interested persons and requires all such transactions to be at arm’s length and are reviewed by the AC. The Group has not entered into any interested person transactions of S\$100,000 or more in FY2024.

The Company does not have a shareholders’ mandate for interested person transactions pursuant to Rule 920 of the Catalist Rules. The Board is satisfied with the Group’s commitment to comply with the 2018 Code.

### **MATERIAL CONTRACTS**

Save for the Service Agreements between the Executive Directors and the Company, and the non-trade amounts due to directors as disclosed in Note 26 of page 79 of the Annual Report, there were no material contracts entered into by the Company or any of its subsidiary companies involving the interest of the CEO, any Director, or controlling shareholder either still subsisting at the end of the financial year under review or if not subsisting, were entered into since the end of the previous financial year.

### **NON-SPONSOR FEES**

No fees relating to non-sponsorship activities or services were paid/payable to the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd., during FY2024.

# DIRECTORS' STATEMENT

The directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 31 March 2024.

## 1. Opinion of the directors

In the opinion of the directors,

- (a) the accompanying financial statements and the consolidated financial statements are drawn up so as to give a true and fair view of the financial position and performance of the Company and, of the financial position and performance of the Group for the reporting year covered by the financial statements or consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The board of directors approved and authorised these financial statements for issue.

## 2. Directors

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

Ong Lim Wan @ Ong Teck Meng  
Ong Boon Tat, Alvin  
Ong Lim San  
Tito Shane Isaac  
Tay Seo Long  
Choy Bing Choong



# DIRECTORS' STATEMENT

## 3. Directors' interests in shares and debentures

The directors of the Company holding office at the end of the reporting year were not interested in shares in or debentures of the Company or other related body corporates as recorded in the register of directors' shareholdings kept by the Company under section 164 of the Companies Act 1967 (the "Act") except as follows:

Name of director and companies in which interests are held	Direct interest		Deemed interest	
	At beginning of the reporting year	At end of the reporting year	At beginning of the reporting year	At end of the reporting year
<b>The Company</b>				
<i>Hiap Tong Corporation Ltd</i>	<u>Number of shares of no par value</u>			
Ong Lim Wan @ Ong Teck Meng	8,515,976	8,870,809	191,885,313	199,793,035
Ong Lim San	1,900,000	1,900,000	189,785,313	197,693,035
Ong Boon Tat, Alvin	2,978,775	2,978,775	78,907	78,907
<b>Immediate parent company</b>				
<i>Tembusu Asia Holdings Pte. Ltd.</i>	<u>Number of shares of no par value</u>			
Ong Lim Wan @ Ong Teck Meng	910,001	910,001	525,000	525,000
Ong Lim San	689,500	689,500	–	–

By virtue of section 7 of the Act, Ong Lim Wan @ Ong Teck Meng and Ong Lim San are deemed to have an interest in the other subsidiaries of the Company, and all the related corporations of the Company.

The directors' interests as at 21 April 2024 were the same as those at the end of the reporting year.

## 4. Arrangements to enable directors to acquire benefits by means of the acquisition of shares and debentures

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the Company is a party, being arrangements whose objects are, or one of whose objects is, to enable directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## 5. Options

During the reporting year, no option to take up unissued shares of the Company or other body corporate in the Group was granted.

During the reporting year, there were no shares issued by virtue of the exercise of an option to take up unissued shares.

At the end of the reporting year, there were no unissued shares under option.

# DIRECTORS' STATEMENT

## 6. Independent auditor

RSM SG Assurance LLP has expressed willingness to accept re-appointment. This audit firm was known as RSM Chio Lim LLP before 1 March 2024.

## 7. Report of audit committee

The members of the Audit Committee ("AC") during the year and at the date of this statement are:

Choy Bing Choong  
Tito Shane Isaac  
Tay Seo Long (Chairman)

All members of the AC are independent directors.

The AC performs the functions specified in Section 201B(5) of the Act. Among other functions, it performed the following:

- Reviewed with the independent external auditor their audit plan.
- Reviewed with the independent external auditor their evaluation of the Company's internal accounting controls relevant to their statutory audit, and their report on the financial statements and the assistance given by management to them.
- Reviewed with the internal auditor the scope and results of the internal audit procedures (including those relating to financial, operational and compliance controls and risk management) and the assistance given by the management to the internal auditor.
- Reviewed the financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption.
- Reviewed the interested person transactions (as defined in Chapter 9 of the Catalist Rules).

Other functions performed by the AC are described in page 26 of the report on corporate governance included in the annual report of the Company. It also includes an explanation of how independent auditor's objectivity and independence is safeguarded where the independent auditor provides non-audit services.

The AC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, RSM SG Assurance LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company and its Singapore-incorporated subsidiaries, we have complied with Rules 712 and 715 of the Catalist Rules.

## 8. Directors' opinion on the adequacy of internal controls

Based on the internal controls established and maintained by the Company, work performed by the internal and external auditors, and reviews performed by management, other committees of the board and the board, the AC and the board are of the opinion that the Company's internal controls, addressing financial, operational, compliance and information technology risks, and risk management system were adequate as at 31 March 2024 to address the risks that the Company considers relevant and material to its operations.

# DIRECTORS' STATEMENT

## 9. Subsequent developments

There are no significant developments subsequent to the release of the Group's and the Company's preliminary financial statements, as announced on 29 May 2024, which would materially affect the Group's and the Company's operating and financial performance as of the date of this report.

On behalf of the directors

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Ong Lim Wan @ Ong Teck Meng  
Director

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Ong Lim San  
Director

3 July 2024

# INDEPENDENT AUDITOR'S REPORT

Members of the Company Hiap Tong Corporation Ltd.

## Report on the audit of the financial statements

### Opinion

We have audited the accompanying financial statements of Hiap Tong Corporation 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 31 March 2024, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group for the reporting year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the Act) and the Financial Reporting Standards (International) in Singapore ("SFRS (I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the reporting year ended on that date.

### Basis for opinion

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

### Key audit matters

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

#### (a) Assessment of the impairment loss on property, plant and equipment

Refer to Note 2A on carrying amounts of non-financial assets, Note 2B on critical judgements, assumptions and estimation uncertainties and Note 13 on property, plant and equipment.

As at 31 March 2024, the Group's market capitalisation of \$28.5 million is below the net asset value of \$97.5 million, which indicates that the property, plant and equipment may be impaired. Management has determined three Cash Generating Units (CGUs) namely the Singapore Lifting and Haulage business CGU, Malaysia Lifting and Haulage business CGU and Port Services CGU for assessing the impairment loss. The CGUs are defined by the operating segments and their geographic locations that generate independent cash inflows.

The Group performed an assessment of impairment loss on the Singapore Lifting and Haulage business and Port Services CGUs using discounted future cash flows determined based on key assumptions on forecasted cash flows, revenue growth rates and discount rate of each CGU for the value in use method.

For the Malaysia Lifting and Haulage business with limited operating track record, as there is an active secondary market for plant and machinery, the fair value less costs of disposal was estimated using a desktop valuation by an independent professional valuer and management's estimation of cost of disposal.



# INDEPENDENT AUDITOR'S REPORT

Members of the Company Hiap Tong Corporation Ltd.

## Key audit matters (cont'd)

### (a) Assessment of the impairment loss on property, plant and equipment (cont'd)

The assessment of impairment loss on property, plant and equipment involves judgement in the identification of CGUs and estimation uncertainties in determining key assumptions underlying the recoverable amounts. We therefore identified the assessment of impairment loss on property, plant and equipment as a risk requiring special audit consideration.

We have involved our in-house valuation specialist and considered the appropriateness of management's determination of the CGUs based on our understanding of the operations and structure of the Group and rationale with management. For the CGUs where the discounted cash flows method is used, we evaluated the key assumptions used in the discounted future cash flows (including contract orders, revenue growth rate and discount rate) by comparing them against historical information, together with publicly available information where available.

We checked the mathematical accuracy of the calculations for the value in use method. We assessed the adequacy of the related disclosures in the financial statements in describing the inherent degree of estimation uncertainty and key assumptions used. For the Malaysia Lifting and Haulage business where fair value less costs of disposal is estimated, we evaluated the competence, capabilities and objectivity of the independent valuer and compared the valuation to readily available market data found for plant and machinery traded in the secondary market where available.

We have also assessed the adequacy of the disclosures made in the financial statements.

### (b) Assessment of the expected credit loss allowance on trade receivables

Refer to Note 2A on financial instruments, Note 2B on critical judgements, assumptions and estimation uncertainties and Note 20 on trade and other receivables.

The Group has material trade receivable balances with customers concentrated in the construction and marine industries. There is a risk over the non-recoverability of these balances due to the economic uncertainties faced by these industries. Trade receivable balances are subjected to expected credit loss (ECL) assessment under the financial reporting standards on financial instruments.

The Group applied the simplified approach to provide for ECLs. Under this approach, the loss allowances are measured at amounts equal to the ECLs that result from all possible defaults over the expected life of the trade receivables. The Group estimated the loss allowances based on historical loss rates adjusted to incorporate forward-looking information.

Management also considers if specific allowance on specific receivables should be made by reference to the current financial conditions of the customers, payment history and records, and nature of disputes, if any, with the customers. The loss rate estimated is then applied on a collective basis to the remaining trade receivables. Estimation of ECL of trade receivable requires significant management's estimation.

We have reviewed the Group's process to monitor outstanding receivable balances and make specific ECL allowance for balances that are deemed uncollectible due to disputes or weakening financial conditions of the customers.

We reviewed management's assessment of allowance on trade receivables using the historical loss rate adjusted for forward-looking information. For identified trade receivables, we assessed the recoverability of these receivables by analysing the payment history and credit-worthiness of these debtors and checked for receipts subsequent to the year-end. We have also considered the adequacy of disclosures in the financial statements.

# INDEPENDENT AUDITOR'S REPORT

Members of the Company Hiap Tong Corporation Ltd.

## Other information

Management is responsible for the other information. The other information comprises the statement by directors but does not include the financial statements and our auditor's report thereon.

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

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

## Responsibilities of management and directors for the financial statements

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

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

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

## Auditor's responsibilities for the audit of the financial statements

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

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

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

# INDEPENDENT AUDITOR'S REPORT

Members of the Company Hiap Tong Corporation Ltd.

## Auditor's responsibilities for the audit of the financial statements (cont'd)

- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

## Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Mong Sheong.

RSM SG Assurance LLP  
Public Accountants and  
Chartered Accountants

Singapore  
3 July 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 March 2024

	Notes	Group	
		2024 \$'000	2023 \$'000
<b>Revenue</b>	5	92,263	98,837
Cost of sales		(75,419)	(71,479)
<b>Gross profit</b>		16,844	27,358
Other income	6	4,457	6,933
Distribution expenses		(691)	(668)
Administrative expenses	9	(12,497)	(10,716)
Other losses	6	(758)	(4,053)
Finance costs	7	(2,202)	(2,068)
<b>Profit before tax</b>		5,153	16,786
Income tax expense	10	(1,026)	(2,942)
<b>Profit for the year</b>		4,127	13,844
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified subsequently to profit or loss:</b>			
Fair value changes on equity instruments at FVTOCI, net of tax	16	(112)	(138)
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Exchange differences on translating foreign operations, net of tax		303	324
Other comprehensive income for the year, net of tax		191	186
<b>Total comprehensive income</b>		4,318	14,030
<b>Earnings per share</b>			
Earnings per share currency unit	12	<b>Cents</b>	<b>Cents</b>
Basic and diluted earnings		1.32	4.49

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

# STATEMENTS OF FINANCIAL POSITION

As at 31 March 2024

	Notes	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	13	147,744	150,652	9,889	20,197
Investment property	14	750	7,580	–	6,900
Investment in subsidiaries	15	–	–	3,600	3,600
Other financial assets, non-current	16	–	112	–	–
<b>Total non-current assets</b>		<b>148,494</b>	<b>158,344</b>	<b>13,489</b>	<b>30,697</b>
<b>Current assets</b>					
Asset held for sale	17	14,446	–	14,446	–
Other non-financial assets, current	18	949	1,304	26	235
Financial assets – derivatives	19	12	–	–	–
Trade and other receivables	20	29,247	25,825	12,271	11,500
Cash and cash equivalents	21	10,523	11,205	488	717
<b>Total current assets</b>		<b>55,177</b>	<b>38,334</b>	<b>27,231</b>	<b>12,452</b>
<b>Total assets</b>		<b>203,671</b>	<b>196,678</b>	<b>40,720</b>	<b>43,149</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to owners of the parent</b>					
Share capital	22	25,566	24,450	25,566	24,450
Retained earnings		73,077	70,490	1,481	4,287
Other reserves	23	(1,144)	(1,335)	–	–
<b>Total equity</b>		<b>97,499</b>	<b>93,605</b>	<b>27,047</b>	<b>28,737</b>
<b>Non-current liabilities</b>					
Deferred tax liabilities	10	10,796	10,037	–	–
Loans and borrowings, non-current	24	1,230	3,482	–	–
Lease liabilities, non-current	25	32,722	39,938	2,075	12,601
<b>Total non-current liabilities</b>		<b>44,748</b>	<b>53,457</b>	<b>2,075</b>	<b>12,601</b>
<b>Current liabilities</b>					
Liabilities held for sale	17	10,000	–	10,000	–
Income tax payable		286	1,442	95	–
Financial liabilities – derivatives	19	–	45	–	–
Loans and borrowings, current	24	8,752	6,198	–	–
Lease liabilities, current	25	22,629	18,371	525	1,043
Trade and other payables	26	19,757	23,560	978	768
<b>Total current liabilities</b>		<b>61,424</b>	<b>49,616</b>	<b>11,598</b>	<b>1,811</b>
<b>Total liabilities</b>		<b>106,172</b>	<b>103,073</b>	<b>13,673</b>	<b>14,412</b>
<b>Total equity and liabilities</b>		<b>203,671</b>	<b>196,678</b>	<b>40,720</b>	<b>43,149</b>

