



CEI Limited

Company Registration No: 199905114H

The background features a large, stylized graphic on the left side consisting of a grid of black and white squares, some of which are tilted. To the right of this grid is a circular pattern of light blue dots that creates a tunnel-like effect. At the bottom of the page, there is a thick, curved blue line that sweeps across the width of the cover.

# 2018 ANNUAL REPORT

# CONTENTS

Corporate Profile / Corporate Information	1
Chairman's Message	2
Board of Directors	3
Key Management Executives	4
Sustainability Report	5
Corporate Governance Report	8
Risk Identification, Management Policies and Processes	32
Financial Highlights	33
Financial Report	34
Statistics of Shareholders	83
Notice of AGM	85
Proxy Form	89



# CORPORATE PROFILE



**CEI Limited** (formerly known as CEI Contract Manufacturing Limited), was listed on the main board of the Singapore Exchange Securities Trading Limited in March 2000.

The Company provides manufacturing services for printed circuit board assembly, complete box-build assembly, equipment design & manufacturing and cable harness assembly. It is also well equipped to provide value-added services such as materials management, circuit layout, development engineering & prototype samples, metal stamping and precision machining components.

The Company serves customers in the industrial equipment market segment. These include electroluminescence displays used in industrial, transportation and medical applications; medical and health care equipment; office automation equipment such as high speed printers; analytical instruments such as gas and liquid chromatographs and measurement instruments; industrial safety controllers and environmental sensors, semiconductor equipment and SMT equipment.

The Company is ISO9001:2015, ISO13485:2016, ISO14001:2015, AS9100D, UL508A, UL817 and Nadcap AC7120 certified.



CEI Limited  
2, Ang Mo Kio Avenue 12  
Singapore 569707



PT Surya Teknologi  
Batamindo Industrial Park  
Lot 312/313 Jalan Beringin, Muka Kuning  
Batam, Indonesia



CEI International Investments (VN) Limited  
2, Street 6, Vietnam Singapore Industrial Park  
Thuan An, Binh Duong Province  
Vietnam

## Board of Directors

Tien Sing Cheong  
(Executive Chairman)  
Tan Ka Huat  
(Managing Director)  
Tan Bien Chuan  
(Lead Independent Director)  
Gan Chee Yen  
(Non-Executive Director)  
Tang Martin Yue Nien  
(Independent Director)  
Colin Ng Teck Sim  
(Independent Director)  
Wang Ya Lun Allen  
(Alternate Director to Gan Chee Yen)

## Audit Committee

Tan Bien Chuan (Chairman)  
Tang Martin Yue Nien  
Gan Chee Yen  
Colin Ng Teck Sim

## Nominating Committee

Colin Ng Teck Sim (Chairman)  
Tang Martin Yue Nien  
Tien Sing Cheong  
Tan Bien Chuan

## Remuneration Committee

Tang Martin Yue Nien (Chairman)  
Tan Bien Chuan  
Gan Chee Yen  
Colin Ng Teck Sim

## Board Risk Committee

Tan Bien Chuan (Chairman)  
Tang Martin Yue Nien  
Gan Chee Yen  
Colin Ng Teck Sim

## Joint Company Secretaries

Teo Soon Hock  
Ngiam May Ling

## Registered Office

2 Ang Mo Kio Avenue 12  
Singapore 569707

## Share Registrar and Share Transfer Office

Boardroom Corporate & Advisory Services Pte Ltd  
50 Raffles Place #32-01  
Singapore Land Tower  
Singapore 048623

## Auditor

Ernst & Young LLP  
Public Accountants and Chartered Accountants  
Alvin Phua Chun Yen (Engagement Partner)\*  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583  
\*Appointed in Financial Year 2016

## Solicitors

Colin Ng & Partners  
600 North Bridge Road #13-01  
Parkview Square  
Singapore 188778

## Bankers

DBS Bank Ltd  
12 Marina Boulevard  
Marina Bay Financial Centre  
Tower 3  
Singapore 018982

The Hongkong and Shanghai  
Banking Corporation Limited  
21 Collyer Quay #13-02  
HSBC Building  
Singapore 049320

# CHAIRMAN'S MESSAGE

DEAR SHAREHOLDERS

## FINANCIAL YEAR 2018

In Financial Year (FY) 2018, the Group's Revenue for FY 2018 of \$140.3 million was 2.6% higher than FY 2017. The Gross Profit Margin is unchanged at 23.1%.

The General and Administrative Costs and Selling and Distribution Costs were lower mainly due to continuous efforts in cost control, and also lower net loss from Foreign exchange and Fair value on forward contracts. Finance costs were higher as a result of increase in borrowings.

The Profit from Operations before Taxation increased from \$7.89 million to \$9.10 million in FY 2018.

The Profit after Taxation increased from \$6.53 million to \$7.45 million in FY 2018.

Earnings per share increased from 7.53 cents to 8.59 cents, based on a fully diluted basis.

Net asset value per share increased from 44.68 cents to 45.85 cents as at 31 December 2018.

Inventories increased by \$8.7 million, from \$25.1 million to \$33.8 million due to higher order books and customers' authorisation to procure materials because of longer leadtime on electronics components, especially on passive components and connectors. Bank Borrowings increased from \$2.0 million to \$7.5 million to support the working capital requirements.

## FINANCIAL YEAR 2019

As at 31 December 2018, the Group has orders on hand worth \$63.6 million (31 December 2017: \$55.4 million) most of which are expected to be fulfilled within the current financial year.

The company focuses on high mix low volume niche segment; providing printed circuit board and box-build assembly, equipment design, cable harness assembly and manufacturing services. It is well equipped to provide value-added services such as materials management and circuit layout. The Company also provides prototype & development engineering, metal stamping, cable harnessing and precision machined components.

The Group serves customers from a diverse range of market segments. These include analytical instruments, medical equipment, semi-conductor equipment, oil and gas industries, aviation and displays for industrial applications.

The Group expects to remain profitable for FY 2019.

## Dividends

The Directors recommend payment of:

- (a) A one-tier tax-exempt second and final dividend of 0.40 cents per share amounting to \$346,794 and
- (b) A one-tier tax-exempt special dividend of 3.98 cents per share amounting to \$3,450,599.

Total interim, final and special dividends declared for FY 2018 was 98.0% of the profit after taxation, which approximate to \$7,300,011 or 8.42 cents per share.

## Acknowledgement

My sincere appreciation to our Customers, Business Partners, Suppliers, Shareholders and Employees of CEI, for your continual support.



Tien Sing Cheong  
Chairman  
18 March 2019



# BOARD OF DIRECTORS



**Mr. Tien Sing Cheong** *Executive Chairman*

Appointed as Executive Director on 28 August 1999 and was last re-elected on 20 April 2018. Mr. Tien is also the Executive Chairman of the Company. Mr. Tien holds a Bachelor of Science in Engineering degree from the University of Hong Kong, a Master of Science degree from Stanford University, California and a Master of Business Administration degree from the University of Santa Clara, California. Mr. Tien is also a Fellow of the Institution of Mechanical Engineers, United Kingdom.



**Mr. Tan Ka Huat** *Managing Director*

Appointed as Executive Director on 28 August 1999 and also Managing Director of the Company. Mr. Tan holds a Bachelor of Science (Physics) degree from Nanyang University (now known as Nanyang Technological University), a Diploma in Business Administration from the National University of Singapore and a Master of Business degree from University of Technology, Sydney. He is a Life Member of IEEE USA.



**Mr. Tan Bien Chuan** *Lead Independent Director*

Appointed as an Independent and Non-Executive Director on 9 February 2000 and was last re-elected on 12 April 2017. Mr. Tan is the co-founder and Managing Director of OWW Capital Partners Pte Ltd, a venture capital firm. He holds a Bachelor of Science (Hons) degree in Computer Science and Accounting from the University of Manchester, United Kingdom and is a member of the Institute of Chartered Accountants in England and Wales.



**Mr. Gan Chee Yen** *Non-Executive Director*

Appointed as a Non-Executive Director since 28 August 1999 and was last re-elected on 20 April 2018. Mr. Gan is the Chief Executive Officer of Fullerton Financial Holdings Pte Ltd, a wholly-owned subsidiary of Temasek Holdings (Private) Limited. He is a member of the Board of Commissioner of PT Bank Danamon Indonesia, Tbk. He is also a Director of Surbana Jurong Private Limited. Mr. Gan holds a Bachelor of Accountancy degree from the National University of Singapore. He has also participated in the Program for Management Development at the Harvard Business School in September 2001.



**Dr. Tang Martin Yue Nien** *Independent Director*

Appointed as an Independent and Non-Executive Director on 9 February 2000 and was last re-elected on 6 April 2016. In November 2018, Dr. Tang was conferred the title of Doctor of Letters (*honoris causa*) by the Hong Kong University of Science and Technology. He is a private investor based in Hong Kong. He was Chairman, Asia of Spencer Stuart, a global executive search consulting firm. Dr. Tang holds a Bachelor of Science degree in Electrical Engineering from Cornell University in Ithaca, New York and a Master of Science degree from the Massachusetts Institute of Technology's (MIT) Sloan School of Management. He is in his third 5-year term as a member of the MIT Corporation and is trustee emeritus at Cornell University.



**Mr. Colin Ng Teck Sim** *Independent Director*

Appointed as an Independent and Non-Executive Director on 1 January 2007 and was last re-elected on 12 April 2017. Mr. Ng founded the law firm of Colin Ng & Partners. He is an advocate and solicitor of the Supreme Court of Singapore. He is a member of the Disciplinary Committee (and Listings Disciplinary Committee) of the Singapore Exchange Limited. Mr. Ng graduated with a LLB (Hons) from the National University of Singapore in 1981. He also holds a Master of Business Administration (Accountancy) from Nanyang Technological University.



**Mr. Wang Ya Lun Allen** *Alternate Director to Mr. Gan Chee Yen*

Appointed as an alternate director to Mr. Gan Chee Yen on 17 April 2015. Mr. Wang is the Chief Executive Officer of TIH Investment Management Pte Ltd and a director of TIH Limited. He holds a Bachelor of Technology (Accounting) from the British Columbia Institute of Technology and a Master of Arts from The Columbia University. He is also a Chartered Financial Analyst from the CFA Institute.

# KEY MANAGEMENT EXECUTIVES

## **Ms. Belinda Thng Ah Hiang**

is the Senior Director, Customer Relations Management / Marketing. Ms. Thng holds a Diploma in Industrial Management from the Singapore Polytechnic.

## **Mr. Heng Teck Yow**

is the Senior Director, Business Development / Engineering. Mr. Heng holds a Diploma in Industrial Engineering.

## **Ms. Janet Wong Heng Chai**

is the Director, Materials Management. Ms. Wong holds a Bachelor of Science (Economics) degree from the University of London and a Master of Business Administration from Brunel University.

## **Mr. Ng Cheng Kung**

is the General Manager, PT Surya Teknologi, Batam. Mr. Ng holds an Advanced Diploma in Automation in Manufacturing from the Singapore Polytechnic.

## **Mr. Sean Yee Chee Hong**

is the General Manager, CEI International Investments (VN) Limited, Vietnam. Mr. Yee holds a Bachelor of Arts (major in Economics and Japanese Studies) and a Bachelor of Arts (Hons) degree in Japanese Studies from the National University of Singapore.

## **Mr. Sia Chee Hoe**

is the Chief Financial Officer / General Manager (Corporate Services). Mr. Sia is a Non-Practising Member of the Institute of Singapore Chartered Accountants. He holds a qualification from the Association of Chartered Certified Accountants.

## **Mr. Tan Sze Meng Joseph**

is the General Manager, Equipment Manufacturing Division. Mr. Tan holds a Bachelor of Science degree (major in Economics and Mathematics) from the National University of Singapore and a Graduate Diploma in Marketing Management from the Singapore Institute of Management.



# SUSTAINABILITY REPORT

Our Sustainability Report demonstrates the Group’s consideration of sustainability issues and has specifically considered Environmental, Social and Governance (“ESG”) factors. The report content focuses mainly on the sustainability activities and initiatives that are in Singapore, and to the overseas subsidiary only where it is relevant.

## Stakeholder Engagement

We recognize that our key shareholders can be affected by, or have the ability to influence the success of our business. All our business and functional units proactively engage with their respective stakeholders to address issues pertinent to them.

The following table shows the key stakeholders and how we work with them.

Key Stakeholders	Engagement Channel
Customers	<ul style="list-style-type: none"> <li>• Business reviews and meetings</li> <li>• Customer satisfaction surveys with key customers</li> </ul>
Employees	<ul style="list-style-type: none"> <li>• Induction programme for new employees</li> <li>• Department and KPI review meetings</li> <li>• Regular communication via email, notice boards and intranet</li> <li>• Training and development programmes</li> <li>• Recreational and wellness activities</li> <li>• Performance and career development</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>• Timely updates of financial results and announcements and other relevant disclosures via SGXNet and company website</li> <li>• Annual General Meeting</li> <li>• Extraordinary General Meeting (where it is necessary)</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>• Supplier reviews and meetings</li> <li>• Vendor assessment audit for key suppliers</li> <li>• Regular communication via email</li> </ul>

## Material ESG

The following factors were identified that are material to the development of our business:

	Material Factors:
Our People & Performance	<ol style="list-style-type: none"> <li>1. Diversity and Fair Employment</li> <li>2. Talent Management and Retention</li> <li>3. Training and Development</li> <li>4. Occupational Health and Safety</li> </ol>
Our Community	<ol style="list-style-type: none"> <li>5. Community Contribution</li> </ol>
Our Environment	<ol style="list-style-type: none"> <li>6. Energy and Water</li> <li>7. Waste Management</li> </ol>
Our Governance	<ol style="list-style-type: none"> <li>8. Anti-corruption</li> </ol>

# SUSTAINABILITY REPORT

## Towards Our People & Performance

### DIVERSITY AND FAIR EMPLOYMENT

In CEI, we recognize that our people are vital to the growth and sustainability of our business.