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



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 March 2024

	Attributable to owner of the Company					
	Total equity \$'000	Share capital \$'000	Merger reserve \$'000	Fair value reserve \$'000	Foreign currency translation reserve \$'000	Retained earnings \$'000
<b>Group</b>						
<b>Current year:</b>						
Opening balance at 1 April 2023	93,605	24,450	(1,670)	(88)	423	70,490
Profit for the year	4,127					4,127
Exchange differences on translating foreign operations	303	-	-	-	303	-
Fair value changes on financial assets at FVTOCI (Note 16)	(112)	-	-	(112)	-	-
<b>Changes in equity:</b>						
Total comprehensive income for the year	4,318	-	-	(112)	303	4,127
<b>Transactions with owners, recognised directly in equity</b>						
<b>Distribution to owners</b>						
Issue of shares pursuant to scrip dividend scheme (Notes 11 and 22)	-	1,116	-	-	-	(1,116)
Dividends paid (Note 11)	(424)	-	-	-	-	(424)
<i>Total distribution to owners</i>	(424)	1,116	-	-	-	(1,540)
<b>Closing balance at 31 March 2024</b>	<b>97,499</b>	<b>25,566</b>	<b>(1,670)</b>	<b>(200)</b>	<b>726</b>	<b>73,077</b>
<b>Previous year:</b>						
Opening balance at 1 April 2022	79,575	24,450	(1,670)	50	99	56,646
Profit for the year	13,844	-	-	-	-	13,844
Exchange differences on translating foreign operations	324	-	-	-	324	-
Fair value changes on financial assets at FVTOCI (Note 16)	(138)	-	-	(138)	-	-
<b>Changes in equity:</b>						
Total comprehensive income for the year	14,030	-	-	(138)	324	13,844
<b>Closing balance at 31 March 2023</b>	<b>93,605</b>	<b>24,450</b>	<b>(1,670)</b>	<b>(88)</b>	<b>423</b>	<b>70,490</b>

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2024

	Group	
	2024	2023
	\$'000	\$'000
<b><u>Cash flows from operating activities</u></b>		
Profit before tax	5,153	16,786
Adjustments for:		
Depreciation of property, plant and equipment	17,044	14,959
Loss/(gain) on disposal of property, plant and equipment	33	(256)
Fair value loss on investment properties	330	850
Fair value loss on financial derivatives	(57)	49
Allowance for impairment loss on trade receivables – (reversal)/loss	(1,590)	2,558
Allowance for impairment loss on property, plant and equipment – reversal	(5)	(2,229)
Interest expense	2,186	2,037
Interest income	(28)	(9)
Operating cash flows before changes in working capital	23,066	34,745
Trade and other receivables	(1,477)	(6,716)
Trade and other payables	963	(3,647)
Net cash flows from operating activities	22,552	24,382
Income taxes paid	(1,424)	(148)
Net cash flows from operating activities	21,128	24,234
<b><u>Cash flows used in investing activities</u></b>		
Proceeds from disposal of property, plant and equipment	1,293	811
Purchase of property, plant and equipment (Note 21A)	(6,563)	(3,984)
Interest received	28	9
Net cash flows used in investing activities	(5,242)	(3,164)
<b><u>Cash flows used in financing activities</u></b>		
Proceeds from loans and borrowings	12,500	6,500
Proceeds from refinancing of lease liabilities	5,917	–
Repayment of loans and borrowings	(12,198)	(9,307)
Interest paid	(1,678)	(1,590)
Payments of lease liabilities	(21,071)	(16,010)
Dividends paid (Notes 11 and 21A)	(424)	–
Net cash flows used in financing activities	(16,954)	(20,407)
<b>Net (decrease)/increase in cash and cash equivalents</b>	(1,068)	663
Cash and cash equivalents, statement of cash flows, beginning balance	11,205	10,098
Effect of exchange rate charges on balances had in foreign currency	386	444
<b>Cash and cash equivalents, statement of cash flows, ending balance (Note 21)</b>	10,523	11,205

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

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 1. General information

The Company (Registration No: 200800657N) is incorporated in Singapore with limited liability. The financial statements are presented in Singapore dollar and they cover the Company (referred to as “parent”) and the subsidiaries.

The board of directors approved and authorised these financial statements for issue on the date of the statement by directors. The directors have the power to amend and reissue the financial statements.

The Company’s primary activities are those of an investment holding company and provision of management services.

The principal activities of the subsidiaries are described in Note 15 below.

The registered office is: 22 Soon Lee Road, Singapore 628082. The principal place of business is in Singapore.

### Uncertainties relating to the current economic conditions

The conditions remain challenging with geopolitical instability and affecting domestic and global growth in the current high interest environment.

Management has considered the uncertain and challenging macroeconomic and geopolitical environment that have caused widespread increase in interest rates and a significant rise in inflation, affecting the cost of many of the goods and services for customers, suppliers, supply chains, staffing and the countries in which the reporting entity operates. The Group was in a net current liability position of \$6.2 million as at 31 March 2024. The net current liabilities will be reduced upon conversion of approximately \$7.0 million of current trade payable relating to the purchase of cranes which will be converted into hire purchase financing when it is due. The Board confirms that the Group has sufficient financial resources to meet its short-term debt obligations when they fall due. Other than as addressed in specific notes, there does not currently appear to be either any material impact upon the financial statements or any material uncertainties with respect to events or conditions which may impact the reporting entity unfavourably as at the reporting date or subsequently as a result of the current economic conditions.

### Statement of compliance with financial reporting standards

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS (I)s”) and the related Interpretations to SFRS (I) (“SFRS (I) INT”) as issued by the Accounting Standards Committee under ACRA (“ASC”). They comply with the provisions of the Companies Act 1967 and with the International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”).

### Basis of preparation of the financial statements

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in the financial reporting standards may not be applied when the effect of applying them is not material. The disclosures required by financial reporting standards may not be provided if the information resulting from that disclosure is not material.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 1. General (cont'd)

### Basis of presentation and principles of consolidation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries. The consolidated financial statements are the financial statements of the Group (the parent and its subsidiaries) presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee. They are de-consolidated from the date that control ceases.

Changes in the Group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the Group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as equity investments financial assets in accordance with the financial reporting standard on financial instruments.

## 2A. Material accounting policy and other explanatory information

### Revenue and income recognition

General - Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, and modifications), net of any related taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

Sale of goods - Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered).

Services - Revenue from service orders and term projects is recognised when the entity satisfies the performance obligation at a point in time generally when the significant acts have been completed and when transfer of control occurs or for services that are not significant transactions revenue is recognised as the services are provided.

Distinct goods or services in a series - For distinct goods or services in a series such as routine or recurring service contracts where the promise under the contract is for a specified quantity of goods or services that meets the over time criteria or is a stand-ready or single continuous service and if the nature of each good or service is distinct, substantially the same and has the same pattern of transfer or each time increment is distinct, then revenue is recognised at the amount that the entity has the right to bill a fixed amount for each unit of goods or service provided.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. Interest income is recognised using the effective interest method.

### Government grants

Government grants are recognised at fair value when there is reasonable assurance that the conditions attaching to them will be complied with and that the grants will be received. Grants in recognition of specific expenses are recognised in profit or loss on a systematic basis over the periods necessary to match them with the related costs that they are intended to compensate.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2A. Material accounting policy and other explanatory information (cont'd)

### Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

### Foreign currency transactions

The functional currency is the Singapore dollar as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. The presentation is in the functional currency.

### Translation of financial statements of other entities

Each entity in the Group determines the appropriate functional currency as it reflects the primary economic environment in which the entity operates. In translating the financial statements of such an entity for incorporation in the consolidated financial statements in the presentation currency, the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and the income and expense items for each statement presenting profit or loss and other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

### Income tax

Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current income tax is the expected tax payable on the taxable income for the reporting year; calculated using rates enacted or substantively enacted at the statements of financial position date; and inclusive of any adjustment to income tax payable or recoverable in respect of previous reporting years. Deferred tax is recognised using the liability method; based on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective income tax bases; and determined using tax rates that have been enacted or substantively enacted by the reporting year end date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2A. Material accounting policy and other explanatory information (cont'd)

A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries, branches and associates, and joint arrangements except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

### Property, plant and equipment

Property, plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is provided on a straight-line basis to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets. The annual rates of depreciation are as follows:

Leasehold properties	-	Over the term of the lease of 15 to 22 years
Plant and machinery	-	5 to 20 years from the year of manufacture
Renovations	-	10 years
Office equipment	-	3 to 5 years
Motor vehicles	-	5 to 10 years

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent cost are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

### Right-of-use assets

The right-of-use assets are accounted and presented as if they were owned such as property plant and equipment. The annual rates of depreciation are as follows:

Land and dormitories	-	Over the term of the lease of 1 to 17 years
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### Investment property

Investment property is property (land or a building or part of a building or both) held (by the owner or by the lessee as a right-of-use asset under a finance lease) to earn rentals or for capital appreciation or both, rather than for: (a) use in the production or supply of goods or services or for administrative purposes; or (b) sale in the ordinary course of business. It includes an investment property in the course of construction. After initial recognition at cost including transaction costs the fair value model is used to measure the investment property at fair value as of the end of the reporting year. A gain or loss arising from a change in the fair value of investment property is included in profit or loss for the reporting year in which it arises.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2A. Material accounting policy and other explanatory information (cont'd)

### Leases of lessee

A lease conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. Where a lease arrangement is identified, a liability to the lessor is recognised as a lease obligation calculated at the present value of minimum unavoidable lease payments. A corresponding right-of-use asset is recorded. Lease payments are apportioned between finance costs and reduction of the lease liability so as to reflect the interest on the remaining balance of the liability. Finance charges are recorded as a finance cost. Leases with a term of 12 months or less and leases for low value are not recorded as a liability and lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

### Leases of lessor

For a lessor a lease is classified as either an operating lease or a finance lease. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Operating leases are for rental income. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset and it is presented in its statement of financial position as a receivable at an amount equal to the net investment in the lease. For a finance lease the finance income is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

### Subsidiaries

A subsidiary is an entity including unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity.

In the reporting entity's separate financial statements, an investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

### Carrying amounts of non-financial assets

The carrying amount of non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is expensed. Irrespective of whether there is any indication of impairment, an annual impairment test is performed at about the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2A. Material accounting policy and other explanatory information (cont'd)

When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the 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 the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

### Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised when, and only when, the entity becomes party to the contractual provisions of the instrument. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised and derecognised, as applicable, using trade date accounting or settlement date accounting. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. A financial liability is removed from the statement of financial position when, and only when, it is extinguished, that is, when the obligation specified in the contract is discharged or cancelled or expires.

At initial recognition the financial asset or financial liability is measured at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

Categories of financial assets and financial liabilities:

The financial reporting standard on financial instruments four categories of financial assets and two categories for liabilities. At the end of the reporting year, the reporting entity had the following categories financial assets and financial liabilities:

- Financial asset classified as measured at amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss ("FVTPL"), that is (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Typically trade and other receivables, bank and cash balances are classified in this category.
- Financial asset that is an equity investment measured at fair value through other comprehensive income ("FVTOCI"): On initial recognition of an equity investment that is not held for trading, an irrevocably election may be made to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis. Fair value changes are recognised in OCI but dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. The gain or loss that is presented in OCI includes any related foreign exchange component arising on non-monetary investments (eg, equity instruments). On disposal, the cumulative fair value changes are not recycled to profit or loss but remain in reserves within equity. The weighted average or specific identification method is used when determining the cost basis of equities being disposed of.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2A. Material accounting policy and other explanatory information (cont'd)

### Financial instruments (cont'd)

Categories of financial assets and financial liabilities: (cont'd)

- Financial asset classified as measured at FVTPL: All other financial assets are classified as measured at FVTPL. In addition, on initial recognition, management may irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.
- Financial liabilities are classified as at FVTPL in either of the following circumstances: (1) the liabilities are managed, evaluated and reported internally on a fair value basis; or (2) the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise. All other financial liabilities are carried at amortised cost using the effective interest method. Reclassification of any financial liability is not permitted.