We have a diverse workforce. Our selection and recruitment criteria are based on an applicant's skills, experience and/or ability to perform the job. This commitment is reflected in the signing of the TAFEP Fair Employment Practices Pledge where we agree with the principles of fair employment and that we will work towards adopting those principles in the management of our human resources. We have established procedure on employment, disciplinary actions and grievance handling.

### TALENT MANAGEMENT AND RETENTION

As part of talent management, identified staff members are monitored and developed through internal and external training. This is reviewed periodically by the management to ensure the identified staff members can maximise their potential.

In our continuous efforts to retain our employees, we strive to engage them through our various company's practices and activities. Our employees are regularly engaged through various communication platforms. They are updated on company's progress and development during company's events and orientation programme. Employees are also engaged via emails, intranet portal & notice boards and respective department meetings. Our yearly performance management review is also a platform to reward employees and an opportunity for employees to engage and provide feedback via their respective department heads.

To promote cohesiveness and forge a sense of belonging, we encouraged our employees to take part in a range of recreational activities like Dinner & Dance, sports events such as our weekly yoga, yearly bowling tournament, and sports retreat which has a variety of friendly sports competition to suit all employees of different age group.

Our employees continue to enjoy benefits package which includes all statutory family friendly leave, medical benefits and Company's group health insurance plan. For the welfare of our employees, we have also enhanced some of our human resource benefits and organised health screening at a heavily subsidized rate. We continue to organize health and financial talks for our employees to enhance their personal well-being.

With engaged, motivated employees and a clear business strategy, we strive to maintain a profitable and sustainable business that rewards all stakeholders and their continual support.

### TRAINING AND DEVELOPMENT

A well trained and competent workforce is vital to the success of our business. We have an established guideline of training identification, monitoring and review. The management and/or supervisor also nominate employees for training as and when the needs arise, to support the strategy and growth of the Company.

In addition to training and development to enhance the technical and soft skills of our employees, we conduct orientation to new employees as part of training and awareness of Company's policy and practice.

### OCCUPATIONAL HEALTH & SAFETY

With the supervision of our Workplace Safety & Health Committee, we continue to provide a safe working environment through monthly safety inspection, annual fire drill and chemical spill exercises and safety training to new employees. We also raise our employees' safety awareness through education and communication.

## Towards our Community

### COMMUNITY CONTRIBUTION

CEI recognizes the importance of giving back to the communities. For many years, we have actively supporting the charities as well as non-profit organizations.

In 2018, we continue our yearly cash donations to support various meaningful causes and helping those with special needs. We also continue to support and sponsor awards and book prizes to the education institution as we believe that education is the main driver of our future.



# SUSTAINABILITY REPORT

## Towards our Environment

We are an ISO 14001:2015 certified company. We are committed to environmental conservation as we are also mindful of global issues of scarcity and climate change. We communicate our Environmental Policy to new employees during orientation programme so that they are aware of our policy and practices.

### ENERGY AND WATER

Our energy conservation measures focus largely on air-conditioning and lightings. Air-conditioning systems are progressively replaced with inverters and are programmed to switch off automatically after office hours. Lights are also switched off during lunch hours and when not in use. We have progressively switched to energy-efficient lighting such as using low-energy light-emitting diode (LED) technology.

As part of our efforts in conserving our water resources we continue to adopt water efficient flow rates/flush volumes at the various water fittings, and we have also implemented water recycling into our manufacturing process. Water awareness and education posters are also put up in office premises to remind employees to conserve water.

### WASTE MANAGEMENT

Our employees are encouraged to adopt green office practices such as printing double-sided documents & recycling one-sided printed paper and used envelopes for internal documents. We continue to innovate and improve in document workflow and document management. We have converted many processes from paper to electronics. As a result, we not only cut down on paper usage, it has also improved our work productivity.

In addition to paper recycling, we have also engaged a licensed recycler to properly recycle our electronic and electrical wastes ("e-waste") generated from our operations. We can help to conserve our earth's resources when we recycle our e-waste as the recycled material is used to make new products. And by doing so, we will rely less on mining for new raw materials which are limited in supply. Reducing mining will also mean less pollution.

Our overseas subsidiary has yearly contract with the local Environment Agent to assist us in maintaining green practices as well as following strict guidelines from the local authorities on chemical waste disposal.

## Towards Good Governance

### ANTI-CORRUPTION

Good corporate governance and sound risk management processes is vital to safeguarding the long-term interests of shareholders and business.

Besides being compliance to the Code of Governance, we have policies in place to eliminate undesirable behavior among employees and prevent reputational damage as well as sustain stakeholder trust.

We have a Conflict of Interest Policy where all employees are required to sign and undertake that they shall not directly or indirectly accept gifts of cash, favours or anything else of value from anyone having or seeking business with the Company. The Policy also requires employees not to have any direct/indirect interest in, or relationship with other businesses and organisations where potential conflicts of interest may arise. Disclosure is needed when such conflict arises. This Policy is also signed yearly by all Division and Department Heads and all employees who regularly liaise with external parties.

Our Whistle Blowing Policy and Procedure for Reporting Impropriety in Matters of Financial Reporting and Other Matter provides a channel where employees and external parties may in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The Group is committed to a high standard of ethical conduct and adopts a zero tolerance approach to fraud. The Group will treat all information received confidentially and protect the identity and the interest of all whistleblowers. Anonymous disclosures will be accepted and anonymity honoured.

The Policy is communicated to employees via email and through the Company's intranet. On an ongoing basis, this Policy is covered during employees' orientation/training and periodic communication to all employees as part of the Group's efforts to promote awareness of fraud control.

# CORPORATE GOVERNANCE REPORT

## Company's Compliance or Explanation

SGX 710

CEI Limited (the "Company") is committed to maintaining a high standard of corporate governance in complying with the Code of Corporate Governance 2012 (the "Code") which forms part of the continuing obligations of the Singapore Exchange Securities Trading Limited ("SGX-ST")'s Listing Manual. The Company has complied with all principles and guidelines set out in the Code. Where there is any material deviation from the Code, an explanation has been provided within this report.

This report describes the Company's corporate governance practices that were in place throughout the financial year ended 31 December 2018 ("FY2018"). As part of the continuous effort to improve the risk governance framework, the Board Risk Committee was established in February 2013 to oversee the adequacy and effectiveness of the Group's risk management framework and policies.

## A. BOARD MATTERS

### PRINCIPLE 1: THE BOARD'S CONDUCT OF AFFAIRS

Guideline 1.1

The primary function of the Board of Directors (the "Board") is to provide effective leadership and direction to enhance the long-term value of the Group to its shareholders and other stakeholders. The Board oversees the business affairs of the Group. The Board has the overall responsibility for reviewing the strategic plans and performance objectives, financial plans and annual budget, key operational initiatives, major funding and investment proposals, financial performance reviews, and corporate governance practices.

In addition, the principal duties of the Board include:

- Setting the Group's strategic objectives, and ensuring that the necessary financial and human resources are in place for the Group to meet its objectives.
- Overseeing the process for evaluating the adequacy of internal control risk management, financial reporting and compliance.
- Appointing the Group Managing Director ("MD") and approving the remuneration policies and guidelines for the Board and senior management.
- Reviewing the performance of senior management and overseeing succession planning for senior management.
- Setting the Group's values and standards (including ethical standards) and ensuring that obligations to shareholders are understood and met.
- Identifying key stakeholder groups and recognising that their perceptions affect the Company's reputation.
- Considering sustainability issues, e.g., environmental and social factors, as part of the strategic formulation.
- Assume responsibility for corporate governance.

### Independent Judgement

Guideline 1.2 & Guideline 4.7

All directors exercise due diligence and independent judgement, and make decisions objectively in the best interests of the Group. This is one of the performance criteria for the peer and self-assessment on the effectiveness of the individual directors.

The members of the Board and their membership on the board committees of the Company are presented in the Corporate Profile of the annual report.

The Board comprises six members and an alternate director. There is a strong and independent element on the Company's Board. Of the six Board members, three are independent directors.

The Non-Executive Directors constructively challenge and assist in the development of proposals on strategy, assist the Board in reviewing the performance of the Management in meeting agreed goals and objectives, and monitor the reporting of performance. When necessary, the Non-Executive Directors (led by the Lead Independent Director) will have discussion amongst themselves without the presence of the Management.

### Delegation by the Board

Guideline 1.3

The Board has delegated certain functions to various board committees, namely the Audit Committee ("AC"), Nominating Committee ("NC"), Remuneration Committee ("RC") and Board Risk Committee ("BRC"). Each of the board committees has its own written terms of reference and whose actions are reported to and monitored by the Board. The Board accepts that while these various board committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

## Key Features of Board Processes

Guideline 1.4

The dates of Board and board committee meetings as well as annual general meeting (“AGM”) are scheduled one year in advance. To assist directors in planning their attendance, the internal Company Secretary consults every director before fixing the dates of these meetings. The Board meets at least thrice a year and as warranted by particular circumstances. Ad hoc meetings are also convened to deliberate on urgent substantive matters. Telephonic attendance and conference via audio-visual communication at Board and board committee meetings are allowed under the Company’s Constitution. The details of the number of Board meetings and board committees held in the year as well as the attendance of each board member at those meetings are disclosed below:

Type of Meetings	Board	NC	RC	AC	BRC
No. of Meetings Held	3	3	3	3	1

Name of Directors	No. of Meetings Attended				
Tien Sing Cheong	3	3	N/A	N/A	N/A
Tan Ka Huat	3	N/A	N/A	N/A	N/A
Tan Bien Chuan	3	3	3	3	1
Tang Martin Yue Nian	3	3	3	3	1
Gan Chee Yen	3	N/A	3	3	1
Colin Ng Teck Sim	3	3	3	3	1
Wang Ya Lun Allen (Alternate Director to Gan Chee Yen)	2	N/A	N/A	N/A	N/A

## Board Approval

Guideline 1.5

The Group has adopted and documented internal guidelines setting forth matters that require Board approval. The types of material transactions that require Board approval include guidelines as listed below:

- Strategies and objectives of the Group;
- Annual budgets and business plans;
- Announcement of half-yearly and full year results and release of annual reports;
- Issuance of shares;
- Declaration of interim dividends and proposal of final dividends;
- Convening of shareholders’ meetings;
- Investment, divestments or capital expenditure exceeding S\$500,000;
- Commitments to terms loans and lines of credits from banks and financial institutions; and
- Interested person transactions.

Apart from the matters that specifically require the Board’s approval, the Board approves transactions exceeding S\$500,000, while delegating authority for transactions below those limits to senior management so as to optimise operational efficiency.

## Induction and Training of Directors

Guideline 1.6

A newly-appointed director is given a detailed and in-depth briefing and induction into the Group through a comprehensive orientation programme conducted by the Executive Chairman and MD as well as senior management. The orientation programme gives directors an understanding of the Group’s businesses to enable them to assimilate into their new roles. The programme also allows the new director to get acquainted with senior management, thereby facilitating board interaction and independent access to senior management.

The director is given a tour and briefing of key facilities and activities of the Group, as well as a detailed presentation by key senior management covering the structure, business and governance practices, growth strategies of the Group and an overview of key business risks, issues and challenges the Group faces.

The Company provides training for first-time director in areas, such as accounting, legal and industry-specific knowledge as appropriate.

A briefing containing policies relating to the disclosure of interests in securities, disclosure of conflicts of interest in transactions involving the Group, prohibition of dealings in the Company's securities, restrictions on the disclosure of price-sensitive information, corporate governance and risk management is also provided.

Under the Listing Manual, with effect from 1 January 2019, a new director who has no prior experience as a director of a company listed on the SGX-ST must undergo training in the roles and responsibilities of a director of a company listed on the SGX-ST as prescribed by the SGX-ST.

### **Briefings, Updates and Trainings Provided for Directors**

*Guideline 1.6 & Guideline 4.2c*

The NC reviews and makes recommendations on the training and professional development programs to the Board.

The Board is briefed on changes to the accounting standards and regulatory updates as and when they are implemented. The MD updates the Board at each meeting on various project and investment developments of the Group.

As part of the Company's continuing education for directors, the internal Company Secretary circulates to the Board articles, reports and press releases relevant to the Group's business to keep the directors updated on current industry trends and issues. News releases issued by the SGX-ST and the Accounting and Corporate Regulatory Authority, which are relevant to directors are also circulated to the Board.

The Company arranges and funds the training of its directors.

The particular of training programmes attended by the directors, as arranged and funded by the Group were as follows:

- Directors-in-Dialogue Forum: Boards and Cybersecurity organised by Temasek Management Services Pte. Ltd.
- Directors-in-Dialogue Forum: Boards at Risk organised by Temasek Management Services Pte. Ltd.
- Directors-in-Dialogue Forum: The New Age Board - Turning Uncertainty Into Breakthrough Opportunities organised by Temasek Management Services Pte. Ltd.
- Directors-in-Dialogue Forum: Boards Leadership organised by Temasek Management Services Pte. Ltd.

### **Formal Letter Setting out the Director's Duties and Obligations**

*Guideline 1.7*

Upon appointment of each director, the Company would provide a formal letter to the director, setting out the director's duties and obligations under applicable laws and the listing rules of the SGX-ST.

## **PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE**

### **Board Size and Board Composition**

*Guideline 2.5 & Guideline 2.6*

The Board comprises six directors and an alternate director. Excluding the Executive Chairman and MD, all directors are non-executive.

Each year, the NC reviews the size and composition of the Board and board committees and the skills and core competencies of its members, including director nominee, to ensure an appropriate balance of skills, experience and gender. These competencies include banking, accounting and finance, business acumen, management experience, industry knowledge, strategic planning experience, customer-based knowledge, familiarity with regulatory requirements and knowledge of risk management. The Board considers that its directors possess the necessary competencies and knowledge to lead and govern the Group effectively.

Taking into account the nature and scope of the Group's businesses and the number of board committees, the Board considers a board size of six members as appropriate. The Board believes that the current composition and size provide sufficient diversity without interfering with efficient decision-making. The directors' academic and professional qualifications are presented in the Board of Directors' Profile of the annual report.

### **Directors' Independence Review**

*Guideline 2.1, Guideline 2.3, Guideline 2.4 & Guideline 4.3*

Director who has no relationship with the Group, its related corporations, officers or its shareholders with shareholdings of 10% or more in the voting shares of the Company that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgment in the best interests of the Group, is considered to be independent.

The NC is tasked to determine on an annual basis and as and when the circumstances require whether or not a director is independent, bearing in mind the Guidelines set forth in the Code and any other salient factor which would render a director to be deemed not independent. For the purpose of determining directors' independence, every director has provided declaration of their independence which is deliberated upon by the NC and the Board.

After taking into account the views of the NC, the Board considers that the following directors are regarded as non-independent directors of the Company:

Name of director	Reasons for non-independence
Tien Sing Cheong	Mr. Tien is employed as Executive Chairman of the Group. <i>Guideline 2.3a</i>
Tan Ka Huat	Mr. Tan is employed as Managing Director of the Group. He is also the CEO of the Group. <i>Guideline 2.3a</i>
Gan Chee Yen	Mr. Gan is a non-executive director and is deemed not independent as he is employed by a substantial shareholder. <i>Guideline 2.3f</i>

Save for the abovementioned directors, all the other directors on the Board are considered by the NC and the Board to be independent directors.

The Board also recognises that independent directors may over time develop significant insights in the Group's business and operations, and can continue to provide significant and valuable contribution objectively to the Board as a whole. When there are such directors, the Board will do a rigorous review of their continuing contribution and independence and may exercise its discretion to extend the tenures of these directors. Presently, Mr. Tan Bien Chuan, Dr. Tang Martin Yue Nien and Mr. Colin Ng Teck Sim have served as independent directors of the Company for more than nine years since their first appointments. The Board has subjected this independence to a particularly rigorous review.

Taking into account the views of the NC, the Board concurred that Mr. Tan Bien Chuan, Dr. Tang Martin Yue Nien and Mr. Colin Ng Teck Sim continued to demonstrate strong independence in character and judgment and in the discharge of their responsibilities as directors of the Company. They have continued to express their individual viewpoints, debated issues and objectively scrutinised and challenged the Management. They have sought clarification and amplification as they deemed required, including through direct access to the Group's employees.

Further, having gained in-depth understanding of business and operating environment of the Group, they provide the Company with much needed experience and knowledge of the industry. Based on the declaration of independence received from Mr. Tan Bien Chuan, Dr. Tang Martin Yue Nien and Mr. Colin Ng Teck Sim, they have no association with the Management that could compromise their independence.

After taking into account all these factors, and also having weighed the need for Board's refreshment against tenure for relative benefit, the Board has determined Mr. Tan Bien Chuan, Dr. Tang Martin Yue Nien and Mr. Colin Ng Teck Sim continue to be considered as independent directors, notwithstanding they have served on the Board for more than nine years from the date of their first appointment.

The number of independent Board members meets the recommendation in the Code (for at least half of the Board to be independent) as the Executive Chairman is part of the management team.

This provides a strong and independent element on the Board. This is fundamental to good corporate governance as it facilitates the exercise of independent and objective judgment on corporate affairs. It also ensures that key issues and strategies are critically reviewed, constructively challenged, fully discussed and thoroughly examined.

### **Role of the Non-Executive Directors**

*Guideline 2.7*

The Board and the Management fully appreciate that an effective and robust Board whose members engage in open and constructive debate, and challenge the Management on its assumptions and proposals, is fundamental to good corporate governance.

A Board should also aid in the development of strategic proposals and oversee effective implementation by the Management to achieve set objectives.

For this to happen, the Board and non-executive directors ("NEDs"), in particular, must be kept well informed of the Group's businesses and be knowledgeable about the industry the Group operates in.

To ensure that NEDs are well supported by accurate, complete and timely information, NEDs have unrestricted access to the Management.

The Group has adopted initiatives to put in place processes to ensure that NEDs have sufficient time and resources to discharge their duties effectively. These initiatives include:

- Regular informal meetings are held by the Management to brief the NEDs on prospective deals and potential developments at an early stage, before formal Board's approval is sought.
- Periodic information papers and board papers on the latest market developments and trends, and key business initiatives are circulated to NEDs on a timely basis to afford the directors time to review them.
- To provide an opportunity for the NEDs to familiarise themselves with the management team so as to facilitate the Board's review of the Group's succession planning and leadership development programme,
- Constructively challenge and help develop proposals on strategy; and
- Review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance.

### **PRINCIPLE 3: EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

*Guideline 3.1 & Guideline 3.2*

The Executive Chairman and MD functions in the Company are assumed by different individuals. The Executive Chairman, Mr. Tien Sing Cheong, and the MD, Mr. Tan Ka Huat, are Executive Directors.

There is a clear division of responsibilities between the Executive Chairman and MD, which ensures a balance of power and authority at the top of the Company.

The Executive Chairman:

- Is responsible for leadership of the Board and is pivotal in creating the conditions for overall effectiveness of the Board, board committee and individual director.
- Takes a leading role in the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the directors, the internal Company Secretary and the Management.
- Approves the agendas for the Board meeting and ensures sufficient allocation of time for thorough discussion of agenda items.
- Promotes an open environment for debates and ensures NEDs are able to speak freely and contribute effectively.
- Exercises control over the quality, quantity and timeliness of information flow between the Board and the Management.
- Provides close oversight, guidance, advice and leadership to the MD and the Management.
- Plays a pivotal role in fostering constructive dialogue between shareholders, the Board and the Management at AGMs and other shareholder meetings.

The MD is the highest-ranking executive officer of the Group and is responsible for:

- Running the day-to-day business of the Group, within the authorities delegated to him by the Board.
- Ensuring implementation policies and strategy across the Group as set by the Board.
- Day-to-day management of the executive and senior management team.
- Leading the development of senior management within the Group with the aim of assisting the training and development of suitable individuals for future director roles.

### **Lead Independent Director**

*Guideline 3.3, Guideline 3.4 & Guideline 4.1*

The Board appointed Mr. Tan Bien Chuan to act as the lead independent director. Shareholders with concerns may contact him directly, when contact through the normal channels via the Executive Chairman, the MD or the Chief Financial Officer ("CFO") has failed to provide satisfactory resolution, or when such contact is inappropriate.

All the independent directors, including lead independent director, meet at least annually without the presence of other executive and non-independent directors. The lead independent director provides feedback to the Executive Chairman after such meeting.

The lead independent director is a member of all the board committees.

## **PRINCIPLE 4: BOARD MEMBERSHIP**

### **NC composition**

*Guideline 4.1 & Guideline 4.2*

The NC comprises the following members, a majority of whom, including the NC Chairman, are independent:

- Colin Ng Teck Sim (Chairman and Independent Director)
- Tang Martin Yue Nien (Independent Director)
- Tien Sing Cheong (Executive Director)
- Tan Bien Chuan (Independent Director)

The NC, which has written terms of reference, is responsible for making recommendations to the Board on all board appointments and re-appointments. The key terms of reference of the NC include the following:

- Review and recommend to the Board on the appointment and re-appointment of directors (including alternate directors) and progressive renewal of the Board.
- Review the skills required by the Board, and the size of the Board.
- Ensure that the Company adheres to the board composition rules, including having independent directors make up 50% of the Board under certain circumstances.
- Evaluate whether or not a director is able to and has been adequately carrying out his/her duties as director of the Company, when he/she has multiple board representations.
- Develop a process for evaluating the performance of the Board, its board committees and the contribution of each director.
- Formal assessment of the effectiveness of the Board as a whole and individual director.
- Review the training and professional development programmes for the Board.
- Review the Board succession plans for directors, in particular, the Executive Chairman and the MD.

### **Directors' Independence Review**

*Guideline 4.3 & Guideline 2.3*

The task of assessing the independence of directors is delegated to the NC. The NC reviews the independence of each director annually, and as and when circumstances require.

Annually, each director is required to complete a Director's Independence Checklist (the "Checklist") to confirm his/her independence. The Checklist is drawn up based on the guidelines provided in the Code.

Each director must also confirm in the Checklist whether he considers himself independent despite not having any relationships identified in the Code.

Thereafter, the NC reviews the Checklist completed by each director, assesses the independence of the directors and recommends its assessment to the Board.

The Board, after taking into account the views of the NC, determined that with the exception of Mr. Gan Chee Yen and Mr. Wang Ya Lun Allen, all the other non-executive directors are independent.

Under the Listing Manual, with effect from 1 January 2019, a director will not be independent if he is employed by the company or any of its related corporations for the current or any of the past three financial years, or, if he has any immediate family member who is employed or has been employed by the company or any of its related corporations for the past three financial years, and whose remuneration is determined by the remuneration committee of the company.

As the above listing rules do not apply to any of the non-executive directors, they are also considered independent under SGX-ST's Listing Manual.

### **Directors' Time Commitments and Multiple Directorships**

*Guideline 4.4*

The NC has adopted internal guidelines addressing competing time commitments that are faced when directors serve on multiple boards. The guideline provides that, as a general rule, each Director should hold no more than 6 listed company board representations, after taking into specific considerations on the capacity of the directors. The guideline includes the following:

- Directors must consult the Chairman of the Board and the NC Chairman prior to accepting any new appointments as directors and other principal commitments; and
- In support of their candidature for directorship or re-appointment, directors are to provide the NC with details of the board appointment and other principal commitments and an indication of the time involved.

The NC determines annually whether a director with multiple board representations and/or other principal commitments is able to and has been adequately carrying out his/her duties as a director of the Company.

The NC takes into account the results of the assessment of the effectiveness of the individual director, and the respective director's actual conduct on the board, in making this determination.

In respect of FY 2018, the NC was of the view that each director's directorship was in line with the Company's guideline of a maximum of 6 listed company board representations and that each director has discharged his/her duties adequately.

### **Succession Planning for the Board and Senior Management**

Succession planning is an important part of the governance process. The NC seeks to refresh the Board membership progressively and in an orderly manner, to avoid losing institutional memory.

The NC reviews the succession and leadership development plans for senior management, which are subsequently approved by the Board. As part of this annual review, the successors to key positions are identified, and development plans instituted for them.

### **Process for Selection and Appointment of New Directors**

*Guideline 4.6*

The NC has put in place a formal process for the selection of new directors, including alternate directors, to increase transparency of the nomination process in identifying and evaluating nominees for directors. The NC leads the process as follows:

- NC evaluates the balance, skills, knowledge, experience, gender and age of the existing Board and the requirements of the Group. In light of such evaluation, the NC determines the role and the key attributes that an incoming director should have.
- After endorsement by the Board of the key attributes, the NC taps on the resources of directors' personal contacts and recommendations of the potential candidates and goes through a short-listing process. If candidates identified from this process are not suitable, resource from one of its substantial shareholder is consulted and executive recruitment agencies are appointed in the search process.
- NC meets with the shortlisted candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectations and the level of commitment required.
- NC recommends the most suitable candidate to the Board for appointment as director.
- Alternate directors bear all the duties and responsibilities of a director.

### **Process for Re-Appointment of Directors**

The NC is responsible for re-appointment of directors. In its deliberations on the re-appointment of existing directors, the NC takes into consideration the director's contribution and performance (including his or her contribution and performance as an independent director, if applicable).

The assessment parameters include attendance record, preparedness, intensity of participation at meetings of the Board and board committees as well as the quality of intervention and special contribution.

All directors (other than the MD) are subject to retirement at regular intervals of at least once every three years. Regulations 108 (1) and 108 (2) of the Company's Constitution provides that one-third of the directors (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation and be subject to re-election at the Company's AGM. However, with effect from 1 January 2019, all directors must submit themselves for re-nomination and re-appointment at least once every three years, including the MD pursuant to Rule 720(5) of the SGX-ST's Listing Manual. The MD would be required to submit himself for re-appointment to the board at a general meeting no later than 31 December 2021.