### Cash and cash equivalents

For the statement of cash flows, cash and cash equivalents includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash flows are reported using the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, and items of income or expense associated with investing or financing cash flows.

### Derivative financial instruments

Derivative financial instruments (FVTPL):

A derivative financial instrument is a financial instrument with all three of the following characteristics (a) its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices, credit ratings or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract; (b) it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and (c) it is settled at a future date. The derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently classified as measured at FVTPL.

### Fair value measurement

The 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. When measuring the fair value of an asset or a liability, market observable data to the extent possible is used. If the fair value of an asset or a liability is not directly observable, an estimate is made using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (eg by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer's specific circumstances). Inputs used are consistent with the characteristics of the asset or liability that market participants would take into account. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value.

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety: Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transfers between levels of the fair value hierarchy are recognised at the end of the reporting period during which the change occurred.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2A. Material accounting policy and other explanatory information (cont'd)

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements. The recurring measurements are made at each reporting year end date.

### Assets held for sale

Identifiable assets and liabilities are classified as held for sale if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use. The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, except as permitted in certain circumstances by the financial reporting standard on non-current assets held for sale and discontinued operations. Assets that meet the criteria to be classified as held for sale are measured at the lower of carrying amount and fair value less costs of disposal and are presented separately on the face of the statement of financial position. Once an asset is classified as held for sale or included in a group of assets held for sale, no further depreciation or amortisation is recorded. Impairment losses on initial classification of the balances as held for sale are included in profit or loss, even when there is a revaluation. The same applies to gains and losses on subsequent remeasurement.

### Other specific material accounting policy and other explanatory information

These are disclosed at the relevant notes to the financial statements.

## 2B. Critical judgements, assumptions and estimation uncertainties

Disclosures on material information about the assumptions management made about the future, and other major sources of estimation uncertainty at the end of the reporting year, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

Assessment of the impairment loss on property, plant and equipment:

An assessment is made for the reporting year whether there is any indication that the asset may be impaired. If any such indication exists, an estimate is made of the recoverable amount of the asset. The recoverable amounts of cash-generating units if applicable is measured based on the fair value less costs of disposal or value in use calculations. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the property, plant and equipment at the end of the reporting year affected by the assumption is disclosed in Note 13 to the financial statements.

Assessment of the expected credit loss allowance on trade receivables:

The assessment of the expected credit losses (ECL) requires a degree of estimation and judgement. In measuring the expected credit losses, management considers all reasonable and supportable information such as the reporting entity's past experience at collecting receipts, any increase in the number of delayed receipts in the portfolio past the average credit period, and forward looking information such as forecasts of future economic conditions. The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The carrying amount is disclosed in the Note 20 to the financial statements.



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 2B. Critical judgements, assumptions and estimation uncertainties (cont'd)

Income tax amounts:

The entity recognises tax liabilities and assets based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition, management judgement is required in determining the amount of current and deferred tax recognised and the extent to which amounts should or can be recognised. A deferred tax asset is recognised for unused tax losses if it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. As a result, due to their inherent nature assessments of likelihood are judgemental and not susceptible to precise determination. The income tax amounts are disclosed in the Note 10 to the financial statements.

## 3. Related party relationships and transactions

The financial reporting standard on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

### 3A. Members of a group:

Name	Relationship	Country of incorporation
Tembusu Asia Holdings Pte. Ltd.	Ultimate parent company	Singapore

Related companies in these financial statements include the members of the above Group of companies. Associates also include those that are associates of members of the above Group.

### 3B. Related party transactions:

There are transactions and arrangements between the reporting entity and related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances and transfer of resources, services or obligations if any are unsecured, without fixed repayment terms and interest or charge unless stated otherwise.

Intragroup transactions and balances that have been eliminated in these consolidated financial statements.

### 3C. Key management compensation:

	Group	
	2024	2023
	\$'000	\$'000
Salaries and other short-term employee benefits	3,362	2,848

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 3. Related party relationships and transactions (cont'd)

### 3C. Key management compensation: (cont'd)

The above amounts are included under employee benefits expense. Included in the above amounts are the following items:

	Group	
	2024 \$'000	2023 \$'000
Directors' fees	131	80
Remuneration of directors of the Company	3,231	2,768

Key management personnel include the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly. Further information about the remuneration of individual directors is provided in the report on corporate governance.

### 3D. Other receivables from and other payables to related parties:

The trade transactions and the related receivables and payables balances arising from sales and purchases of goods and services are disclosed elsewhere in the notes to the financial statements.

The movements in other receivables from and other payables to related parties are as follows:

	Directors Group	
	2024 \$'000	2023 \$'000
<u>Other payables:</u>		
Balance at beginning of the year	(1,013)	(1,525)
Amount paid out and settlement of liabilities on behalf of another party	237	512
Balance at end of the year (Note 26)	(776)	(1,013)

	Subsidiaries Company	
	2024 \$'000	2023 \$'000
<u>Other receivables/(other payables):</u>		
Balance at beginning of the year	10,920	2,100
Amount paid out and settlement of liabilities on behalf the subsidiaries	541	8,820
Balance at end of the year (Note 20)	11,461	10,920

Presented in the statement of financial position as follows:

Other receivables (Note 20)	12,230	11,460
Other payables (Note 26)	(769)	(540)
	11,461	10,920

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 4. Financial information by segments

### 4A. Information about reportable segment profit or loss, assets and liabilities

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by the financial reporting standard on operating segments. This disclosure standard has no impact on the reported financial performance or financial position of the reporting entity.

For management purposes the reporting entity is organised into the following major strategic operating segments that offer different products and services:

- (a) lifting and haulage services; and
- (b) manpower services.

Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies. "Others" include certain revenues and assets that are not allocated to the business segments.

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the reporting entity are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the significant accounting policies.

The management reporting system evaluates performances based on a number of factors. However, the primary financial performance measurement to evaluate segment's operating results is earnings from operations before depreciation and amortisation, interests and income taxes (called "EBITDA").

The following tables illustrate the information about the reportable segment profit or loss, assets and liabilities.

The information on each product and service or each group of similar products and services is disclosed below and in Note 5.

### 4B. Profit or loss from continuing operations and reconciliations

	Lifting and haulage services \$'000	Manpower services \$'000	Others \$'000	Group \$'000
<b>2024</b>				
<b>Revenue by segment</b>				
Total revenue by segment	57,544	28,024	6,695	92,263
Total revenue	57,544	28,024	6,695	92,263
<b>EBITDA</b>				
Interest expense	(2,058)	(128)	–	(2,186)
Depreciation	(15,572)	(1,472)	–	(17,044)
Profit before tax	3,032	1,551	570	5,153
Income tax expense	(1,026)	–	–	(1,026)
<b>Profit net of tax</b>				<b>4,127</b>

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 4. Financial information by segments (cont'd)

### 4B. Profit or loss from continuing operations and reconciliations (cont'd)

	Lifting and haulage services \$'000	Manpower services \$'000	Others \$'000	Group \$'000
<b>2023</b>				
<b>Revenue by segment</b>				
Total revenue by segment	68,309	26,815	3,713	98,837
Total revenue	68,309	26,815	3,713	98,837
<b>EBITDA</b>				
Interest expense	(1,975)	(62)	–	(2,037)
Depreciation	(14,107)	(852)	–	(14,959)
Profit before tax	16,368	331	87	16,786
Income tax expense	(2,942)	–	–	(2,942)
<b>Profit net of tax</b>				<b>13,844</b>

### 4C. Assets and reconciliations

	Lifting and haulage services \$'000	Manpower services \$'000	Others \$'000	Group \$'000
<b>2024</b>				
Total Group assets	179,496	8,979	15,196	203,671
<b>2023</b>				
Total Group assets	181,224	5,471	9,983	196,678

Others include certain assets that are not allocated to business segments because they are of general use and they are not directly attributable to the segments or cannot be allocated to the segments on a reasonable basis.

### 4D. Liabilities and reconciliations

	Lifting and haulage services \$'000	Manpower services \$'000	Others \$'000	Group \$'000
<b>2024</b>				
Total Group liabilities	89,266	6,906	10,000	106,172
<b>2023</b>				
Total Group liabilities	95,974	4,404	2,695	103,073

Others include certain liabilities that are not allocated to business segments because they are of general use and they are not directly attributable to the segments or cannot be allocated to the segments on a reasonable basis.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 4. Financial information by segments (cont'd)

### 4E. Other material items and reconciliations

	Lifting and haulage services \$'000	Manpower services \$'000	Others \$'000	Group \$'000
<b>2024</b>				
Allowance for impairment loss on trade receivables – reversal	1,590	–	–	1,590
Net change in fair value of investment properties	–	–	(330)	(330)
Capital expenditure	21,582	1,905	–	23,487
<b>2023</b>				
Allowance for impairment loss on trade receivables – loss	(2,558)	–	–	(2,558)
Net change in fair value of investment properties	–	–	(850)	(850)
Allowance for impairment loss on property, plant and equipment –reversal	2,229	–	–	2,229
Capital expenditure	26,834	22	41	26,897

### 4F. Geographical information

	Revenue		Non-current assets	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore	90,736	97,625	147,064	156,759
Malaysia	1,527	1,212	1,430	1,585
	92,263	98,837	148,494	158,344

### 4G. Information about major customers

Revenue from one customer of the Group's lifting and haulage services and manpower services segments represents approximately \$8,887,000 (2023: \$25,119,000) and \$21,849,000 (2023: \$21,812,000) respectively of the Group's total revenue.



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 5. Revenue

Revenue classified by type of goods or service:

	Group	
	2024	2023
	\$'000	\$'000
Trading	6,695	3,713
Work train operation services	5,283	4,498
Lifting and haulage services	57,544	68,309
Port services business	22,741	22,317
Total revenue	92,263	98,837

Revenue classified by timing of revenue recognition:

	Group	
	2024	2023
	\$'000	\$'000
Point in time	6,695	3,713
Over time	85,568	95,124
Total revenue	92,263	98,837

Customers are commercial consumers, corporations and government authorities.

## 6. Other income and (other losses)

	Group	
	2024	2023
	\$'000	\$'000
Allowance for impairment on property, plant and equipment – reversal (Note 13)	5	2,229
Allowance for impairment on trade and other receivables – reversal/(loss) (Note 20)	1,590	(2,558)
Commission income	2	2
Fair value gain/(loss) on financial derivatives (Note 19A)	57	(49)
Foreign exchange translation losses	(395)	(596)
(Loss)/gain on disposal of property, plant and equipment	(33)	256
Government grant income	748	2,482
Interest income	28	9
Net change in fair value of investment properties (Note 14)	(330)	(850)
Rental income from storage	1,296	1,395
Sundry income	731	560
Net	3,699	2,880
Presented in profit or loss as:		
Other income	4,457	6,933
Other losses	(758)	(4,053)
Net	3,699	2,880

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 7. Finance costs

	Group	
	2024	2023
	\$'000	\$'000
Bank charges	16	31
Interest expense	2,186	2,037
	2,202	2,068
	2,202	2,068

## 8. Employee benefits expense

	Group	
	2024	2023
	\$'000	\$'000
Salaries bonuses and other costs	46,837	46,082
Contributions to defined contribution plan	3,372	3,430
Total employee benefits expense	50,209	49,512
	50,209	49,512

Employee benefits expense is charged to profit or loss and included in:

Administrative expenses (Note 9)	8,978	7,709
Cost of sales	41,231	41,803
Total employee benefits expense	50,209	49,512
	50,209	49,512

## 9. Administrative expenses

The major components and other selected components include the following:

	Group	
	2024	2023
	\$'000	\$'000
Fees on audit services to Company's independent auditors	139	132
Fees on audit services to other independent auditor	8	6
Other fees to Company's independent auditors	21	21
Other fees to other independent auditor	2	2
Employee benefits expense (Note 8)	8,978	7,709
Insurance expense	621	472
	621	472
	621	472

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 10. Income tax expense

### 10A. Components of tax expense recognised in profit or loss include:

	Group	
	2024	2023
	\$'000	\$'000
<u>Current tax expense:</u>		
Current tax expense	–	1,294
Under adjustments in respect of prior periods	267	148
Subtotal	267	1,442
<u>Deferred tax expense:</u>		
Deferred tax expense	759	–
Under adjustments in respect of prior periods	–	1,500
Subtotal	759	1,500
Total tax expense	1,026	2,942

The income tax in profit or loss varied from the amount of income tax amount determined by applying the Singapore income tax rate of 17.0% (2023: 17.0%) to profit or loss before income tax as a result of the following differences:

	Group	
	2024	2023
	\$'000	\$'000
Profit before tax	5,153	16,786
Income tax expense at the above rate	876	2,854
Effect of different tax rate in different country	187	195
Expenses not deductible for tax purposes	1,054	589
Income not subjected to tax	(618)	(379)
Tax incentives and allowance	(615)	(721)
Under adjustments in respect of prior periods	267	1,648
Previously unrecognised deferred tax assets recognised this year	(125)	(1,244)
Total tax expense	1,026	2,942

There are no income tax consequences of dividends to owners of the Company.