In addition, Regulation 107 of the Company's Constitution provides that a newly-appointed director during the financial year must retire and submit himself/herself for re-election at the next AGM following his/her appointment. Thereafter, he or she is subject to be re-elected at least once every three years.

Information of Mr. Colin Ng Teck Sim and Dr. Tang Martin Yue Nien, being the Directors who have been nominated for re-election, required under Appendix 7.4.1 of the SGX-ST's Listing Rules are set out in this Report.



## **PRINCIPLE 5: BOARD PERFORMANCE**

*Guideline 5.1 & Guideline 5.2*

The Board has implemented a process carried out by the NC, for assessing the effectiveness of the Board as a whole, effectiveness of its board committees and the contribution by each individual director to the effectiveness of the Board on an annual basis.

### **Evaluation Process**

The NC Chairman, in conjunction with the Chairman of the Board, conducts an annual assessment of the effectiveness of the Board as a whole, effectiveness of its board committees and the contribution by each individual director. There are two components to this assessment:

- A. Board assessment; and
- B. Peer evaluations.

The performance evaluation process begins with an annual confirmation from the NC Chairman to the internal Company Secretary on the evaluation framework to ensure that areas of particular interest and key issues are focused on.

The internal Company Secretary sends out a customised Board Evaluation Questionnaire ("Questionnaire") to each director for completion. Each director is required to complete the Questionnaire and send the Questionnaire directly to the internal Company Secretary within ten working days.

An Explanatory Note is attached to the Questionnaire to clarify the background, rationale and objectives of the various performance criteria used in the Questionnaire with the aim of achieving consistency in the understanding and interpretation of the questions.

Based on the returns from each of the director, the internal Company Secretary prepares a consolidated report. Thereafter, the internal Company Secretary presents the report at the NC meeting with all the directors, chaired by the NC Chairman. The NC Chairman then holds a discussion with all directors to agree on future action plans, if any.

From the results of the 2018 evaluation, action points and issues that were discussed include:

- In-depth discussions on the Board composition, including skills, experience, gender and age.
- Consideration of inputs from management and major shareholder.

The internal Company Secretary will inform the NC on the appointment of new directors or retirement or resignation of existing directors, following the outcome of an annual performance evaluation of individual directors, and the NC will take into consideration his views in this regard.

### **Board Performance Criteria**

The performance criteria for the board evaluation are as follows:

- Adequacy of Board meetings
- Independence component in the Board
- Board's team spirit
- Board's ability to make decision as a whole
- Board's ability to strategize and propose sound business direction as a whole
- Board's effectiveness in identifying and reviewing major concerns of the Group
- Board's effectiveness in strategizing and problem solving
- Assess Board's performance against the performance of specific targets over a five-year period to determine if the Board has enhanced long-term shareholders' value.

### **Individual Director's Performance Criteria**

*Guideline 5.3*

The individual director's performance criteria are categorised into five segments; namely,

- Interactive skills (whether the director works well with other directors and participate actively).
- Knowledge (the director's industry and business knowledge, functional expertise, whether the director provides valuable inputs, the director's ability to analyse, communicate and contribute to the productivity of meetings, and understanding of finance and accounts, are taken into consideration).

- Director's duties (the director's board committee work contribution, whether the director takes his/her role as director seriously and works to further improve his/her own performance, whether he listens and discusses objectively and exercises independent judgment, and meeting preparation are taken into consideration).
- Availability (the director's attendance at Board and board committee meetings, whether the director is available when needed, and his/her informal contribution via email, telephone, written notes etc are considered).
- Overall contribution, bearing in mind that each director was appointed for his/her strength in certain areas which taken together provides the Board with the required mix of skills and competencies.

The performance of individual directors is taken into account in their re-election. Specific needs which arise from time to time are taken into account in any appointment of new directors.

## **PRINCIPLE 6: ACCESS TO INFORMATION**

### **Complete, Adequate and Timely Information**

*Guideline 6.1 & Guideline 6.2*

The Management recognises the importance of ensuring the flow of complete, adequate and timely information to the directors on an ongoing basis to enable them to make informed decisions to discharge their duties and responsibilities.

To allow directors sufficient time to prepare for the meetings, all Board and board committee papers are distributed to directors 3 working days in advance of the meeting. Any additional material or information requested by the directors is promptly furnished.

The Management's proposals to the Board for approval provide background and explanatory information such as facts, resources needed, risk analysis and mitigation strategies, financial impact, regulatory implications, expected outcomes, conclusions and recommendations.

Employees who can provide additional insight into matters to be discussed will be present at the relevant time during the Board and board committee meetings.

To facilitate direct access to the senior management, directors are also provided with the names and contact details of the management team.

In order to keep directors abreast of analysts' views on the Group's performance, the Board is updated once a year on the market view which includes a summary of analysts' feedback and recommendations following the full-year and half-year results announcements.

The Board reviews the monthly management report, which includes budgets, forecasts and monthly management accounts. In respect of budgets, any material variances between the projections and actual results are disclosed and explained to the Board.

On a half-yearly basis, the Internal Auditors also provide the Board with internal audit report. This report includes:

- Status of the audits in the annual internal audit plan.
- Key findings arising from completed audits.
- Implementation status of outstanding management action plans (if any).

The Board Risk Management Committee presents risk assessment to the Board on an annual basis, which includes movements in risks, risk assessment of major investment, capital expenditure, and acquisitions.

### **Company Secretaries**

*Guideline 6.3 & Guideline 6.4*

Directors have separate and independent access to the Company Secretaries. The Company Secretaries are responsible for, among other things, ensuring that Board procedures are observed and that Company's Constitution, relevant rules and regulations, including requirements of the Securities and Futures Act (Cap. 289), Companies Act (Cap. 50) and SGX-ST's Listing Manual, are complied with. They also assist the Executive Chairman and the Board in implementing and strengthening corporate governance practices and processes, with a view to enhancing long-term shareholder value.

The internal Company Secretary assists the Executive Chairman in ensuring good information flows within the Board and its board committees and between the Management and NEDs. The internal Company Secretary also facilitates the orientation and assists with professional development as required.

As the primary compliance officer overseeing the Group's compliance with the SGX-ST's Listing Manual, the Company Secretary is responsible for designing and implementing a framework for the Management's compliance with the SGX-ST's Listing Manual, including advising the Management to ensure that material information is disclosed promptly.

The internal Company Secretary attends and prepares minutes for all Board and board committees meetings. In regard to the board committees, the internal Company Secretary assists in ensuring coordination and liaison between the Board, the board committees and the Management. The internal Company Secretary assists the Chairman of the Board, the Chairman of each board committee and the Management in the development of the agendas for the various Board and board committee meetings.

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

### **Independent Professional Advice**

*Guideline 6.5*

The Board has a process for directors, either individually or as a group, in the furtherance of their duties, to take independent professional advice, if necessary, at the Company's expense.

## **B. REMUNERATION MATTERS**

### **PRINCIPLE 7: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES**

#### **Remuneration Committee ("RC")**

*Guideline 7.1, Guideline 7.2 & Guideline 7.4*

The RC comprises the following four members, a majority of whom, including the RC Chairman, are independent:

- Tang Martin Yue Nien (Chairman and Independent Director)
- Tan Bien Chuan (Independent Director)
- Gan Chee Yen (Non-Executive Director)
- Colin Ng Teck Sim (Independent Director)

The RC is responsible for ensuring a formal and transparent procedure for developing policies on executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel.

The members of the RC carried out their duties in accordance with the terms of reference which include the following:

- Review and recommend to the Board for endorsement, a framework of remuneration for the Board and key management personnel. The framework covers all aspect of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, grant of shares and share options and benefits in kind.
- Review and recommend to the Board, the specific remuneration packages for each director as well as for the key management personnel.
- Review the level and mix of remuneration and benefits policies and practices of the Company, including the long-term incentive schemes on an annual basis. The performance of the Company and that of individual employees would be considered by the RC in undertaking such reviews.
- Implement and administer the Company's share options plan.
- Review the Group's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.
- Review the development of senior staff and assesses their strengths and development needs based on the Group's leadership competencies framework, with the aim of building talent and maintaining strong and sound leadership for the Group.

The RC from time to time and where necessary seeks advice from external remuneration consultants in framing the remuneration policy and determining the level and mix of remuneration for directors and key management personnel.

### **PRINCIPLE 8: LEVEL AND MIX OF REMUNERATION**

### **PRINCIPLE 9: DISCLOSURE OF REMUNERATION**

*Guideline 8.1 & Guideline 8.2*

In recommending the level and mix of remuneration, the RC seeks to establish a framework for attracting, retaining and motivating employees. The Group's compensation framework comprises fixed pay, short-term and long-term

incentives. The Group subscribes to linking executive remuneration to corporate and individual performance, based on an annual appraisal of employees. The level and structure of remuneration of directors and key management personnel are aligned with the long-term interests and risk policies of the Company.

## **Remuneration of Executive Directors and Key Management Personnel**

In designing the compensation structure, the RC seeks to ensure that the level and mix of remuneration is competitive, relevant and appropriate in finding a balance between current versus long-term compensation, such as sustained performance and value creation, and between cash versus equity incentive compensation.

The compensation structure is designed such that the percentage of the variable component of a key management personnel's remuneration increases as they move up the organisation. The variable component also depends on the actual achievement of corporate targets and individual performance objectives.

Executive directors do not receive directors' fees.

The remuneration structure for executive directors and key management personnel consists of the following components:

- a) Fixed remuneration
- b) Variable bonus
- c) Other benefits
- d) Share Performance Plan and Restricted Share Plan

- a) Fixed remuneration

The fixed remuneration comprises basic salary, statutory employer's contributions to the Central Provident Fund and fixed allowances. In setting remuneration packages, the Group takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual directors and key management personnel.

- b) Variable bonus

Variable bonus is an annual remuneration component which varies according to the Group's and the individual's performance objectives. To link rewards to performance, the more senior the executive in the Group, the higher is the percentage of the variable bonus against total compensation.

The performance objective of the Group is profit after tax.

The RC believes that profit after tax best reflects the financial health and performance of the Group's business and is also a key performance measure used by other companies in similar industry, which allows for general comparability of performance.

The RC also believes that it is an appropriate measure as it reflects overall earnings performance and requires the Management to be responsible for, and manage every line item on, the consolidated income statement.

Additionally, in making its decision regarding appropriate performance objectives, the RC also considered the following factors relative to profit before tax and profit after tax:

- Each executive director and key management personnel believe he or she can meaningfully contribute to the achievement of these performance objectives.
- Maintaining the consistency of the objectives over a number of years allows for more accurate measurement and comparison of, and reward for, the desired performance from year to year.
- Profit before tax is used in our incentive plans for other employees, and thus, the interests of the entire organisation are aligned to achieve the same goals.
- They are not overly complex metrics and easily understood, providing for clear "line-of-sight".

- c) Other benefits

The Group provides benefits consistent with local market practice, such as medical benefits, club membership, employee discounts and car allowance. Eligibility for these benefits will depend on individual salary grade and length of service.

d) Share Performance Plan and Restricted Share Plan

The executive directors and key management personnel were eligible for the Share Performance Plan whereas the NEDs were eligible for the Restricted Share Plan.

### Remuneration of Non-Executive Directors

Guideline 8.3

The RC reviews the scheme put in place by the Company for rewarding the NEDs to ensure that the compensation is commensurate with effort, time spent and responsibilities of the NEDs.

The RC seeks to ensure that NEDs are not over-compensated to the extent that their independence may be compromised.

Having regard to the scope and extent of a director's responsibilities and obligations, the prevailing market conditions, and referencing directors' fees against comparable benchmarks, the Board agreed with the RC's recommendation that the current fee structure for NEDs remains unchanged from FY2018.

The fees for NEDs comprise a basic retainer fee, additional fees for appointment to board committees and a travel reimbursement for directors who were required to travel out of their country or city of residence to attend board meetings and board committee meetings. The Chairman of each board committee is also paid a higher fee compared with the members of the respective committees in view of the greater responsibility carried by that office.

The amount of directors' fees payable to NEDs for each financial year is subject to shareholders' approval at the Company's AGM.

The Restricted Share Plan was in place for NEDs. To better align with shareholders' interests, the Restricted Share Plan was to award NEDs the Company's shares of not more than one-third of their fees in shares while they remain on the Board.

### Use of Contractual Provisions for Executive Directors

Guideline 8.4

The service contracts with executive directors contain reclamation of incentive component clause to safeguard the Group's interest in exceptional circumstances of misstatement of financial results, or misconduct resulting in financial loss or fraud by executive directors or key management personnel.

### Remuneration of Directors

Guideline 9.1, SGX 1207.12, Guideline 9.2, Guideline 9.3 & Guideline 9.4

A breakdown showing the level and mix of each individual director's remuneration for FY 2018 is as follows:

Directors' Remuneration					
	Fees	Salary	Bonus	Benefits	Total
Name	\$	\$	\$	\$	\$
Tien Sing Cheong	-	250,605	244,232	15,869	510,706
Tan Ka Huat	-	300,749	248,812	15,188	564,749
Tan Bien Chuan	62,000	-	-	-	62,000
Tang Martin Yue Nien	56,000	-	-	-	56,000
Gan Chee Yen	49,000	-	-	-	49,000
Colin Ng Teck Sim	56,000	-	-	-	56,000

Notes:

Directors' Fees paid in FY2018 were approved by shareholders as a lump sum at the AGM for FY2017.