### 10B. Deferred tax expense recognised in profit or loss includes:

	Group	
	2024	2023
	\$'000	\$'000
Excess of book over tax depreciation on plant and equipment	759	1,500
Total deferred income tax expense recognised in profit or loss	759	1,500

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 10. Income tax expense (cont'd)

### 10C. Deferred tax balances in the statement of financial position:

	Group	
	2024 \$'000	2023 \$'000
Excess of book value of plant and equipment over tax value (liabilities)	(10,796)	(10,037)
Deferred tax associated with right-of-use assets	1,263	415
Deferred tax associated with lease liabilities	(1,263)	(415)

It is impracticable to estimate the amount expected to be settled or used within one year.

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of \$Nil (2023: \$1,242,000) which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. Unutilised capital allowances do not have expiry dates.

## 11. Dividends on equity shares

	Rate per share – cents		2024 \$'000	2023 \$'000
	2024	2023		
Final dividend paid net of income tax				
- Cash dividend	0.5	–	424	–
- Scrip dividend	0.5	–	1,116	–
	0.5	–	1,540	–

The above final dividend relate to financial year ended 31 March 2023 approved during the annual general meeting held on 27 July 2023. \$424,000 were paid in cash while \$1,116,000 were satisfied via issuance of shares pursuant to the scrip dividend scheme of the Company.

The directors have proposed that a final dividend of 0.1 cents per share with a total of \$312,804 be paid to shareholders after the annual general meeting to be held on 25 July 2024. There are no income tax consequences on the reporting entity. This dividend is subject to approval by shareholders at the next annual general meeting and has not been included as a liability in these financial statements. The proposed dividend is payable in respect of all ordinary shares in issue at the end of the reporting year and including any new qualifying shares issued up to the date the dividend becomes payable.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 12. Earnings per share

The following table illustrates the numerators and denominators used to calculate basic and diluted earnings per share of no par value:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Numerators: earnings attributable to equity		
Continuing operations: attributable to equity holders	4,127	13,844
	<b>2024</b>	<b>2023</b>
	<b>'000</b>	<b>'000</b>
Denominators: weighted average number of ordinary shares	312,804	308,065
	<b>Cents</b>	<b>Cents</b>
Basic and diluted earnings per share		
Continuing operations	1.32	4.49

The weighted average number of ordinary shares refers to shares in issue outstanding during the reporting period. The basic amount per share ratio is based on the weighted average number of ordinary shares outstanding during each reporting year.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 13. Property, plant and equipment

Group	Right-of-use land and dormitories \$'000	Leasehold properties \$'000	Plant and machinery \$'000	Renovation \$'000	Office equipment \$'000	Motor vehicle \$'000	Total \$'000
<b>Cost:</b>							
At 1 April 2022	7,312	21,885	229,833	307	934	4,403	264,674
Additions	539	-	25,020	-	217	1,660	27,436
Disposals	(1,086)	-	(4,001)	(3)	(350)	-	(5,440)
Transfer from asset held for sale (Note 17)	12,293	-	-	-	-	-	12,293
Remeasurement	84	-	-	-	-	-	84
Foreign exchange adjustments	(18)	-	(182)	(1)	(1)	(19)	(221)
At 31 March 2023	19,124	21,885	250,670	303	800	6,044	298,826
Additions	2,617	-	20,096	-	366	408	23,487
Disposals	(362)	-	(6,620)	-	-	(209)	(7,191)
Transfer to asset held for sale (Note 17)	(12,292)	-	-	-	-	-	(12,292)
Foreign exchange adjustments	(12)	-	(4)	*	(98)	(57)	(171)
At 31 March 2024	9,075	21,885	264,142	303	1,068	6,186	302,659
<b>Accumulated depreciation:</b>							
At 1 April 2022	3,807	11,966	117,086	268	827	3,483	137,437
Depreciation for the year	1,549	1,437	11,443	10	97	423	14,959
Reversal of impairment losses	(74)	(238)	(1,915)	(1)	*	(1)	(2,229)
Disposals	(1,086)	-	(3,447)	(2)	(350)	-	(4,885)
Transfer from asset held for sale (Note 17)	2,993	-	-	-	-	-	2,993
Foreign exchange adjustments	(18)	-	(65)	-	*	(18)	(101)
At 31 March 2023	7,171	13,165	123,102	275	574	3,887	148,174
Depreciation for the year	2,364	1,478	12,621	11	116	454	17,044
Reversal of impairment losses	-	-	(5)	-	-	-	(5)
Disposals	(357)	-	(5,301)	-	-	(207)	(5,865)
Transfer to asset held for sale (Note 17)	(4,346)	-	-	-	-	-	(4,346)
Foreign exchange adjustments	(9)	-	(64)	*	(1)	(13)	(87)
At 31 March 2024	4,823	14,643	130,353	286	689	4,121	154,915
<b>Carrying value:</b>							
At 1 April 2022	3,505	9,919	112,747	39	107	920	127,237
At 31 March 2023	11,953	8,720	127,568	28	226	2,157	150,652
At 31 March 2024	4,252	7,242	133,789	17	379	2,065	147,744

\* Amount less than \$1,000.



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 13. Property, plant and equipment (cont'd)

Company	Right-of-use land \$'000	Leasehold property \$'000	Renovation \$'000	Computer \$'000	Other equipment \$'000	Total \$'000
<u>Cost:</u>						
At 1 April 2022	4,846	21,884	99	–	–	26,830
Additions	–	–	–	–	62	62
Transfer from asset held for sale	12,293	–	–	–	–	12,293
Remeasurement	84	–	–	–	–	84
At 31 March 2023	17,223	21,884	99	–	62	39,268
Additions	–	–	–	312	–	312
Transfer to asset held for sale (Note 17)	(12,292)	–	–	–	–	(12,292)
At 31 March 2024	4,931	21,884	99	312	62	27,288
<u>Accumulated depreciation:</u>						
At 1 April 2022	1,765	11,965	66	–	–	13,796
Depreciation for the year	1,144	1,437	9	–	5	2,595
Reversal of impairment	(74)	(238)	(1)	–	–	(313)
Transfer from asset held for sale (Note 17)	2,993	–	–	–	–	2,993
At 31 March 2023	5,828	13,164	74	–	5	19,071
Depreciation for the year	1,166	1,477	9	–	22	2,674
Transfer to asset held for sale	(4,346)	–	–	–	–	(4,346)
At 31 March 2024	2,648	14,641	83	–	27	17,399
<u>Carrying value:</u>						
At 1 April 2022	3,081	9,920	33	–	–	13,034
At 31 March 2023	11,395	8,720	25	–	57	20,197
At 31 March 2024	2,283	7,243	16	312	35	9,889

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 13. Property, plant and equipment (cont'd)

Allocation of the depreciation expense:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cost of sales	16,464	14,444	–	–
Administrative expenses	580	515	2,674	2,595
	<u>17,044</u>	<u>14,959</u>	<u>2,674</u>	<u>2,595</u>

### Impairment assessment

As at 31 March 2024, the Group's market capitalisation of \$28.5 million continues to be less than the Group's total net assets of \$97,499,000. This is an indication that the Group's non-financial assets may be impaired and an assessment of recoverable amounts of non-financial assets is required.

For the purpose of impairment assessment, management has determined the cash-generating units (CGUs) to be the Singapore Lifting and Haulage business, Malaysia Lifting and Haulage business CGU and Port Services CGU. The CGUs are defined by the operating segments and their geographic locations that generate independent cash inflows.

The Group performed an assessment of impairment loss on the Singapore Lifting and Haulage business and Port Services CGUs using discounted future cash flows determined based on key assumptions on forecasted cash flows, revenue growth rates and discount rate of each CGU for the value in use method.

For the Malaysia Lifting and Haulage business with limited operating track record, as there is an active secondary market for plant and machinery, the fair value less costs of disposal was estimated using a desktop valuation by an independent professional valuer and management's estimation of cost of disposal.

The key assumptions used in the estimation of the recoverable amount represent management's assessment of future trends in the respective business and have been based on historical data from both external and internal sources.

Based on the review performed by the management, there was reversal of impairment loss of \$5,000 (2023: \$2,229,000) and \$Nil (2023: \$313,000) recognised for the Group's and Company's property, plant and equipment respectively for the reporting year ended 31 March 2024.

The key assumptions for the value in use calculations are as follows:

	2024 %	2023 %
<u>Singapore Lifting and Haulage business</u>		
Discount rate (pre-tax)	11.2	11.0
Revenue compound annual growth rate	4.6	2.0
EBITDA compound annual growth rate	<u>1.0</u>	<u>1.0</u>
<u>Port Services</u>		
Discount rate (pre-tax)	11.0	10.0
Revenue compound annual growth rate	3.0	3.0
EBITDA compound annual growth rate	<u>2.0</u>	<u>2.0</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 13. Property, plant and equipment (cont'd)

### Impairment assessment (cont'd)

The cash flow projections included specific estimates over the weighted average useful life of the non-financial assets of 13 years (2023: 13 years). The cash flow projections were based on forecasts prepared by the management taking into account of past experience and existing market conditions and any adverse movements in the key assumptions can lead to further impairment losses in future periods.

Management has considered the impact of current economic conditions on the Group's business and its operations. However, if the current economic conditions evolve to worsen business conditions, the recoverable amounts of the CGU tested during the impairment assessment may be negatively affected.

The reversal of impairment loss was allocated *pro rata* to the different class of assets constituting the Singapore Lifting and Haulage business as follows:

<b>Group</b>	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Right-of-use land and dormitories	–	74
Leasehold property	–	238
Plant and machinery	–	1,915
Renovation	–	1
Office equipment	–	*
Motor vehicles	–	1
	<hr/>	<hr/>
	–	2,229
	<hr/> <hr/>	<hr/> <hr/>
<b>Company</b>	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Right-of-use land	–	74
Leasehold property	–	238
Renovation	–	1
	<hr/>	<hr/>
	–	313
	<hr/> <hr/>	<hr/> <hr/>

## 14. Investment properties

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<u>At fair value</u>				
At beginning of the year	7,580	730	6,900	–
(Less)/add: transferred (to)/ from asset held for sale (Note 17)	(6,500)	7,700	(6,500)	7,700
Decrease in fair value included in profit or loss under other losses (Note 6)	(330)	(850)	(400)	(800)
At end of the year	<hr/>	<hr/>	<hr/>	<hr/>
	750	7,580	–	6,900
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

During the year, the Company issued a conditional option to purchase dated 19 March 2024 to a third-party purchaser in relation to the proposed sale of the property located at 8 Tuas South Street 10, Singapore 636943 for an aggregate sale consideration of \$4.8 million. This investment property has been reclassified from investment properties under non-current assets to asset held for sale under current assets. The conditional option to purchase has been accepted by the purchaser on 1 April 2024.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 14. Investment properties (cont'd)

### Measurement of fair value

The fair values of investment properties were measured by external independent valuers having the appropriate recognised professional qualification and recent experience in the location and categories of the properties being valued. The independent valuers measure the fair values of the Group's investment properties annually. The fair values of the investment properties are dependent on recent market transactions used by the valuers.

The current economic conditions have resulted in market uncertainty and volatility, and accordingly the valuation of investment property may fluctuate more rapidly and significantly subsequent to valuation date as compared to normal market conditions.

The fair value measurement has been categorised as a Level 2 fair value based on observable market sales data.

The following table shows the valuation technique used in measuring the fair value of investment properties.

Asset 1:	Leasehold property at 8 Tuas South Street 10 Singapore 636943
Fair value and fair value hierarchy – Level:	Reclassified to asset held for sale in current year (2023: \$6,900,000). (Level 2).
Valuation technique for recurring fair value measurements:	Transacted prices per square metre of comparable properties in close proximity on recent market transactions <sup>(1)</sup>
Significant observable inputs and range (weighted average):	Price per square feet.
Asset 2:	Leasehold property at 1 Tuas South Avenue 6 #03-17 "The Westcom" Singapore 637021
Fair value and fair value hierarchy – Level:	\$750,000 (2023: \$680,000). Level 2. (2023: Level 2).
Valuation technique for recurring fair value measurements:	Transacted prices per square metre of comparable properties in close proximity on recent market transactions <sup>(1)</sup>
Significant observable inputs and range (weighted average):	Price per square feet \$243 (2023: \$221)
Sensitivity on management's estimates – 10% variation from estimate	Impact – lower by \$75,000; higher by \$75,000.