For Senior Executives Remuneration (Who Are Not Directors of the Company), disclosure of the top five executives' remuneration in bands of \$250,000 is disclosed in the Notes to the Financial Statements.

In view of the competitive nature of the Company's business and to ensure retention of its key management team,

the Company has decided not to disclose the breakdown of each key management remuneration. The RC reviewed the remuneration packages and terms of employment of each of the key management person reporting directly to the MD on an annual basis.

There are no aggregate amount of termination, retirement and post-employment benefits granted to directors and top key management personnel (who are not directors) for FY 2018.

There is no employee in the Group, who is an immediate family of a director or the MD or the Executive Chairman during FY2018.

## **C. ACCOUNTABILITY AND AUDIT**

### **PRINCIPLE 10: ACCOUNTABILITY**

*Guideline 10.1, Guideline 10.2 & Guideline 10.3*

The Group recognises the importance of providing the Board with accurate and relevant information on a timely basis. Hence, Board members receive monthly financial and business reports from the Management. Such reports keep the Board members informed of the Company's and the Group's performance, position and prospects and consist of the consolidated profit and loss accounts, analysis of sales, operating profit, pre-tax profit by operating segments compared against budgets, together with explanations for significant variances for the month and year-to-date.

The Board reviews and approves the results as well as any announcements before its release. The Board provides shareholders with half-yearly and annual financial reports. Results for the half-year are released to shareholders within 45 days from the end of the half-year. Annual results are released within 60 days from the financial year-end. In presenting the annual and half-yearly financial statements to shareholders, the Board aims to provide shareholders with a balanced and clear assessment of the Group's position and prospects. The Board also ensures timely and full disclosure of material corporate developments to shareholders.

The Board also reviews legislation and regulatory compliance reports from the Management to ensure that the Group complies with the relevant regulatory requirements.

For the financial year under review, the Executive Chairman, the MD and the CFO have provided assurance to the Board on the integrity of the financial statements for the Company and its subsidiaries.

### **PRINCIPLE 11: RISK MANAGEMENT AND INTERNAL CONTROLS**

*Guideline 11.1, Guideline 11.2, Guideline 11.4 & Rule 1207(10)*

The Board, with the assistance from the BRC and AC, is responsible for the governance of risk by ensuring that the Management maintains a sound system of risk management and internal controls to safeguard shareholders' interest and the Group's assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving strategic objectives.

The AC is responsible for making the necessary recommendations to the Board such that an opinion regarding the adequacy and effectiveness of the risk management and internal control systems (including financial, operational, compliance and information technology) of the Group can be made by the Board in the annual report of the Company according to the requirements in the SGX-ST's Listing Manual and the Code. The BRC was established to strengthen its risk management processes and framework.

The BRC comprises the following members, a majority of whom, including the BRC Chairman, are independent:

- Tan Bien Chuan (Chairman and Independent Director)
- Tang Martin Yue Nien (Independent Director)
- Gan Chee Yen (Non-Executive Director)
- Colin Ng Teck Sim (Independent Director)

The BRC is guided by its terms of reference. Specifically, the BRC assists the Board to:

- Determine the Group's levels of risk tolerance and risk policies.
- Oversee the Management in the formulation, update and maintenance of an adequate and effective risk management framework in addressing material risks including material financial, operational, compliance and information technology risks.
- Make the necessary recommendation to AC and the Board such that an opinion regarding the adequacy and effectiveness of the risk management and internal control systems can be made by the Board in the annual report in accordance with the SGX-ST's Listing Manual and the Code.
- Review the Group's risk profile regularly and the adequacy of any proposed action if necessary.

- Review any material breaches of risk appetite/tolerances/limits and the adequacy of any proposed action if necessary.

The Board approved the Group Risk Management Framework for the identification, assessment, monitoring and reporting of significant risks. Reference was also made to the Risk Governance Guidance for Listed Boards issued by the Corporate Governance Council.

The risks are proactively identified and addressed. The ownership of these risks lies with the respective business and corporate executive heads with stewardship residing with the Board.

The BRC assists the Board to oversee the Management in the formulation, update and maintenance of an adequate and effective risk management framework while the AC reviews the adequacy and effectiveness of the risk management and internal control system.

At the management level, a Risk Management Committee ("RMC") comprising key management personnel is responsible for directing and monitoring the development, implementation and practice of Enterprise Risk Management ("ERM") across the Group.

The RMC reports to the BRC during the BRC meetings. The Company maintains a risk checklist and risk management report which identifies the material risks. Internal controls are put in place to mitigate those risks. Business and corporate executive heads in the Group review and update the risk checklist and risk management report regularly. The risk checklist and risk management report are reviewed by the BRC, the AC and the Board. The BRC also reviews the approach of identifying and assessing risks and internal controls in the risk checklist and risk management report.

On an annual basis, the Group's internal audit function prepares an audit plan taking into consideration risks identified and assessed from the risk management system. This risk-based audit plan is approved by the AC and audits are conducted to assess the adequacy and effectiveness of the Group's system of internal controls in addressing financial, operational, information technology and compliance risks. In addition, material control weaknesses over financial reporting, if any, are highlighted by the external auditors in the course of the statutory audit.

All audit findings and recommendations made by the internal and external auditors are reported to the AC and significant findings are discussed at the AC meetings. The Group's internal audit function follows up on all recommendations to ensure timely remediation of audit issues and reports the status to the AC every half-yearly.

The Board has received written assurance from the Executive Chairman, the MD and the CFO that, to the best of their knowledge and efforts:

- (a) The financial records of the Group have been properly maintained and the financial statements for FY2018 and give a true and fair view of the Group's operations and finances; and
- (b) The system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operation, compliance and information technology risks.

The MD and CFO have obtained similar assurance from the business and corporate executive heads in the Group.

### **Opinion on the Adequacy and Effectiveness of Internal Control and Risk Management Systems**

*Guideline 11.3 & Rule 1207(10)*

The AC sought the views of the external auditors in making assessment of the internal control over financial reporting matters. In addition, based on the Group Risk Management Framework established and maintained by the Group, the work performed by the RMC and the internal audit function as well as the written assurance received from the MD and the CFO, the Board with the concurrence of the AC and BRC, is of opinion that the Group's internal controls addressing financial, operational, compliance and information technology controls and risk management, were adequate and effective as at 31 December 2018. Both the Board and the AC did not identify any material weaknesses in the Group's internal controls in FY2018.

The Board notes that the system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen.

Furthermore, the Board also acknowledges that no system of internal controls and risks management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

## **PRINCIPLE 12: AUDIT COMMITTEE**

*Guideline 12.1, Guideline 12.2, Guideline 12.3 & Guideline 12.4*

The AC comprises the following four members, a majority of whom, including the AC Chairman, are independent:

- Tan Bien Chuan (Chairman and Independent Director)
- Tang Martin Yue Nien (Independent Director)
- Gan Chee Yen (Non-Executive Director)
- Colin Ng Teck Sim (Independent Director)

The Chairman of the AC, Mr. Tan Bien Chuan, is by profession a Chartered Accountant. The AC Chairman has accounting, auditing and risk management expertise and experience. The other members of the AC have many years of experience in business management, finance and legal services. The Board is of the view that the members of the AC have recent and relevant accounting or related financial management expertise or experience to discharge the AC's functions.

The main responsibilities of the AC are to assist the Board in discharging its statutory and other responsibilities relating to four main areas:

- Overseeing financial reporting;
- Overseeing internal control and risk management systems;
- Overseeing internal and external audit processes; and
- Overseeing Interested Party Transactions (IPTs).

The members of the AC carried out their duties in accordance with the terms of reference which include the following:

- Review the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board.
- Review and report to the Board at least annually on the adequacy and effectiveness of the Group's internal controls, including financial, operational compliance and information technology controls and risk management systems.
- Review the adequacy and effectiveness of the Group's internal audit function at least annually, including the adequacy of internal audit resources and its appropriate standing within the Group, as well as the scope and the results of the internal audit procedures.
- Review the scope and results of the external audit work, the cost-effectiveness of the audit, and the independence and objectivity of the external auditors.
- Recommend to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors.
- Review IPTs in accordance with the requirements of the SGX-ST's Listing Manual and the Company's Shareholders' Mandate for IPTs.
- Review the assurance from the Executive Chairman, MD and CFO on the financial records and financial statements.

The AC has explicit authority to investigate any matter within its terms of reference and is authorised to obtain independent professional advice. It has full access to and co-operation of the Management and reasonable resources to enable it to discharge its duties properly. It also has full discretion to invite any director or executive officer or any other person to attend its meetings.

### **Summary of the AC's Activities**

*Guideline 12.5, Guideline 12.8 & Rule 1207(6)(c)*

The AC met thrice during the year under review. Details of members and their attendance at meetings are provided in this Report. The CFO, the internal Company Secretary, internal auditors and external auditors are invited to these meetings. Other members of senior management are also invited to attend as appropriate to present reports.

The AC meet the external auditors and internal auditors once a year separately, without the presence of the Management. These meetings enable the external auditors and internal auditors to raise issues encountered in the course of their work directly to the AC.

The principal activities of the AC during FY2018 are summarised below:

#### ***Financial Reporting***

The AC met on a half-yearly basis and reviewed the half-yearly and full year announcements, material announcements and all related disclosures to the shareholders before submission to the Board for approval. In the process, the AC reviewed the audit plan and audit committee report presented by the external auditors.



The AC reviewed the annual financial statements and also discussed with the Management, the CFO and the external auditors the significant accounting policies, judgment and estimate applied by the Management in preparing the annual financial statements. The AC focused particularly on:

- Significant adjustments resulting from the audit;
- The appropriateness of the going concern assumption in the preparation of the financial statements; and
- Significant deficiencies in internal controls over financial reporting matters that came to external auditor's attention during their audit together with their recommendations.

In the review of the financial statements, the AC discussed with the Management the accounting principles that were applied and their judgement of items that might affect the integrity of the financial statements. The AC also considered the clarity of disclosures on significant matters in the financial statements. Among other matters, the key audit matters as reported by the external auditor in the Independent Auditor's Report for FY2018 of this annual report were reviewed and discussed by the AC with the Management and the external auditor.

Following the review and discussions, the AC then recommended to the Board for approval of the audited annual financial statements.

### **External Audit Processes**

The AC manages the relationship with the Group's external auditors, on behalf of the Board. During FY2018, the AC carried out its annual assessment of the cost-effectiveness of the audit process, together with the auditor's approach to audit quality and transparency. The AC concluded that the auditors demonstrated appropriate qualifications and expertise and that the audit process was effective. Therefore, the AC recommended to the Board that Ernst & Young LLP be re-appointed as the external auditor. The Board accepted this recommendation and has proposed a resolution as set out in the Notice of the Annual General Meeting to shareholders for the re-appointment of Ernst & Young LLP.

Pursuant to the requirement in the SGX-ST's Listing Manual, an audit partner may only be in charge of a maximum of five consecutive annual audits and may then return after two years. The current Ernst & Young LLP's audit partner for the Company took over from the previous audit partner with effect from 1 January 2016. In appointing auditors for the Company, subsidiaries and significant associated companies, the Group has complied with Rules 712 and 715 of the SGX-ST's Listing Manual.

### **Auditor Independence**

*Guideline 12.6, Rule 1207(6)(a) & Rule 1207(6)(b)*

In order to maintain the independence of the external auditors, the external auditors have specific policy which governs the conduct of non-audit work by them. This policy prohibits them from, *inter alia*:

- Performing services which would result in the auditing of their own work;
- Participating in activities normally undertaken by the Management;
- Acting as advocate for the Group; or
- Creating a mutuality of interest between the auditors and the Group, for example being remunerated through a success fee structure.

The AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees awarded to them. The AC received a yearly report setting out the non-audit services, such as, tax returns and compliance services provided by Ernst & Young LLP and the fees charged. An analysis of fees paid in respect of audit and non-audit services provided by breakdown for the past two years is disclosed in the Notes to the Financial Statements.

Having undertaken a review of the non-audit services provided during the year, the AC remains confident that the objectivity and independence of the external auditors are not in any way impaired by reason of the non-audit services which they provide to the Group. Moreover, the AC is satisfied that these services were provided efficiently by the external auditors as a result of their existing knowledge of the business.

### **Whistle-blowing**

*Guideline 12.7*

The Board on the recommendation of the AC approved and put in place the Whistle-Blowing Policy and Procedure for Reporting Impropropriety in Matters of Financial Reporting and Other Matter (the "Policy").

The AC also reviewed the adequacy of the whistle-blowing arrangements instituted by the Group through which staff and external parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

The Group is committed to a high standard of ethical conduct and adopts a zero tolerance approach to fraud. The Group will treat all information received confidentially and protect the identity and the interest of all whistleblowers. Anonymous disclosures will be accepted and anonymity honoured.

All cases reported are objectively investigated and appropriate remedial measures are taken where warranted. All whistle-blowing matters are reviewed monthly by the AC Chairman and yearly by the AC. Matters requiring immediate or urgent attention are reported immediately to the AC Chairman.

The policy is communicated to staff via e-mail and through the Company's intranet. On an ongoing basis, the Policy is covered during staff training and periodic communication to all staff as part of the Group's efforts to promote awareness of fraud control. The staffs were advised that they would not be intimidated or restrained from reporting any impropriety to the AC Chairman. Also, the identity of the complainant would be kept confidential unless by law required to reveal or the identity of the complainant is already publicly known by the Board of Directors opined that it would be in the best interest of the Group to disclose the identity.

Reports of suspected fraud, corruption, dishonest practices or other similar matters can be lodged to AC Chairman, CEI Limited, 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, which are managed independently by an external service-provider.

Upon receipt of such complaint, the AC Chairman in consultation with fellow members would exercise discretion on how to proceed with the investigation, thereafter recommend any remedial or legal action to be taken, where necessary. All cases reported are objectively investigated and appropriate remedial measures are taken where warranted. All whistle-blowing matters are reviewed monthly by AC Chairman and yearly by the AC members. Matters requiring immediate or urgent attention are reported immediately to the AC Chairman.

The AC Chairman did not receive any complaint during the financial year under review.

### **PRINCIPLE 13: INTERNAL AUDIT**

*Guideline 13.1, Guideline 13.2, Guideline 13.3, Guideline 13.4 & Guideline 13.5*

The Group outsources its internal audit function to BDO LLP. The internal audit is an independent function within the Group. The Internal Auditor reports directly to the AC.

As a corporate member of the Singapore Chapter of the Institute of Internal Auditors ("IIA"), the internal audit function adopts the International Standards for the Professional Practice of Internal Auditing (the "IIA Standards") issued by IIA. The internal audit function successfully completed its external Quality Assurance Review and continues to meet or exceed the IIA Standards in all key aspects.

The AC approves the hiring, removal, evaluation and compensation of the Internal Auditors. The scope of authority and responsibility of the internal audit function is approved by the AC.

The primary role of internal audit function is to assist the Board and senior management to meet the strategic and operational objectives of the Group, by providing an independent and objective evaluation of the adequacy and effectiveness of risk management, controls and governance processes. The Group's internal audit approach is aligned with the Group's Risk Management Framework by focusing on key financial, operational, compliance and information technology risks. The annual internal audit plan is established in consultation with, but independent of, the Management. The internal audit plan is reviewed and approved by the AC. All internal audit findings, recommendations and status of remediation, are circulated to the AC, the MD, the external auditors and relevant senior management.

The professional competence of the internal auditors is maintained that provide updates on auditing techniques, regulations, financial products and services. The internal audit function is staffed with suitably qualified experienced professionals with diverse operational and financial experience. The AC is satisfied that the internal audit function has adequate resources to perform its functions effectively.

The Internal Auditor presents the internal audit findings to the AC. The AC meets with the Internal Auditor once a year, without the presence of the Management. The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including the AC.

During FY2018, the AC has reviewed and assessed the adequacy of the Group's system of internal controls and regulatory compliance through discussion with the Management, the Internal Auditors, and external auditors.

The AC considered and reviewed with the Management and the Internal Auditor on the following:

- Annual internal audit plans to ensure that the plans covered sufficiently a review of the internal controls of the Group;
- Significant internal audit observations and the Management's response thereto; and
- Budget and staffing for the internal audit functions.

The AC has reviewed the adequacy of the internal audit function and is satisfied that the internal audit team is independent, effective and adequately resourced.

### ***Interested Person Transactions***

The AC reviewed the Group's IPTs to ensure that the transactions were carried out on normal commercial terms and are not prejudicial to the interests of the Company or its non-controlling shareholders. The Management reports to the AC the IPTs at every AC meeting.

The AC is satisfied that the internal controls over the identification, evaluation, review, approval and reporting of IPTs was effective.

The AC confirmed that:

- a) the methods or procedures for determining the transaction prices have not changed since the last shareholder approval obtained for the general mandate; and
- b) the methods or procedures are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the company and its minority shareholders.

Accordingly, the AC resolved that an independent financial adviser's opinion for the renewal of a general mandate for interested person transactions at the AGM 2019 was not required.

The Board approved the Proposed Renewal of the General Mandate for Interested Person Transactions.

## **D. SHAREHOLDERS RIGHTS AND RESPONSIBILITIES**

### **PRINCIPLE 14: SHAREHOLDER RIGHTS**

*Guideline 14.1*

The Group recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all the Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders are protected.

The Group is committed to providing shareholders with adequate, timely and sufficient information pertaining to changes in the Group's business which could have a material impact on the Company's share price.

The Group strongly encourages shareholder participation during the AGM. Shareholders are able to proactively engage the Board and the Management on the Group's business activities, financial performance and other business related matters.

### **PRINCIPLE 15: COMMUNICATION WITH SHAREHOLDERS**

#### **Disclosure of information on a timely basis**

*Guideline 15.1, Guideline 15.2, Guideline 15.3 & Guideline 15.4*

The Group is committed to maintaining high standards of corporate disclosure and transparency. The Group values dialogue sessions with its shareholders. The Group believes in regular, effective and fair communication with shareholders and is committed to hearing shareholders' views and addressing their concerns.

Material information is disclosed in a comprehensive, accurate and timely manner via SGXNET, press release and corporate website. To ensure a level playing field and provide confidence to shareholders, unpublished price sensitive information is not selectively disclosed. In the event that unpublished material information is inadvertently disclosed to any selected group in the course of the Group's interactions with the investing community, a media release or announcement will be released to the public via SGXNET.

The Group's corporate website is the key resource of information for shareholders. In addition to the half-yearly financial results materials, it contains a wealth of investor related information on the Group, including annual reports, share prices, SGXNET announcements and factsheets.

#### **Interaction with shareholders**

Enquiries from shareholders, analysts and the press are handled by specifically designated members of senior management in lieu of dedicated investor relations team. On suitable occasions, the Company would organise trips for shareholders to its factory in Batam to provide an insight of its business operations in Batam.

The Company's main dialogue with its shareholders, which includes institutional and retail investors, takes place at its AGMs. Shareholders are encouraged to attend AGMs. The Board and the Management, as well as the external auditor, are in attendance at AGMs to address shareholders' questions on issues relevant to the Company and resolutions proposed at the AGMs.

## **Dividend Policy**

*Guideline 15.5*

While the Company has not formally instituted a dividend policy, it has a good track record of paying annual dividends to shareholders. In proposing any dividend payout and/or determining the form, frequency and/or the amount of such dividend payout, the Board will take into account, inter alia, the Group's financial position, retained earnings, results of operation and cash flow, the Group's expected working capital requirements, the Group's expected capital expenditure and future expansion and investment plans and other funding requirements, general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group.

The Board endeavours to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend payout.

The Company notes that under the SGX-ST's Listing Manual, with effect from 1 January 2019, if no dividend has been declared and/or recommended, a statement to that effect and the reason(s) for the decision would have to be provided in the relevant quarterly financial statements.

## **PRINCIPLE 16: CONDUCT OF SHAREHOLDER MEETINGS**

*Guideline 16.1, Guideline 16.2, Guideline 16.3, Guideline 16.4 & Guideline 16.5*

The Company supports and encourages active shareholder participation at general meetings. The Board believes that general meetings serve as an opportune forum for shareholders to meet the Board and key management personnel, and to interact with them. Information on general meetings is disseminated through notices in the annual reports or circulars sent to all shareholders. The notices are also released via SGXNET and published in an English language daily newspaper in Singapore, as well as posted on the Company's website at [www.cei.com.sg](http://www.cei.com.sg).

Shareholders can vote in person or appoint not more than two proxies to attend, speak and vote on their behalf at general meetings of shareholders, with the exception that shareholders such as nominee companies which provide custodial services for securities, are able to appoint more than two proxies to attend, speak and vote at general meetings notwithstanding the Company's Constitution does not differentiate between the number of proxies which may be appointed by individual shareholders and by nominee companies.

As the authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, e-mail or fax.

The Company's Constitution also allows investors, who hold shares through nominees such as CPF and custodian banks, to attend and vote at the general meetings.

There are separate resolutions at general meetings on each substantially separate issue.

All directors attend general meetings. In particular, the Chairman of the Board and the respective Chairman of the AC, NC, RC and BRC are present to address shareholders' queries.

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and the Management, and to make these minutes available to shareholders upon their request.

All resolutions are voted by electronic polling. The detailed results showing the number of votes cast for and against each resolution and the respective percentages are announced via SGXNET.

**INFORMATION OF THE DIRECTORS NOMINATED FOR RE-ELECTION:**

<b>Name of director</b>	<b>Dr. Tang Martin Yue Nien</b>	<b>Mr. Colin Ng Teck Sim</b>
Date of Appointment	9 February 2000	1 January 2007
Date of last re-appointment (if applicable)	6 April 2016	12 April 2017
Age	69 years old	63 years old
Country of principal residence	Hong Kong	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Dr. Tang as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration Dr. Tang's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr. Colin as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration Mr. Colin's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	RC Chairman, and member of AC, NC and BRC	NC Chairman, and member of AC, RC and BRC
Professional qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Science degree in Electrical Engineering from Cornell University in Ithaca, New York</li> <li>• Master of Science degree from the Massachusetts Institute of Technology's (MIT) Sloan School of Management</li> <li>• Doctor of Letters (<i>honoris causa</i>) by the Hong Kong University of Science and Technology</li> </ul>	<ul style="list-style-type: none"> <li>• LLB (Hons) from the National University of Singapore</li> <li>• Master of Business Administration (Accountancy) from Nanyang Technological University</li> </ul>
Shareholding interest in the listed issuer and its subsidiaries	399,700 shares	157,000 shares
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships# * "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)		

Name of director	Dr. Tang Martin Yue Nien	Mr. Colin Ng Teck Sim
Past (for the last 5 years)	<ul style="list-style-type: none"> <li>• May 2001 to Apr 2017 – Director of ER2 Holdings Ltd.</li> <li>• Mar 2010 to Jun 2017 – Director of China NT Pharma Group Co. Ltd</li> <li>• May 2016 to Apr 2018 – Director of Aviva Life Insurance Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Nov 2000 to Mar 2014 – Director of TSH Corporation Limited.</li> <li>• Apr 2012 to Nov 2014 – Director of Chaswood Resources Holdings Ltd.</li> <li>• Oct 1993 to Apr 2015 – Director of Aztech Group Ltd.</li> <li>• Oct 2011 to Nov 2015 – Director of Aces Diamond Pte. Ltd.</li> <li>• Jun 2012 to Dec 2016 – Director of Sundaram Asset Management Singapore Pte. Ltd.</li> <li>• Oct 1994 to Jun 2018 – Director of Venture Works Pte Ltd.</li> <li>• Oct 2006 to Feb 2019 – Director of Chancery Estates Pte. Ltd.</li> </ul>
Present	<ul style="list-style-type: none"> <li>• Since Aug 2007 – Director of HK Wuxi Trade Association Ltd.</li> <li>• Since Feb 2009 – Director of Li &amp; Fung Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Since Jul 1994 – Director of CN (1988) Pte Ltd.</li> <li>• Since Oct 1995 – Director of CNP Services Pte. Ltd.</li> <li>• Since Nov 2003 – Director of Linkasia Consult Pte Ltd.</li> <li>• Since Apr 2006 – Director of B&amp;K Securities Pte. Ltd.</li> <li>• Since Jan 2008 – Director of CNP Compliance Pte Ltd.</li> <li>• Since Jun 2011 – Director of SUTL Enterprise Limited.</li> </ul>
<p>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.</p>		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

Name of director	Dr. Tang Martin Yue Nien	Mr. Colin Ng Teck Sim
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

Name of director	Dr. Tang Martin Yue Nien	Mr. Colin Ng Teck Sim
<p>(j) Whether he has ever, to his 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 he was so concerned with the entity or business trust?</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>
<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<p>No</p>	<p>No</p>
<p>Disclosure applicable to the appointment of Director only.</p>		
<p>Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p>	<p>Not applicable</p>	<p>Not applicable</p>
<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>



## SECURITIES TRANSACTIONS

Rule 1207 (19)

The Company has issued a Policy on Share Dealings to key employees of the Company, setting out the implications of insider trading and Rule 1207(19) of the SGX-ST's Listing Manual. To further provide guidance to employees on dealing in the Company's shares, the Company has adopted a code of conduct on transactions in the Company's shares. The code of conduct was modelled after Rule 1207(19) of the SGX-ST's Listing Manual. The internal Company Secretary informs the directors, senior management and senior accounting personnel that they should not deal in the Company shares during the period commencing one month before half-year and full financial year announcements of the Company's financial statements. In addition the Directors, senior management and senior accounting personnel are discouraged from dealing in the Company's securities on short-term considerations. The internal Company Secretary also reminds the offence of insider trading under the Securities and Futures Act for the directors and employees to deal in the Company's shares when they are in possession of unpublished material price-sensitive information in relation to the Company's shares.

The Directors have complied with Rule 1207(19) of the SGX-ST's Listing Manual with regard to dealing in the Company's shares.

There is no material contract of the Company and its subsidiaries involving the interests of the chief executive officer, each director or controlling shareholder for the financial year ended 31 December 2018. [SGX-ST Listing Rule 1207(8)]

On behalf of the Board,



Tien Sing Cheong  
Director



Tan Ka Huat  
Director

Singapore  
18 March 2019

## RISK IDENTIFICATION, MANAGEMENT POLICIES AND PROCESSES

Operating and business risks and associated management responses and policies may be summarised as follows:

(i) **Customers**

Today, the Group has more than 80 customers, of which the top 5 customers account for 51% of FY 2018 revenue.