<sup>(1)</sup> Adjustments are made for any difference in the time, size, condition, location, remaining lease term and type of the specific property.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 15. Investments in subsidiaries

	Company	
	2024 \$'000	2023 \$'000
<u>Movements during the year:</u>		
Cost at the beginning of the year	4,020	4,020
Allowance for impairment	(420)	(420)
Cost at the end of the year	3,600	3,600
Movements in allowance for impairment		
At beginning and end of the year	420	420

The subsidiaries held by the Company which are all wholly owned are listed below:

<b>Name of subsidiaries, country of incorporation, place of operations and principal activities and independent auditors</b>	<b>Cost in books of the Company</b>	
	<b>2024 \$'000</b>	<b>2023 \$'000</b>
Hiap Tong Crane & Transport Pte. Ltd. (a) Singapore Rental of cranes, prime movers, heavy machinery and equipment and trading of cranes and heavy equipment	2,066	2,066
Hiap Tong Trading Pte. Ltd. (a) Singapore Rental of cranes, prime movers, heavy machinery and equipment and trading of cranes and heavy equipment.	1,434	1,434
Hiap Tong Construction Pte. Ltd. (a) Singapore Provision of work train operation services, as well as manpower.	100	100
HT Infrastructure Private. Ltd. (c) India (Dormant)	16	16
Hiap Tong Crane & Transport Sdn. Bhd. (b) Malaysia Rental of cranes, prime movers, heavy machinery and equipment.	404	404
<u>Held through Hiap Tong Crane &amp; Transport Pte. Ltd.</u>		
HT Ports Services Pte. Ltd. (a) Singapore Provision of labour support for container lashing/unlashing prime mover driving services repair and maintenance of motor vehicles.	500	500

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 15. Investments in subsidiaries (cont'd)

The subsidiaries held by the Company are listed below:

**Name of subsidiaries, country of incorporation, place of operations and principal activities and independent auditors**

**Cost in books of the Company**  
**2024**      **2023**  
**\$'000**      **\$'000**

Held through Hiap Tong Trading Pte. Ltd.

HTV Equipment Company Limited (c)

50

50

Vietnam

Provision of heavy lifting and haulage services, as well as the trading of cranes and heavy equipment

(a) Audited by RSM SG Assurance LLP in Singapore.

(b) Audited by RSM International network firms of which RSM SG Assurance LLP in Singapore is a member.

(c) Not audited as it is immaterial. The management accounts were used for consolidation.

## 16. Other financial assets

**Group**  
**2024**      **2023**  
**\$'000**      **\$'000**

Unquoted investments at FVTOCI

–

112

### 16A. Movement in balances

**Group**  
**2024**      **2023**  
**\$'000**      **\$'000**

Movements during the year:

Fair value at beginning of the year

112

250

Decrease in fair value through other comprehensive income

(112)

(138)

Fair value at end of the year

–

112

### 16B. Disclosures relating to investments in equity shares at FVTOCI

**Level**      **Group**  
**2024**      **2023**  
**\$'000**      **\$'000**

Unquoted equity shares:

Singapore:

Logistics industry

3

–

112



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 16C. Fair value measurements (Level 3) recognised in the statement of financial position

The Group previously adopted the Option Pricing Model (“OPM”) in estimating the fair values of the investments. In view of the continued deteriorating financial performance of the investee, the Group has fully impaired the investment in the current reporting year.

## 17. Asset and liabilities held for sale

The Company issued a conditional option to purchase dated 19 March 2024 to a third party purchaser for the proposed sale of the investment property at 8 Tuas South Street 10, for an aggregate sale consideration of \$4.8 million. The proposed sale is subject to, amongst other things, JTC Corporation’s approval. Accordingly, the investment property, and corresponding right-of-use asset and lease liabilities in relation to the rental of the land has been classified as asset and liabilities held for sale as at year end.

	<b>Group and Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$’000</b>	<b>\$’000</b>
Asset held for sale:		
Investment property (Note 14)	6,500	–
Right-of-use asset (Note 13)	7,946	–
Subtotal for assets	14,446	–
Liabilities associated with asset classified as held for sale:		
Lease liabilities (Note 25)	(10,000)	–
Subtotal for liabilities	(10,000)	–
Net asset held for sale	4,446	–

## 18. Other non-financial assets

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$’000</b>	<b>\$’000</b>	<b>\$’000</b>	<b>\$’000</b>
Prepayments	316	160	8	8
Deposits to secure services	633	1,144	18	227
	949	1,304	26	235

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 19. Derivatives financial instruments

Derivative financial assets is presented in the statement of financial position as follows:

	Group	
	2024	2023
	\$'000	\$'000
Financial assets – derivatives, current (Note 19A)	12	–
Financial liabilities – derivatives, current (Note 19A)	–	(45)
Net	12	(45)

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date with the gain or loss recognised immediately in profit or loss except where the derivatives qualify for cash flow hedge accounting or hedges of net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

### 19A. Financial assets/(liabilities) – derivatives

	2024	2023
	\$'000	\$'000
<u>Foreign currency forward contracts</u>		
At the beginning of the year	(45)	4
Fair value gain/(loss) (Note 6)	57	(49)
At the end of the year	12	(45)

Forward foreign exchange contracts are entered into to manage exposure to fluctuations in foreign currency exchange rates on expected purchases denominated in United States Dollar (“USD”).

The table below sets out the notional principal amounts of the outstanding forward foreign exchange contracts of the Group, and their corresponding favourable and unfavourable fair values (Level 2) at the reporting date. The amount of notional amount outstanding is not necessarily a measure or indication of market risk.

	Notional principal		(Unfavourable)/favourable fair value	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
<u>Group</u>				
Purchase USD	583	8,007	17	(45)
Purchase RMB	2,195	–	(5)	–
	2,778	8,007	12	(45)

The fair value (Level 2) of forward foreign exchange contracts is based on the current value of the difference between the contractual exchange rate and the market rate at the end of the reporting year. The valuation technique uses market observable inputs.

At 31 March 2024, the settlement date on forward foreign exchange contracts for the Group ranges from 1 to 12 months (2023: 1 to 6 months).

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 20. Trade and other receivables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<u>Trade receivables:</u>				
Third parties	29,931	27,343	-	-
Less allowance for impairment	(1,295)	(3,031)	-	-
Net trade receivables – subtotal	28,636	24,312	-	-
<u>Other receivables:</u>				
Third parties	611	1,513	41	40
Subsidiaries (Note 3)	-	-	12,230	11,460
Net other receivables – subtotal	611	1,513	12,271	11,500
Total trade and other receivables	29,247	25,825	12,271	11,500

Movements in above allowance on trade receivables:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At beginning of the year	3,031	489	-	-
(Reversed)/charged to profit or loss included in other gains/(losses) (Note 6)	(1,590)	2,558	-	-
Amount written off	(146)	(16)	-	-
At end of the year	1,295	3,031	-	-

The expected credit losses (“ECL”) on the above trade receivables are based on the simplified approach to measuring ECL which uses a lifetime ECL allowance approach for all trade receivables recognised from initial recognition of these assets. These assets are grouped based on shared credit risk characteristics and the days past due for measuring the ECL including the impact of the current economic conditions.

The reporting entity also has a few customers with material balances and which can be credit risk graded individually and these are recorded at inception net of any expected lifetime ECL. For these material balances the credit risk is graded individually. For these material balances, at the end of the reporting year a loss allowance is recognised if there has been a significant increase in credit risk since initial recognition. For any significant increase or decrease in credit risk an adjustment is made to the loss allowance for the material balances. For the smaller balances the assets are grouped based on shared credit risk characteristics and the days past due for measuring the ECL including the impact of the current economic conditions.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 20. Trade and other receivables (cont'd)

At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates (including the impact of the current economic conditions) are analysed.

The ageing of the balance is as follows:

Group	Gross amount		ELR		Loss (reversal)/ allowance	
	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	%	%	\$'000	\$'000
Within due date	11,182	11,046	-	-	-	-
Past due 1 – 90 days	8,507	9,661	-	-	-	-
Past due 91 – 180 days	6,124	1,916	-	0.4	-	7
Past due 181 – 365 days	1,932	2,252	-	24.7	-	556
Past due more than 365 days	2,186	2,468	59.2	100.0	1,295	2,468
	<u>29,931</u>	<u>27,343</u>			<u>1,295</u>	<u>3,031</u>

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade customers is about 30 days (2023: 30 days). But some customers take a longer period to settle the amounts.

Concentration of trade receivable customers as at the end of the reporting year:

	2024	2023
	\$'000	\$'000
Top 1 customer	2,207	4,316
Top 2 customers	2,744	6,607
Top 3 customers	<u>3,867</u>	<u>8,141</u>

The other receivables shown above are subject to the expected credit loss ("ECL") allowance assessment under the financial reporting standard on financial instruments. For these material balances judgement is required for the assessment of the credit risk graded individually. At inception they are recorded net of any expected 12 month expected credit losses. At the end of the reporting year a loss allowance is recognised if there has been a material increase in credit risk since initial recognition. For any material increase or decrease in credit risk an adjustment is made to the loss allowance for the material balances. The credit risk grade assessed is based on predictive nature of the risk of loss (such as the use of internal and external ratings, management accounts and available published information about debtors that is available without undue cost or effort) and applying experienced credit judgement.

Other receivables are normally with no fixed terms and therefore there is no maturity.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 21. Cash and cash equivalents

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Not restricted in use	10,523	11,205	488	717
	<u>10,523</u>	<u>11,205</u>	<u>488</u>	<u>717</u>

The interest earning balances are not significant.

## 21A. Non-cash transactions

- During the financial year, excluding the additions of right-of-use land and dormitories of \$2,617,000 (2023: \$539,000), the Group acquired property, plant and equipment totalling \$23,487,000 (31 March 2023: \$27,436,000), of which \$7,344,000 (31 March 2023: \$8,850,000) was acquired under new leases and \$6,964,000 (31 March 2023: \$14,063,000) was payable to an external supplier.
- During the financial year, 9,299,000 ordinary shares of no par value were issued as scrip dividends pursuant to the scrip dividend scheme of the Company (Notes 11 and 22).

## 21B. Reconciliation of liabilities arising from financing activities:

	2024 \$'000	Cash flows \$'000	Non-cash changes \$'000	2024 \$'000
<u>Group</u>				
Amount due to directors	1,013	(237)	-	776
Loans and borrowings	9,680	302	-	9,982
Lease liabilities	58,309	(21,071)	18,113 <sup>(a)</sup>	55,351
Total liabilities from financing activities	<u>69,002</u>	<u>(21,006)</u>	<u>18,113</u>	<u>66,109</u>
	<b>2023 \$'000</b>	<b>Cash flows \$'000</b>	<b>Non-cash changes \$'000</b>	<b>2023 \$'000</b>
<u>Group</u>				
Amount due to directors	1,525	(512)	-	1,013
Loans and borrowings	12,487	(2,807)	-	9,680
Lease liabilities	33,622	(16,010)	40,697 <sup>(a)</sup>	58,309
Total liabilities from financing activities	<u>47,634</u>	<u>(19,329)</u>	<u>40,697</u>	<u>69,002</u>

<sup>(a)</sup> Acquisition, reclassification from held for sale and accrual of interest expense.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 22. Share capital

	Group and company	
	Number of shares issued '000	Share capital \$'000
<u>Ordinary shares of no par value:</u>		
As at 1 April 2022 and 31 March 2023	308,065	24,450
Issue of shares pursuant to scrip dividend scheme	9,299	1,116
As at 31 March 2024	<u>308,065</u>	<u>25,566</u>

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income. The Company is not subject to any externally imposed capital requirements.

A total of 9,299,000 ordinary shares of no par value were issued during the year as scrip dividends pursuant to the scrip dividend scheme of the Company (Note 11).

### Capital management:

The objectives when managing capital are: to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the reporting year.

The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity (that is, share capital and reserves).

In order to maintain its listing on the Singapore Stock Exchange, it has to have share capital with a free float of at least 10% of the shares. The Company met the capital requirement on its initial listing and the rules limiting treasury share purchases mean it will continue to satisfy that requirement, as it did throughout the reporting year. Management receives a report from the share registrars frequently on substantial share interests showing the non-free float to ensure continuing compliance with the 10% limit throughout the reporting year.

The management monitors the capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt / adjusted capital (as shown below). Net debt is calculated as total borrowings less cash and cash equivalents.



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 22. Share capital (cont'd)

### Capital management (cont'd):

	Group	
	2024	2023
	\$'000	\$'000
Loan borrowings	9,982	9,680
Lease liabilities	55,351	58,309
Less cash and cash equivalents	(10,523)	(11,205)
Net debt:	54,810	56,784
Total equity	97,499	93,605
Debt to adjusted capital ratio	56.2%	60.7%

The favourable change as shown by the decrease in the debt-to-adjusted capital ratio for the reporting year resulted primarily from the reclassification of lease liabilities to asset held for sale, which further contributed to the effect of a favourable change with improved retained earnings.

## 23. Other reserves

	Group	
	2024	2023
	\$'000	\$'000
Foreign currency translation reserve (Note 23A)	726	423
Fair value reserve (Note 23B)	(200)	(88)
Merger reserve (Note 23C)	(1,670)	(1,670)
	(1,144)	(1,335)

### 23A. Foreign exchange translation reserve

	Group	
	2024	2023
	\$'000	\$'000
At beginning of the year	423	99
Exchange differences on translating foreign operations	303	324
At end of the year	726	423

The foreign currency translation reserve accumulates all foreign exchange differences.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 23. Other reserves (cont'd)

### 23B. Fair value reserve

	Group	
	2024	2023
	\$'000	\$'000
At beginning of the year	(88)	50
Losses on fair value changes on equity shares at FVTOCI (Note 16)	(112)	(138)
At end of the year	(200)	(88)

### 23C. Merger reserve

The merger reserve represents the difference between the nominal value of shares issued by the Company, and the value of shares acquired in respect of the acquisition of subsidiaries, accounted for under the "pooling of interest" method of accounting.

## 24. Loans and borrowings

	Group	
	2024	2023
	\$'000	\$'000
<u>Non-current:</u>		
Unsecured bank loan	1,230	3,482
Subtotal, non-current	1,230	3,482
<u>Current:</u>		
Unsecured bank loan	8,752	6,198
Subtotal, current	8,752	6,198
Total	9,982	9,680
The non-current portion is repayable as follows:		
Due within 2 to 5 years	1,230	3,482
Total non-current portion	1,230	3,482

The range of floating rate interest rates paid were as follows:

	Group
<u>Bank loans (unsecured)</u>	
2024	-
2023	2.00% - 6.15%

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 25. Lease liabilities

The Group has leases relating to the land, dormitories and plant and machinery. The leases are for terms between 2 to 9 years. The leases do not provide options to purchase the underlying leased assets outright. Certain of the leases provide options to extend the leases for a further term.

Lease liabilities are presented in the statement of financial position as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Lease liabilities, non-current	32,722	39,938	2,075	12,601
Lease liabilities, current	22,629	18,371	525	1,043
	<u>55,351</u>	<u>58,309</u>	<u>2,600</u>	<u>13,644</u>

The lease liability above does not include the short-term leases of less than 12 months and leases of low-value underlying assets. Variable lease payments which do not depend on an index or a rate or based on a percentage of revenue are not included from the initial measurement of the lease liability and the right-of-use assets.

The lease agreements do not impose any covenants. Lease liabilities under operating leases are secured by the right-of-use assets because these will revert to the lessor in the event of default.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes to in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The weighted average incremental borrowing rate applied to lease liabilities ranged from 1.7% to 6.2%.

During the reporting year ended 31 March 2024, the Company has issued a conditional option to purchase dated 19 March 2024 to a third party purchaser for the proposed sale of the investment property at 8 Tuas South Street 10, Singapore 636943 for an aggregate sale consideration of \$4.8 million. The corresponding lease liabilities have been reclassified to liabilities held for sale as at the end of the reporting year (Note 17).

A summary of the maturity analysis of lease liabilities is disclosed in Note 29D. Total cash outflows from leases are shown in the consolidated statement of cash flows. The right-of-use assets included in property, plant and equipment are disclosed in Note 13.

Apart from the disclosures made in other notes to the financial statements, amounts relating to leases include the following:

	Group	
	2024 \$'000	2023 \$'000
Expenses relating to short-term leases included in cost of sales	<u>173</u>	<u>684</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 26. Trade and other payables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<u>Current</u>				
<u>Trade payables:</u>				
Outside parties	12,212	16,369	13	49
Accrued liabilities	5,208	4,593	148	179
Deposits and advances	152	236	48	–
Net trade payables - subtotal	17,572	21,198	209	228
<u>Other payables:</u>				
Other payables	1,409	1,349	–	–
Directors (Note 3)	776	1,013	–	–
Subsidiaries (Note 3)	–	–	769	540
Net other payables - subtotal	2,185	2,362	769	540
Total trade and other payables	19,757	23,560	978	768

## 27. Capital commitments

Estimated amounts committed at the end of the reporting year for future capital expenditure but not recognised in the financial statements are as follows:

	Group	
	2024 \$'000	2023 \$'000
Commitments to purchase property, plant and equipment	814	3,284

## 28. Operating lease income commitments – as lessor

At the end of the reporting year the total of future minimum lease receivables committed under non-cancellable operating leases are as follows:

	Group	
	2024 \$'000	2023 \$'000
Not later than one year	93	453
Rental income for the year	1,296	1,395

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 29. Financial instruments: information on financial risks and other explanatory information

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<u>Financial assets:</u>				
Financial assets at amortised cost	39,770	37,030	12,759	12,217
Financial assets at FVTOCI	–	112	–	–
Financial assets at FVTPL	12	–	–	–
At end of the year	<u>39,782</u>	<u>37,142</u>	<u>12,759</u>	<u>12,217</u>
<u>Financial liabilities:</u>				
Financial liabilities at amortised cost	85,090	91,549	3,578	14,412
Financial liabilities at FVTPL	–	45	–	–
At end of the year	<u>85,090</u>	<u>91,594</u>	<u>3,578</u>	<u>14,412</u>

Further quantitative disclosures are included throughout these financial statements.

## 29A. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate, currency risk and price risk exposures. Management has certain practices for the management of financial risks. The guidelines set up the short and long term objectives and action to be taken in order to manage the financial risks. The guidelines include the following:

1. Minimise interest rate, currency, credit and market risk for all kinds of transactions.
2. Maximise the use of "natural hedge": favouring as much as possible the natural off-setting of sales and costs and payables and receivables denominated in the same currency and therefore put in place hedging strategies only for the excess balance (if necessary). The same strategy is pursued with regard to interest rate risk.
3. All financial risk management activities are carried out and monitored by senior management staff.
4. All financial risk management activities are carried out following acceptable market practices.
5. When appropriate consideration is given to entering into derivatives or any other similar instruments for hedging purposes.

There have been no changes to the exposures to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

## 29B. Fair values of financial instruments

See Note 2A on accounting policy. The analyses of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 are disclosed in the relevant notes to the financial statements. These include both the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 29. Financial instruments: information on financial risks (cont'd)

### 29C. Credit risk on financial assets

Financial assets subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner arise principally from cash balances with banks, receivables and other financial assets. The general approach in the financial reporting standard on financial instruments is applied to measure expected credit losses ("ECL") allowance on financial assets the ECL allowance. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL unless the assets are considered credit impaired. The ECL allowance for debt assets is recognised at an amount equal to the lifetime ECL if the credit risk on that financial instrument has increased significantly since initial recognition. However, for trade receivables that do not contain a material financing component or when the reporting entity applies the practical expedient of not adjusting the effect of a material financing component, the simplified approach in calculating ECL is applied. Under the simplified approach, the loss allowance is recognised at an amount equal to lifetime ECL at each reporting date using historical loss rates for the respective risk categories and incorporating forward-looking estimates. Lifetime ECL may be estimated individually or collectively. For the credit risk on the financial assets an ongoing credit evaluation is performed on the financial condition of the debtors and any loss is recognised in profit or loss. Reviews and assessments of credit exposures in excess of designated limits are made. Renewals and reviews of credits limits are subject to the same review process.

Note 21 discloses the cash and cash equivalents balances. Cash and cash equivalents are also subject to the impairment requirements of the standard on financial instruments. There was no identified impairment loss.

### 29D. Liquidity risk – financial liabilities maturity analysis

The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. The average credit period taken to settle trade payables is about 30 days (2023: 30 days). The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

The following table analyses the non-derivative financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows):

<b>Group</b>	<b>Less than 1 year \$'000</b>	<b>2 – 5 years \$'000</b>	<b>More than 5 years \$'000</b>	<b>Total \$'000</b>
<u>2024:</u>				
Gross loans and borrowings	8,853	1,241	–	10,094
Gross lease liabilities	24,499	34,162	–	58,661
Trade and other payables	19,757	–	–	19,757
At end of the year	<u>53,109</u>	<u>35,403</u>	<u>–</u>	<u>88,512</u>
<u>2023:</u>				
Gross loans and borrowings	6,328	3,552	–	9,880
Gross lease liabilities	19,919	34,279	8,760	62,958
Trade and other payables	23,560	–	–	23,560
At end of the year	<u>49,807</u>	<u>37,831</u>	<u>8,760</u>	<u>96,398</u>



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 29. Financial instruments: information on financial risks (cont'd)

### 29D. Liquidity risk – financial liabilities maturity analysis (cont'd)

<b>Company</b>	<b>Less than 1 year \$'000</b>	<b>2 – 5 years \$'000</b>	<b>More than 5 years \$'000</b>	<b>Total \$'000</b>
<u>2024:</u>				
Gross lease liabilities	600	2,201	–	2,801
Trade and other payables	978	–	–	978
At end of the year	<u>1,578</u>	<u>2,201</u>	<u>–</u>	<u>3,779</u>
<u>2023:</u>				
Gross lease liabilities	1,440	6,020	8,760	16,220
Trade and other payables	768	–	–	768
At end of the year	<u>2,208</u>	<u>6,020</u>	<u>8,760</u>	<u>16,988</u>

The undiscounted amounts on the borrowings with fixed and floating interest rates are determined by reference to the conditions existing at the reporting date.

The above amounts disclosed in the maturity analysis are the contractual undiscounted cash flows and such undiscounted cash flows differ from the amount included in the statement of financial position. When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to pay.

Financial guarantee contracts - For issued financial guarantee contracts the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called. At the end of the reporting year no claims on the financial guarantees are expected to be payable.

The following table shows the maturity analysis of the contingent liabilities from financial guarantees:

<b>Company</b>	<b>Less than 1 year \$'000</b>	<b>Total \$'000</b>
<u>2024:</u>		
Financial guarantee contracts – corporate guarantee in favour of subsidiaries	<u>10,094</u>	<u>10,094</u>
<u>2023:</u>		
Financial guarantee contracts – corporate guarantee in favour of subsidiaries	<u>9,880</u>	<u>9,880</u>

	<b>Group</b>		<b>Company</b>	
	<b>2024 \$'000</b>	<b>2023 \$'000</b>	<b>2024 \$'000</b>	<b>2023 \$'000</b>

#### Bank facilities:

Unused borrowing facilities	<u>35,912</u>	<u>34,141</u>	<u>–</u>	<u>–</u>
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The undrawn borrowing facilities are available for operating activities and to settle other commitments. Borrowing facilities are maintained to ensure funds are available for the operations. A monthly schedule showing the maturity of financial liabilities and unused bank facilities is provided to management to assist them in monitoring the liquidity risk.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 29. Financial instruments: information on financial risks (cont'd)

### 29E. Interest rate risk

The interest rate risk exposure is from changes in fixed and floating interest rate and it mainly concerns financial liabilities. The interest from financial assets including cash balances is not significant. The following table analyses the breakdown of the significant financial instruments by type of interest rate:

	Group	
	2024 \$'000	2023 \$'000
<u>Financial liabilities with interest:</u>		
Fixed rates	(50,730)	(44,100)
Floating rates	(9,982)	(9,680)
Total at end of the year	<u>(60,712)</u>	<u>(53,780)</u>
<u>Financial assets with interest:</u>		
Fixed rates	124	124
Total at end of the year	<u>124</u>	<u>124</u>

The floating rate debt instruments are with interest rates that are re-set regular intervals. The interest rates are disclosed in the respective notes.

Sensitivity analysis:

	Group	
	2024 \$'000	2023 \$'000
<u>Financial liabilities:</u>		
A hypothetical increase in interest rates by 100 basis points with all other variables held constant, would have a decrease in pre-tax profit for the year by	<u>(100)</u>	<u>(97)</u>

The analysis has been performed for floating interest rate over a year for financial instruments. The impact of a change in interest rates on floating interest rate financial instruments has been assessed in terms of changing of their cash flows and thereafter in terms of the impact on profit or loss. The hypothetical changes in basis points are not based on observable market data (unobservable inputs).

### 29F. Foreign currency risk

The Group is not exposed to significant foreign currency risk as the majority of its transactions, assets and liabilities are denominated in Singapore dollars.

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency, ie in a currency other than the functional currency in which they are measured. For the purpose of this financial reporting standard on financial instruments: disclosures, currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 29. Financial instruments: information on financial risks (cont'd)

### 29F. Foreign currency risk (cont'd)

Analysis of amounts denominated in non-functional currency:

Group	United States Dollar		Renminbi	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<u>Financial assets:</u>				
Cash and cash equivalents	60	46	-	-
Total financial assets	60	46	-	-
<u>Financial liabilities:</u>				
Trade and other payables	(2,330)	(5,996)	(2,195)	(4,445)
Total financial liabilities	(2,330)	(5,996)	(2,195)	(4,445)
Net financial liabilities at end of the year	(2,270)	(5,950)	(2,195)	(4,445)

There is no significant foreign currency risk at the Company's level.