Over the years, the Group has increased its customer base and decreased dependency on any one customer account.

(ii) **Availability and pricing of components**

We procure components needed in manufacturing for our customers. Some of these customers' components are available only from a single supply source. In the event that such suppliers are unable to supply the customised components, we may not be able to develop an alternative source of supply in a timely manner. This will delay our production and delivery to customers and have a material adverse impact on our financial results.

Furthermore, the price of electronic components will increase during periods of shortage. Any significant increase in such purchase price, which cannot be absorbed by the customers, will have a material adverse effect on the financial results.

Working with the customers to accept alternate suppliers is an on-going effort.

(iii) **Currency exchange**

Our sales revenue is denominated mainly in US dollars. Our purchases of components are denominated in US dollars. The percentages of our sales and expenses denominated in foreign currencies in FY 2018 are set out as follows:

	US Dollar
Sales in US dollars as a percentage of total revenue	95%
Purchases in US dollars and Euros as a percentage of total costs	61%

Given that the Singapore dollar is our functional currency, we have net exposures in US dollar receivables. Therefore, depreciation in the US dollar relative to the Singapore dollar will have an unfavourable effect on our financial results.

We will continue to monitor our foreign exchange exposure and are using hedging instruments to manage our foreign exchange risk on an ongoing basis.

(iv) **Industry competition**

We continue to focus on the high mix / low-to-moderate volume segment of the PCBA, Box-Build and equipment manufacturing. We are not in any position to prevent competitors from entering into the market.

(v) **Dependence on key management personnel**

The success of the Group depends on the continued services of our key management personnel.

The Group encourages succession planning to ensure that there is timely backup.

On behalf of the Board,



Tien Sing Cheong  
Director

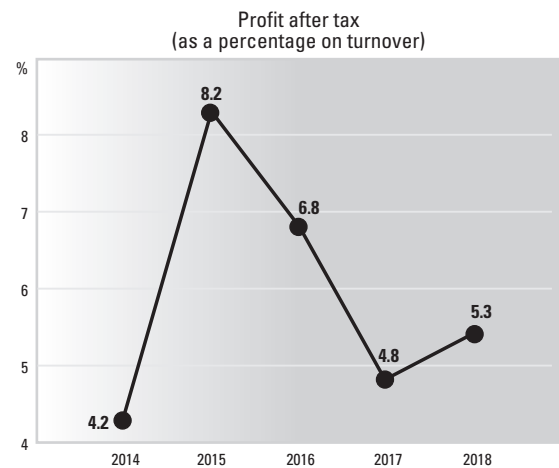
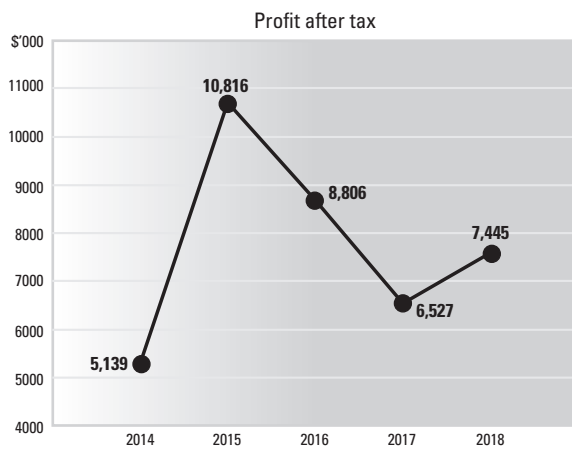
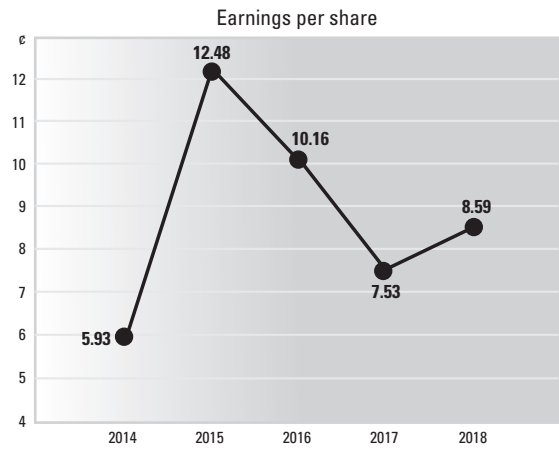
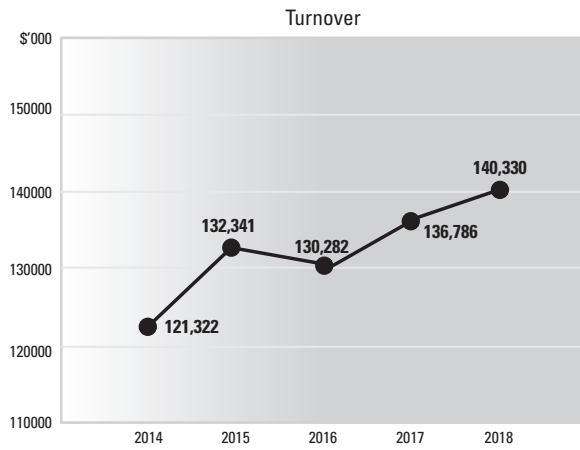


Tan Ka Huat  
Director

Singapore  
18 March 2019

## FINANCIAL HIGHLIGHTS

### 5-YEAR PERFORMANCE OF THE GROUP



## Directors' Statement and Audited Financial Statements

31 December 2018

# CEI Limited and Subsidiary Companies

(Formerly known as CEI Contract Manufacturing Limited)

### Directors

Tien Sing Cheong (Executive Chairman)  
Tan Ka Huat (Managing Director)  
Tan Bien Chuan  
Gan Chee Yen  
Tang Martin Yue Nien  
Colin Ng Teck Sim  
Wang Ya Lun Allen (Alternate Director to Gan Chee Yen)

### Company Secretaries

Teo Soon Hock  
Ngiam May Ling

### Registered Office

Address: No. 2 Ang Mo Kio Avenue 12 Singapore 569707  
Telephone: (65) 6481 1882  
Fax: (65) 6578 9755  
Email: companysecretary@cei.com.sg

### Bankers

DBS Bank Ltd  
The Hongkong and Shanghai Banking Corporation Limited

### Share Registrar

Boardroom Corporate and Advisory Services Pte Ltd  
50 Raffles Place #32-01  
Singapore Land Tower  
Singapore 048623

### Auditor

Ernst & Young LLP  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583  
Partner-in-charge (appointed in Financial Year 2016): Alvin Phua Chun Yen

Index	Page
Directors' Statement	35
Independent Auditor's Report	38
Consolidated Statement of Comprehensive Income	41
Balance Sheets	42
Statements of Changes in Equity	43
Consolidated Cash Flow Statement	44
Notes to the Financial Statements	45

## Directors' Statement

The directors wish to present their statement to the members together with the audited consolidated financial statements of CEI Limited (the "Company") and its subsidiary companies (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2018.

### Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the balance sheets and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2018 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; 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.

### Directors

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

Tien Sing Cheong	(Executive Chairman)
Tan Ka Huat	(Managing Director)
Tan Bien Chuan	
Gan Chee Yen	
Tang Martin Yue Nien	
Colin Ng Teck Sim	
Wang Ya Lun Allen	(Alternate Director to Mr. Gan Chee Yen)

In accordance with Article 107 of the Company's Articles of Associations, Dr. Tang Martin Yue Nien and Mr. Colin Ng Teck Sim will retire and, being eligible, offer themselves for re-election.

### Arrangements to enable directors to acquire shares and debentures

Except as described under "Directors' interest in shares and debentures", neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

### Directors' interest in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares and share options of the Company as stated below:

Name of director	Direct interest	
	At beginning of the year	At end of the year
<b>The Company</b>		
<b>Ordinary shares</b>		
Tien Sing Cheong	8,671,900	8,671,900
Tan Ka Huat	4,013,340	4,013,340
Tan Bien Chuan	469,700	469,700
Gan Chee Yen	344,300	344,300
Tang Martin Yue Nien	399,700	399,700
Colin Ng Teck Sim	157,000	157,000

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2019.

## Directors' Statement

By virtue of Section 7 of the Companies Act, Chapter 50, Mr. Tien Sing Cheong and Mr. Tan Ka Huat are deemed to have interests in shares of the subsidiaries of the Company, all of which are wholly-owned.

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

### Options

During the financial year:

- (a) No options have been granted by the Company to any person to take up unissued shares in the Company, and
- (b) No shares have been issued by virtue of any exercise of option to take up unissued shares of the Company.

### Audit Committee

The Audit Committee (the "AC") comprises four members, all of whom are non-executive directors. The majority of the members, including the Chairman, are independent. The members of the AC in office at the date of this report are:

Tan Bien Chuan	(Chairman and Lead Independent Director)
Tang Martin Yue Nien	(Independent Director)
Colin Ng Teck Sim	(Independent Director)
Gan Chee Yen	(Non-Executive Director)

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

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditors' evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the external and internal auditors;
- Reviewed the half yearly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before submission to the board of directors;
- Reviewed the effectiveness of the Group and the Company's material internal controls, including financial, operational, compliance and information technology controls via reviews carried out by the internal auditors;
- Met with the external auditor, other committees and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- Reviewed the cost effectiveness and independence and objectivity of the external auditor;
- Reviewed the nature and extent of non-audit services provided by the external auditor;
- Recommended to the board of directors the external auditors to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit;
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate; and
- Reviewed interested persons transactions in accordance with the requirements of the Singapore Exchange Trading Limited's Listing Manual.

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

## Directors' Statement

### Audit Committee (cont'd)

The AC convened three meetings during the year with full attendance from all members. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further information regarding the AC is disclosed in the Report on Corporate Governance.

### Auditor

Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the Board of Directors,



Tien Sing Cheong  
Director



Tan Ka Huat  
Director

Singapore  
18 March 2019

**Independent Auditor's Report**  
**For the financial year ended 31 December 2018**

**Independent Auditor's Report to the Members of CEI Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the financial statements of CEI Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2018, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2018 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

**Basis for opinion**

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

**1. Allowance for excess inventories**

The Group is in the business of contract manufacturing of high-mix low-volume printed circuit board assembly, boxbuild assembly, cable harness assembly and system assembly, and, design and manufacturing of equipment for semiconductor industry.

As at 31 December 2018, the total raw materials amounted to \$27 million. Due to the nature of the Group's business, there may be situations of excess inventories that may not have future use as at 31 December 2018. As disclosed in Note 3.1 (b), the management determines excess inventories based on an estimation of raw materials that will be required in the future to fulfil customers' orders. Management then estimates the necessary amount of allowance to write down the value of those inventories that have no expected future usage at that date.

We focused on this area because the gross inventory is material to the financial statements and there is uncertainty in the estimation of future consumption of those excess inventories.

We evaluated the reasonableness of the allowance for excess inventory determined by the management by understanding how the management forecasts their future raw materials usage. We have also checked the reliability of those reports that the management used in determining forecasted material usage, which are based on committed or confirmed customers' orders. We then compared the raw materials on hand against the forecasted material usage and assessed the amount of the inventories that may require write-down. Further, we assessed the adequacy of the disclosures related to inventories in Note 12 to the consolidated financial statements.



**Independent Auditor's Report  
For the financial year ended 31 December 2018**

**Independent Auditor's Report to the Members of CEI Limited (cont'd)**

**Key audit matters (cont'd)**

**2. Impairment assessment on goodwill**

As at 31 December 2018, the goodwill is carried at \$1.1 million which represents 17% of the Group's total non-current assets. The goodwill arose from the business combination in 2008 and was allocated to the Group's Singapore-Batam cash-generating unit (CGU). The recoverable amount of this CGU is determined based on the cash flows projections of the business. The annual impairment test involved management exercising significant judgement and making assumptions about future market and economic conditions.

We considered the robustness of management's budgeting process by comparing the actual financials against previous forecast and projections. We assessed and tested the reasonableness of those key assumptions used in the impairment assessment which includes revenue, gross margin and other assumptions used in the projections. We also involved our internal valuation specialist to assist us in reviewing the reasonableness of the long term growth rate and discount rate used in computing the recoverable amount. We have also performed sensitivity analysis on reasonable changes in these key assumptions to changes in the recoverable amount of the CGU. Further, we reviewed on the adequacy of the Group's disclosures in Note 9 to the consolidated financial statements about those assumptions to which the outcome of the impairment test is most sensitive to, that is, those that have the most significant effect on the determination of the recoverable amount of goodwill.

**Other information other than the financial statements and auditor's report thereon**

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

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

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

**Responsibilities of management and directors for the financial statements**

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

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

The 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.