There is exposure to foreign currency risk as part of its normal business.

Sensitivity analysis:

	2024 \$'000	2023 \$'000
A hypothetical 10% strengthening in the exchange rate of the functional currency \$ against the US Dollar with all other variables held constant would have a favourable effect on pre-tax profit of	227	595
A hypothetical 10% strengthening in the exchange rate of the functional currency \$ against the Renminbi with all other variables held constant would have a favourable effect on pre-tax profit of	220	445

The above table shows sensitivity to the hypothetical percentage variations in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction. In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each non-functional currency to which the entity has significant exposure at end of the reporting year. The analysis above has been carried out on the basis that there are no hedged transactions.

### 29G. Equity price risk

There are instruments in equity shares, related derivatives or similar instruments. As a result, such investments are exposed to both currency risk and market price risk arising from uncertainties about future values of the investment securities. The fair values of these assets are disclosed in Note 16.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2024

## 30. Changes and adoption of financial reporting standards

For the current reporting year, the ASC issued amendment to FRS 1 and Practice Statement 2 on disclosures of material information and other explanatory information. Immaterial information need not be disclosed. Disclosures should not obscure material accounting policy information (such as material information being obscured, or information regarding a material item, transaction or other event is scattered throughout the financial statements, etc). In addition, the ASC issued certain new or revised financial reporting standards. Those applicable to the reporting entity are listed below.

SFRS (I) No.	Title
SFRS(I) 1-8	Definition of Accounting Estimates - Amendments to
SFRS(I) 1-12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to

## 31. New or amended standards in issue but not yet effective

For the future reporting years, the ASC issued certain new or revised financial reporting standards. The transfer to the applicable new or revised standards from the effective dates is not expected to result in any material modification of the measurement methods or the presentation in the financial statements for the following reporting year from the known or reasonably estimable information relevant to assessing the possible impact that application of the new or revised standards may have on the entity's financial statements in the period of initial application. Those applicable to the reporting entity for future reporting years are listed below.

SFRS (I) No.	Title	Effective date for periods beginning on or after
SFRS(I) 1-1	Presentation of Financial Statements- amendment relating to Classification of Liabilities as Current or Non-current	1 Jan 2024
SFRS(I) 1- 1	Presentation of Financial Statements- amendment relating to Non-current Liabilities with Covenants	1 Jan 2024
SFRS(I) 1-7 and 7	Supplier Finance Arrangements (amendment)	1 Jan 2024
SFRS(I) 1-21	The Effects of Changes in Foreign Exchange Rates (amendment) Lack of Exchangeability	1 Jan 2025
SFRS 16	Lease Liability in a Sale and Leaseback (Amendments)	1 Jan 2024

# STATISTICS OF SHAREHOLDINGS

As at 12 June 2024

<b>Number of Issued and Paid up shares (excluding treasury shares and subsidiary holdings)</b>	<b>: 317,364,199</b>
<b>Class Shares</b>	<b>: Ordinary Shares</b>
<b>Voting Rights</b>	<b>: 1 vote per share</b>
<b>Treasury Shares</b>	<b>: Nil</b>
<b>Subsidiary Holdings</b>	<b>: Nil</b>

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	18	2.38	964	0.00
100 - 1,000	27	3.56	12,248	0.00
1,001 - 10,000	155	20.45	1,093,944	0.35
10,001 - 1,000,000	530	69.92	46,468,097	14.64
1,000,001 and above	28	3.69	269,788,946	85.01
<b>TOTAL</b>	<b>758</b>	<b>100.00</b>	<b>317,364,199</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	TEMBUSU ASIA HOLDINGS PTE LTD	197,693,035	62.29
2	ONG LIM WAN @ ONG TECK MENG	8,870,809	2.80
3	TEOH HAI THOW	7,017,801	2.21
4	RAFFLES NOMINEES (PTE.) LIMITED	6,370,038	2.01
5	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	5,426,755	1.71
6	DBS NOMINEES (PRIVATE) LIMITED	4,245,860	1.34
7	ONG HWEE SEN	4,031,122	1.27
8	PHILLIP SECURITIES PTE LTD	3,233,113	1.02
9	IFAST FINANCIAL PTE. LTD.	2,591,389	0.82
10	ONG BOON TAT, ALVIN (WANG WENDA, ALVIN)	2,209,375	0.70
11	TAN SIEW DUAN	2,100,000	0.66
12	ONG CHUAN HOCK	2,100,000	0.66
13	CHUA SIO KAH (CAI XIAOJIA)	2,100,000	0.66
14	ONG LAY SUAN	2,080,000	0.66
15	POH KA THENG	2,000,000	0.63
16	TAN SIEN CHUAN	1,999,334	0.63
17	ONG LIM SAN	1,900,000	0.60
18	YU LIMIN	1,530,750	0.48
19	MAYBANK SECURITIES PTE. LTD.	1,439,667	0.45
20	ANG LAI HOE	1,360,000	0.43
	<b>TOTAL</b>	<b>260,299,048</b>	<b>82.03</b>

# STATISTICS OF SHAREHOLDINGS

As at 12 June 2024

## SUBSTANTIAL SHAREHOLDERS

Substantial shareholders of the Company (as recorded in the Register of Substantial Shareholders) as at 12 June 2024.

Name	Note	Direct Interest	%	Indirect Interest	%
Ong Teck Meng	1	8,870,809	2.80%	199,793,035	62.95%
Ong Lim San	2	1,900,000	0.60%	197,693,035	62.29%
Tembusu Asia Holdings Pte. Ltd.		197,693,035	62.29%	-	-

Notes:

- (1) Mr Ong Teck Meng is deemed to have an interest in the entire equity stake held by his wife, Ms Tan Siew Duan, and Tembusu Asia Holdings Pte. Ltd. in the Company.
- (2) Mr Ong Lim San is deemed to have an interest in the entire equity stake held by Tembusu Asia Holdings Pte. Ltd. in the Company.

## FREE FLOAT

As at 12 June 2024, approximately 30.47% of the issued ordinary shares (excluding preference shares, convertible equity securities and treasury shares) of the Company was held in the hands of the public.

Accordingly, the Company has complied with Rule 723 of Section B: Rules of Catalist of the SGX-ST Listing Manual (the "Catalist Rules").

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting (“**AGM**”) of Hiap Tong Corporation Ltd will be held at 11 Slim Barracks Rise, Alumni House, Lecture Theatre 301 @level 3, Singapore 138664 on Thursday, 25 July 2024 at 3.00 p.m. to transact the following businesses:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 March 2024 together with the Auditors’ Report thereon. **Resolution 1**
2. To declare a first and final tax exempt (one-tier) dividend of 0.1 Singapore cent per ordinary share for the financial year ended 31 March 2024. **Resolution 2**
3. To approve the payment of Directors’ fees of up to S\$110,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears. [refer to explanatory note (i)] **Resolution 3**
4. To re-elect Mr Choy Bing Choong, who is retiring as a Director pursuant to Regulation 95 of the Company’s Constitution. [refer to explanatory note (ii)] **Resolution 4**
5. To approve the appointment of Mr Yee Chia Hsing as a Director of the Company. [refer to explanatory note (iii)] **Resolution 5**
6. To record the retirement of Mr Tay Seo Long as a Director pursuant to Regulation 95 of the Company’s Constitution at the conclusion of the AGM. [refer to explanatory note (iv)]
7. To re-appoint RSM SG Assurance LLP, Public Accountants and Chartered Accountants, Singapore and to authorize the Directors to fix the Auditors’ remuneration. **Resolution 6**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modifications) as Ordinary Resolutions:-

8. **Authority to allot and issue new shares in the capital of the Company** **Resolution 7**

“That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rule**”), the Directors of the Company be authorised and empowered to issue shares and convertible securities in the capital of the Company, including additional convertible securities issued pursuant to Catalist Rule 829 adjustments and new shares arising from the conversion of convertible securities and additional convertible securities (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit (notwithstanding that such issue of shares pursuant to the conversion of the convertible securities pursuant to Catalist Rule 806(1)(b) and 806(1)(c) may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all existing shareholders of the Company must not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings



# NOTICE OF ANNUAL GENERAL MEETING

of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited and (iii) any subsequent bonus issue, consolidation or subdivision of shares), and unless revoked or varied by the Company in general meeting, such authority 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." [refer to Explanatory Note (v)]

## 9. Renewal of the Share Buy-Back Mandate

## Resolution 8

"That

(a) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up Shares representing not more than ten per cent. (10%) of the total number of issued Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:

- (i) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (ii) an off-market purchase ("**Off-Market Purchase**"), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM of the Company is held or required by law to be held; or
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,

whichever the earliest.

# NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

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

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price, where:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made;

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

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.” [refer to explanatory note (vi)]

**NOTICE IS HEREBY GIVEN THAT** the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 5 August 2024 for the purposes of determining members’ entitlement to the proposed first and final tax exempt (one-tier) dividend of 0.1 Singapore cent per ordinary share for the financial year ended 31 March 2024 (the **“FY2024 Dividend”**).

Duly completed and stamped transfers of the ordinary shares of the Company received by the Company’s share registrar, In.Corp Corporate Services Pte. Ltd. (**“Share Registrar”**) at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, up to 5.00 p.m. on 5 August 2024 (**“Record Date”**) will be registered before members’ entitlement to the FY2024 Dividend are determined.

The FY2024 Dividend, if approved at the Sixteenth Annual General Meeting, will be paid on 27 August 2024.

By Order of the Board

Lim Guek Hong  
Company Secretary  
Singapore, 3 July 2024

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (i) The Ordinary Resolution 3 proposed on item 3 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is during the financial year ending 31 March 2025. In the event that the amount proposed is insufficient, approval will be sought at the next annual general meeting for the payments to meet the shortfall.
- (ii) Mr Choy Bing Choong, if re-elected, will continue to serve as an Independent Non-Executive Director of the Company, remain as the Chairman of the Remuneration Committee and a Member of both the Audit Committee and the Nominating Committee. Mr Choy is considered to be independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist. Detailed information pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of SGX-ST on Mr Choy Bing Choong can be found under the section entitled "Additional Information on Director seeking re-election and appointment" on pages 93 to 99 of the Annual Report.
- (iii) Mr Yee Chia Hsing shall, subject to his appointment as an Independent Non-Executive Director at the AGM, be appointed as Chairman of the Audit Committee and a Member of both the Nominating Committee and Remuneration Committee immediately after the conclusion of the AGM. Mr Yee is considered to be independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist. Detailed information pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of SGX-ST on Mr Yee Chia Hsing can be found under the section entitled "Additional Information on Director seeking re-election and appointment" on pages 93 to 99 of the Annual Report.
- (iv) In relation to item 6 above, Mr Tay Seo Long, who is due for retirement by rotation pursuant to Regulation 95 of the Company's Constitution at the forthcoming AGM, will not be seeking re-election to facilitate board renewal pursuant to the corporate governance principles as well as the SGX ruling on tenure of independent directors. Mr Tay Seo Long will retire from the Board of Directors at the conclusion of the AGM. He will also relinquish his positions as the Chairman of the Audit Committee and a Member of the Nominating Committee and Remuneration Committee.
- (v) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution shall not exceed 100% of the total issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares and/or convertible securities other than on a pro-rata basis to all existing shareholders of the Company shall not exceed 50% of the total issued shares (excluding treasury shares and subsidiary holdings).
- (vi) The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM is held or is required by law to be held, whichever is the earlier, to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution. Details of the proposed renewal of Share Buyback Mandate, including the sources of funds to be used for the purchase or acquisition, the amount of financing (if any) and the illustrative financial effects on the Group, are set out in the Letter to Shareholders dated 3 July 2024.

## Notes:

- (1) The AGM will be held, in a wholly physical format, at the venue, date and time stated above. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.
- (2) Printed copies of this Notice of AGM and the accompanying proxy form and request form will be sent by post to members. These documents will also be published on the Company's website at <https://www.hiaptong.com/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (3)
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

# NOTICE OF ANNUAL GENERAL MEETING

- (4) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
- (5) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted electronically, be submitted via email to [administrator@hiaptong.sg](mailto:administrator@hiaptong.sg); or
  - (b) if submitted by post, be lodged with the Company's registered address at 22 Soon Lee Road, Singapore 628082in either case, by no later than **22 July 2024, 3.00 p.m.**, being 72 hours before the time appointed for holding the AGM.
- (6) CPF and SRS investors:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operations if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 July 2024.
- (7) The instrument of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the instrument of proxy.
- (8) Members, including CPF and SRS investors, can submit substantial and relevant questions relating to the business of the AGM in advance by **3.00 p.m. on 11 July 2024**:
  - (a) by post to the Company's registered address at 22 Soon Lee Road, Singapore 628082; or
  - (b) via email at [administrator@hiaptong.com](mailto:administrator@hiaptong.com).

When submitting questions by post or via email, members should provide the following details; (i) the member's full name; (ii) his/her/its identification/registration number; (iii) contact for verification purposes; and (iv) the manner in which the member holds shares in the Company (e.g. via CDP, CPF, SRS and/or scrip), for verification purposes.

- (9) The Company will address all substantial and relevant questions received from members by 11 July 2024 by publishing its responses to such questions on the Company's corporate website and the SGX website either by 19 July 2024, being at least 48 hours prior to the closing date and time for the lodgement of instruments appointing a proxy(ies), or at the AGM. Should there be subsequent clarification sought or follow-up comments and queries received after the deadline for the submission of questions on 11 July 2024, the Company will address those substantial and relevant comments and queries prior to the AGM either through publication on the Company's corporate website and the SGX website, or at the AGM.
- (10) Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.
- (11) The Company's Annual Report 2024 and the Letter to Shareholders dated 3 July 2024 (in relation to the proposed renewal of share purchase mandate) may be accessed at the Company's corporate website at <https://www.hiaptong.com/>. These documents will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the request form sent to them by post together with printed copies of this Notice of AGM and the accompanying proxy form.

## Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Mr Choy Bing Choong (“**Mr Choy**”) is the Director seeking re-election at the annual general meeting of the Company to be held on 25 July 2024 (“**AGM**”).

Mr Yee Chia Hsing (“**Mr Yee**”) is proposed to be appointed as Independent Director at the forthcoming AGM.

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of SGX-ST (the “**Catalist Rules**”), the information relating to Mr Choy seeking re-election and Mr Yee’s proposed appointment as set out in Appendix 7F to the Listing Manual of the Catalist is set out below:

Name of Director	Choy Bing Choong	Yee Chia Hsing
Date of appointment	10 October 2017	25 July 2024
Date of last re-appointment (if applicable)	29 July 2021	Not applicable
Age	58 years old	52 years old
Country of principal residence	Singapore	Singapore
The Board’s comments on this re-appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	The Board has considered, among others, the recommendation of the Nominating Committee (“ <b>NC</b> ”) and has reviewed and considered the performance, diversity of skillsets, contributions, qualifications, expertise, work experience and suitability of Mr Choy Bing Choong (“ <b>Mr Choy</b> ”) for re-election as Non-Executive Independent Director of the Company. The Board has accepted the NC’s recommendation and concluded that Mr Choy’s background experience in investment banking and corporate finance will continue to contribute towards the core competencies of the Board.	The Board of Directors of the Company, having considered among others, the recommendation of the NC and the qualifications, work experience and competencies of Mr Yee Chia Hsing (“ <b>Mr Yee</b> ”), is of the view that Mr Yee is suitable for appointment as a Non-Executive Independent Director, the Chairman of the Audit Committee, and a Member of the Nominating Committee and the Remuneration Committee of the Company. Mr Yee’s appointment is subject to the shareholders’ approval at the AGM to be held on 25 July 2024.
Whether Board appointment is executive, and if so, the area of responsibility	No	No
Job Title (e.g. Lead ID, AC Chairman, AC Member)	Non-Executive Independent Director  Chairman of Remuneration Committee and Member of both the Audit Committee and the Nominating Committee	Non-Executive Independent Director  Chairman of Audit Committee and Member of both the Remuneration Committee and the Nominating Committee

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Name of Director	Choy Bing Choong	Yee Chia Hsing
Academic / professional qualifications	<p>Bachelor of Accountancy, National University of Singapore</p> <p>Fellow Chartered Accountant, Institute of Singapore Chartered Accountants</p> <p>Senior Accredited Director, Singapore Institute of Directors</p> <p>Post Graduate Diploma – Strategic Human Capital Management (Organizational Development and Psychology)</p>	Bachelor of Accountancy Degree (First Class Honours) from Nanyang Technological University
Working experience and occupation(s) during the past 10 years	<ol style="list-style-type: none"> <li>Natural Cool Holdings Limited (SGX Listed company) <ul style="list-style-type: none"> <li>Chief Investment Officer and Transition Manager (2014 till February 2020)</li> <li>Group Chief Operating Officer (March 2020 to July 2023)</li> <li>Executive Chairman (August 2023 to Present)</li> </ul> </li> <li>Futura Innovation Pte Ltd – Director (January 2022 to Present)</li> <li>CIMB Bank Berhad (Singapore Branch) - Director, Corporate Finance (2006 – 2014)</li> </ol>	<ol style="list-style-type: none"> <li>Datapulse Technology Limited - Executive Director / Chief Executive Officer (August 2022 to January 2024)</li> <li>iX Biopharma Ltd and General Manager of Entity Health, its nutraceutical business - Director of Corporate Affairs (March 2021 to July 2022)</li> <li>CIMB Bank (Singapore Branch) - Head of Catalist, Managing Director (January 2011 to February 2021)</li> </ol>
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director/existing executive officer of the Company or any of its principal subsidiaries and/ or substantial shareholder	Nil	Nil
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the Company	Yes	Yes
<b>Other Principal Commitments including Directorships</b>		

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Name of Director	Choy Bing Choong	Yee Chia Hsing
Past 5 years	<ol style="list-style-type: none"> <li>1. Neo Group Limited – Independent Director</li> <li>2. Hoe Leong Corporation Ltd – Independent Director</li> <li>3. Zhongmin Baihui Retail Group Ltd – Independent Director</li> </ol>	<ol style="list-style-type: none"> <li>1. Datapulse Technology Limited – Executive Director/CEO</li> <li>2. Ezion Holdings Limited – Independent Director</li> <li>3. First Sponsor Group Limited – Lead Independent Director</li> </ol>
Present	<ol style="list-style-type: none"> <li>1. Futura Innovation Pte Ltd – Director</li> <li>2. Natural Cool Holdings Ltd – Executive Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1. Beng Kuang Marine Limited – Independent Director</li> <li>2. Union Gas Holdings Limited – Independent Director</li> <li>3. Yangzijiang Shipbuilding (Holdings) Ltd. – Independent Director</li> <li>4. Zhongmin Baihui Retail Group Ltd. – Independent Director</li> </ol>
<b>Disclose the following matters concerning appointment/ re-appointment of director, chief executive officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given</b>		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against me or against a partnership of which I was a partner at the time when I was a partner or at any time within 2 years from the date I ceased to be a partner?	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Name of Director	Choy Bing Choong	Yee Chia Hsing
<p>(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which I was a director or an equivalent person or a key executive, at the time when I was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date I ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</p>	<p>Yes. Mr Choy Bing Choong was appointed as Non-Executive, Independent Director of Hoe Leong Corporation Ltd. ("<b>Hoe Leong</b>") on 1 September 2019. On 2 October 2019, Hoe Leong received an Originating Summons without a supporting affidavit filed by United Overseas Bank ("<b>UOB</b>") to place the Company under judicial management pursuant to Section 277B of the Companies Act (Cap. 50. 2006 Rev Ed) ("<b>JM Application</b>"). On 7 November 2019, leave was granted by the High Court for UOB to wholly discontinue and/or withdraw the JM Application and UOB has accordingly filed the Notice of Discontinuance/Withdrawal accordingly to wholly discontinue/withdraw the JM Application.</p> <p>Mr Choy Bing Choong ceased to be a Director of Hoe Leong on 30 September 2023.</p>	<p>Yes, Mr Yee was an Independent Non-Executive Director of Ezion Holdings Limited ("<b>Ezion</b>") from 5 January 2016 to 9 April 2021.</p> <p>Ezion filed an application pursuant to section 125(1)(e) and section 125(1)(i) of the Insolvency, Restructuring and Dissolution Act 2018 (No.40 of 2018) on 28 January 2022 for Ezion to be placed into liquidation ("<b>Winding Up Application</b>").</p> <p>On 18 February 2022, Ezion announced that the Court granted the Winding Up Application for Ezion to be placed into liquidation and for Messrs Ng Kian Kiat and Goh Wee Teck of RSM Corporate Advisory Pte Ltd to be appointed as joint and several liquidators.</p>
<p>(c) Whether there is any unsatisfied judgment against me?</p>	<p>No</p>	<p>No</p>
<p>(d) Whether I have ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or have been the subject of any criminal proceedings (including any pending criminal proceedings of which I am aware) for such purpose?</p>	<p>No</p>	<p>No</p>
<p>(e) Whether I have ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which I am aware) for such breach?</p>	<p>No</p>	<p>No</p>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Name of Director	Choy Bing Choong	Yee Chia Hsing
(f) Whether at any time during the last 10 years, judgment has been entered against me in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on my part, or I have been the subject of any civil proceedings (including any pending civil proceedings of which I am aware) involving an allegation of fraud, misrepresentation or dishonesty on my part?	No	No
(g) Whether I have ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether I have ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether I have ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining me from engaging in any type of business practice or activity?	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Name of Director	Choy Bing Choong	Yee Chia Hsing
<p>(j) Whether I have ever, to my knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when I was so concerned with the entity or business trust?</p>	No	No
<p>(k) Whether I have been the subject of any current or past investigation or disciplinary proceedings, or have been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION/ APPOINTMENT

Name of Director	Choy Bing Choong	Yee Chia Hsing
<b>Disclosure applicable to the appointment of Director only</b>		
<p>Any prior experience as a director of an issuer listed on the Exchange? (Yes/No)</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p>	<p>Not applicable as this relates to the re-election of a director</p>	<p>Yes, has been/is presently an Independent Director of the following listed companies:</p> <ol style="list-style-type: none"> <li>1. Datapulse Technology Limited</li> <li>2. Ezion Holdings Limited</li> <li>3. First Sponsor Group Limited</li> <li>4. Beng Kuang Marine Limited</li> <li>5. Union Gas Holdings Limited</li> <li>6. Yangzijiang Shipbuilding (Holdings) Ltd.</li> <li>7. Zhongmin Baihui Retail Group Ltd.</li> </ol>
<p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	<p>Not applicable</p>	<p>Not applicable</p>

# HIAP TONG CORPORATION LTD.

Company Registration No. 200800657N  
Incorporated in the Republic of Singapore

## PROXY FORM

**IMPORTANT:**

- The annual general meeting ("AGM") will be held, in a wholly physical format, at the venue, date and time stated below. There will be no option for members to participate virtually.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors:
  - may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 July 2024.

3. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).**

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 3 July 2024.

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.)

of \_\_\_\_\_ (Address)

being a member/members of HIAP TONG CORPORATION LTD., hereby appoint:-

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing the person, or either or both the persons, referred to above, the Chairman of the Sixteenth AGM of the Company (the "**Meeting**"), as my/our proxy/proxies to vote for me/us on my/our behalf, at the Meeting to be held at 11 Slim Barracks Rise, Alumni House, Lecture Theatre 301 @level 3, Singapore 138664 on Thursday, 25 July 2024 at 3.00 p.m. and at any adjournment thereof in the following manner. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

No.	Resolutions relating to:	For*	Against*	Abstain*
1.	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2024 together with the Auditors' Report thereon			
2.	Declaration of a first and final tax exempt (one-tier) dividend of 0.1 Singapore cent per ordinary share for the financial year ended 31 March 2024			
3.	Approval of Directors' Fees of up to S\$110,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears			
4.	Re-election of Mr Choy Bing Choong as a Director of the Company (pursuant to Regulation 95)			
5.	Appointment of Mr Yee Chia Hsing as a Director			
6.	Re-appointment of RSM SG Assurance LLP, Public Accountants and Chartered Accountants, Singapore as the Company's auditors and to authorise the Directors to fix their remuneration			
7.	Authority to allot and issue new shares in the capital of the Company pursuant to Share Issue Mandate			
8.	Renewal of Share Buyback Mandate			

(\*Please indicate your vote "For", "Against" or "Abstain" with an "X" within the box provided. Alternatively, please indicate the number of votes "For" or "Against" within the box provided. If you wish your proxy to "Abstain" from voting on a resolution, please indicate "X" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that your proxy(ies) is/are directed to abstain from voting in that resolution. In any other case, the proxy(ies) may vote or abstain as the proxy(ies) deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM.

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2024

<b>Total No. of Shares Held</b>	
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\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

\*Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## **IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM**

### **Notes:**

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

2. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
3. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
4. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (i) if submitted electronically, be submitted via email to administrator@hiaptong.com; or
  - (ii) if submitted by post, be lodged with the Company's registered address at 22 Soon Lee Road, Singapore 628082in either case, by no later than **22 July 2024, 3.00 p.m.**, being 72 hours before the time appointed for holding the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where the instrument appointing a proxy or proxies 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 together with the instrument, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.
9. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted, if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.



HIAP TONG CORPORATION LTD.  
协通企业有限公司

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