**Independent Auditor's Report  
For the financial year ended 31 December 2018**

**Independent Auditor's Report to the Members of CEI Limited (cont'd)**

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

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

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

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

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

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

**Report on other legal and regulatory requirements**

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

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



Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
18 March 2019

**Consolidated Statement of Comprehensive Income  
For the year ended 31 December 2018**

	Note	Group 2018 \$'000	2017 \$'000
<b>Revenue</b>	4	140,330	136,786
Cost of sales		(107,810)	(105,182)
<hr/>			
Gross profit		32,520	31,604
Other income		1	3
General and administrative costs		(18,779)	(19,078)
Selling and distribution costs		(4,535)	(4,686)
Finance costs		(103)	(34)
Share of results of an associated company		–	83
<hr/>			
<b>Profit before taxation</b>	5	9,104	7,892
Taxation	6	(1,659)	(1,365)
<hr/>			
<b>Profit after taxation</b>		7,445	6,527
<b>Other comprehensive income - net of tax</b>			
Foreign currency translation		25	54
<hr/>			
<b>Total comprehensive income for the financial year attributable to owners of the Company</b>		<b>7,470</b>	<b>6,581</b>
<hr/>			
<b>Earnings per share</b>			
Basic	7	8.59 cents	7.53 cents
<hr/>			
Diluted	7	8.59 cents	7.53 cents
<hr/>			

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

**Balance Sheets**  
**As at 31 December 2018**

	Note	Group			Company		
		31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
<b>ASSETS</b>							
<b>Non-current assets</b>							
Property, plant and equipment	8	3,257	4,803	5,591	1,817	2,289	2,024
Goodwill	9	1,063	1,063	1,063	1,063	1,063	1,063
Investments in subsidiaries	10	–	–	–	5,107	5,107	3,919
Investments in an associated company	11	1,082	1,339	1,301	582	582	482
Deferred tax assets	6	863	840	774	203	209	214
		6,265	8,045	8,729	8,772	9,250	7,702
<b>Current assets</b>							
Inventories	12	33,785	25,062	20,626	32,292	24,915	20,499
Trade receivables	13	26,977	27,958	25,972	26,537	27,804	25,891
Other receivables	14	309	434	189	202	323	77
Prepayments and advances to suppliers		598	362	663	389	206	497
Amounts due from a subsidiary company	15	–	–	–	1,378	337	1,473
Cash and cash equivalents	16	3,355	3,044	11,698	3,105	2,419	10,962
		65,024	56,860	59,148	63,903	56,004	59,399
<b>Total assets</b>		<b>71,289</b>	<b>64,905</b>	<b>67,877</b>	<b>72,675</b>	<b>65,254</b>	<b>67,101</b>
<b>EQUITY AND LIABILITIES</b>							
<b>Current liabilities</b>							
Trade payables and accruals	17	19,214	20,395	20,331	17,921	19,324	19,400
Amounts due to subsidiary companies	15	–	–	–	4,813	3,636	2,906
Bank borrowings	18	7,519	2,001	2,501	7,519	2,001	2,501
Provision for taxation		2,094	1,556	1,658	1,946	1,371	1,473
Contract liability	4	2,063	1,796	2,076	2,063	1,796	2,076
Other liability	19	–	–	817	–	–	817
		30,890	25,748	27,383	34,262	28,128	29,173
<b>Net current assets</b>		<b>34,134</b>	<b>31,112</b>	<b>31,765</b>	<b>29,641</b>	<b>27,876</b>	<b>30,226</b>
<b>Non-current liability</b>							
Defined benefit obligations	20	645	423	330	–	–	–
<b>Total liabilities</b>		<b>31,535</b>	<b>26,171</b>	<b>27,713</b>	<b>34,262</b>	<b>28,128</b>	<b>29,173</b>
<b>Net assets</b>		<b>39,754</b>	<b>38,734</b>	<b>40,164</b>	<b>38,413</b>	<b>37,126</b>	<b>37,928</b>
<b>Equity attributable to owners of the Company</b>							
Share capital	21	23,897	23,897	23,897	23,897	23,897	23,897
Treasury shares	21	(837)	(837)	(837)	(837)	(837)	(837)
Retained earnings		16,615	15,620	17,104	15,353	14,066	14,868
Foreign currency translation reserve		79	54	–	–	–	–
<b>Total equity</b>		<b>39,754</b>	<b>38,734</b>	<b>40,164</b>	<b>38,413</b>	<b>37,126</b>	<b>37,928</b>
<b>Total equity and liabilities</b>		<b>71,289</b>	<b>64,905</b>	<b>67,877</b>	<b>72,675</b>	<b>65,254</b>	<b>67,101</b>

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

**Statements of Changes in Equity**  
**For the year ended 31 December 2018**

Group	Share capital (Note 21) \$'000	Treasury shares (Note 21) \$'000	Retained earnings \$'000	Foreign currency translation reserve \$'000	Total equity \$'000
<b>2018</b>					
Opening balance at 1 January 2018 (FRS framework)	23,897	(837)	15,943	(269)	38,734
Effects of adoption of SFRS(I)	–	–	(323)	323	–
Opening balance at 1 January 2018 (SFRS (I))	23,897	(837)	15,620	54	38,734
Profit for the financial year	–	–	7,445	–	7,445
Other comprehensive income for the financial year	–	–	–	25	25
Total comprehensive income for the financial year	–	–	7,445	25	7,470
<u>Contributions by and distributions to owners</u>					
Dividends on ordinary shares (Note 22)	–	–	(6,450)	–	(6,450)
Closing balance at 31 December 2018	23,897	(837)	16,615	79	39,754
<b>2017</b>					
Opening balance at 1 January 2017 (FRS framework)	23,897	(837)	17,427	(323)	40,164
Effects of adoption of SFRS(I)	–	–	(323)	323	–
Opening balance at 1 January 2017 (SFRS (I))	23,897	(837)	17,104	–	40,164
Profit for the financial year	–	–	6,527	–	6,527
Other comprehensive income for the financial year	–	–	–	54	54
Total comprehensive income for the financial year	–	–	6,527	54	6,581
<u>Contributions by and distributions to owners</u>					
Dividends on ordinary shares (Note 22)	–	–	(8,011)	–	(8,011)
Closing balance at 31 December 2017	23,897	(837)	15,620	54	38,734
<b>Company</b>					
	Share capital (Note 21) \$'000	Treasury shares (Note 21) \$'000	Retained earnings \$'000	Total equity \$'000	
<b>2018</b>					
At 1 January 2018	23,897	(837)	14,066	37,126	
Profit after tax, being the total comprehensive income for the financial year	–	–	7,737	7,737	
<u>Contributions by and distributions to owners</u>					
Dividends on ordinary shares (Note 22)	–	–	(6,450)	(6,450)	
At 31 December 2018	23,897	(837)	15,353	38,413	
<b>2017</b>					
At 1 January 2017	23,897	(837)	14,868	37,928	
Profit after tax, being the total comprehensive income for the financial year	–	–	7,209	7,209	
<u>Contributions by and distributions to owners</u>					
Dividends on ordinary shares (Note 22)	–	–	(8,011)	(8,011)	
At 31 December 2017	23,897	(837)	14,066	37,126	

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

**Consolidated Cash Flow Statement  
For the year ended 31 December 2018**

	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Cash flows from operating activities</b>		
Profit before taxation	9,104	7,892
Adjustments for:		
Depreciation of property, plant and equipment	1,839	2,059
Interest income	(1)	(3)
Interest expense	103	34
Impairment loss of receivables	55	–
Reversal of allowance for impairment loss of investment in an associate	–	100
Fair value gain on forward contracts	(59)	(958)
Unrealised exchange loss	25	1,278
Reversal of write-down of inventories	(342)	(220)
Provision for defined benefit obligations	222	93
Share of results of an associated company	–	(83)
<b>Operating cash flows before changes in working capital</b>	<b>10,946</b>	<b>10,192</b>
Decrease/(increase) in receivables and prepayments	849	(3,066)
Increase in inventories	(8,380)	(4,217)
Decrease in creditors	(913)	(329)
<b>Cash flows from operations</b>	<b>2,502</b>	<b>2,580</b>
Interest received	1	3
Income tax paid	(1,145)	(1,533)
Interest paid	(86)	(34)
<b>Net cash flows from operating activities</b>	<b>1,272</b>	<b>1,016</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(293)	(1,358)
Dividend received from an associated company	257	145
<b>Net cash flows used in investing activities</b>	<b>(36)</b>	<b>(1,213)</b>
<b>Cash flows from financing activities</b>		
Dividends paid	(6,450)	(8,011)
Proceeds from loans and borrowings	6,000	–
Repayments of loans and borrowings	(500)	(500)
<b>Net cash flows used in financing activities</b>	<b>(950)</b>	<b>(8,511)</b>
Net increase/(decrease) in cash and cash equivalents	286	(8,708)
Effect of exchange rate changes on cash and cash equivalents	25	54
Cash and cash equivalents at beginning of the year	3,044	11,698
<b>Cash and cash equivalents at end of the year (Note 16)</b>	<b>3,355</b>	<b>3,044</b>

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

## **Notes to the Financial Statements**

### **For the financial year ended 31 December 2018**

#### **1. Corporate information**

CEI Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited.

The registered office and principal place of business of the Company is located at 2 Ang Mo Kio Avenue 12, Singapore 569707.

The principal activities of the Company are those of contract manufacturing and design and manufacture of proprietary equipment. Contract manufacturing services include (a) assemblies of printed circuit board, box-build, prototype and equipment, and (b) value add engineering works such as circuit layout and functional design. The Company also designs and manufactures its own brand of proprietary equipment for the semiconductor industry. The principal activities of the subsidiary and associated companies are set out in Note 10 and 11 to the financial statements.

There have been no significant changes in the nature of these activities during the year.

#### **2. Summary of significant accounting policies**

##### **2.1 Basis of preparation**

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

For all periods up to and including the year ended 31 December 2017, the Group prepared its financial statements in accordance with Financial Reporting Standards in Singapore (FRS). These financial statements for the year ended 31 December 2018 are the first the Group has prepared in accordance with SFRS (I). Refer to Note 2.2 for information on how the Group adopted SFRS (I).

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

The financial statements are presented in Singapore Dollars ("SGD" or "\$") to the nearest thousand (\$'000), unless otherwise indicated.

##### **2.2 First-time adoption of Singapore Financial Reporting Standards (International) (SFRS (I))**

These financial statements for the year ended 31 December 2018 are the first the Group and the Company have prepared in accordance with SFRS (I). Accordingly, the Group and the Company have prepared financial statements that comply with SFRS (I) applicable as at 31 December 2018, together with the comparative period data for the year ended 31 December 2017, as described in the summary of significant accounting policies. On preparing the financial statements, the Group's and the Company's opening balance sheets were prepared as at 1 January 2017, the Group and the Company's date of transition to SFRS (I).

The principal adjustment made by the Group and the Company on adoption of SFRS(I) and the adoption of the new standards that are effective on 1 January 2018 are disclosed below.

###### Exemption applied on adoption of SFRS(I)

SFRS(I) allows first-time adopters exemptions from the retrospective application of certain requirements under SFRS(I). The Group has elected for the optional exemption for the cumulative currency translation differences for the foreign operations to be deemed zero at the date of transition, 1 January 2017. As a result, the cumulative currency translation differences of \$323,000 were reclassified from foreign currency translation reserve to retained earnings as at 1 January 2017 for the Group.

###### New accounting standards effective 1 January 2018

The accounting policies adopted are consistent with those previously applied under FRS except that in the current financial year, the Group and the company has adopted all the SFRS(I) which are effective for annual periods on or after 1 January 2018.

The following is the reconciliation of the impact arising from first-time adoption of SFRS (I) including application of the new accounting standards on 1 January 2017 to the balance sheet of the Group.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**2. Summary of significant accounting policies (cont'd)**

**2.2 First-time adoption of Singapore Financial Reporting Standards (International) (SFRS (I)) (cont'd)**

	1.1.2017 (FRS) \$'000	Group SFRS (I) adjustments \$'000	1.1.2017 (SFRS (I)) \$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5,591	–	5,591
Goodwill	1,063	–	1,063
Investments in an associated company	1,301	–	1,301
Deferred tax assets	774	–	774
	<b>8,729</b>	<b>–</b>	<b>8,729</b>
<b>Current assets</b>			
Inventories	20,626	–	20,626
Trade receivables	25,972	–	25,972
Other receivables	189	–	189
Prepayments and advances to suppliers	663	–	663
Cash and cash equivalents	11,698	–	11,698
	<b>59,148</b>	<b>–</b>	<b>59,148</b>
<b>Total assets</b>	<b>67,877</b>	<b>–</b>	<b>67,877</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Current liabilities</b>			
Trade payables and accruals	20,331	–	20,331
Bank borrowings	2,501	–	2,501
Provision for taxation	1,658	–	1,658
Advance billings to customers	1,036	(1,036)**	–
Contract liability	–	2,076**	2,076
Other liabilities	1,857	(1,040)**	817
	<b>27,383</b>	<b>–</b>	<b>27,383</b>
<b>Net current assets</b>	<b>31,765</b>	<b>–</b>	<b>31,765</b>
<b>Non-current liability</b>			
Defined benefit obligations	330	–	330
<b>Total liabilities</b>	<b>27,713</b>	<b>–</b>	<b>27,713</b>
<b>Net assets</b>	<b>40,164</b>	<b>–</b>	<b>40,164</b>
<b>Equity attributable to owners of the Company</b>			
Share capital	23,897	–	23,897
Treasury shares	(837)	–	(837)
Retained earnings	17,427	(323)*	17,104
Foreign currency translation reserve	(323)	323*	–
<b>Total equity</b>	<b>40,164</b>	<b>–</b>	<b>40,164</b>
<b>Total equity and liabilities</b>	<b>67,877</b>	<b>–</b>	<b>67,877</b>

\*SFRS (I) 1 adjustment

\*\*SFRS (I) 15 adjustment



**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**2. Summary of significant accounting policies (cont'd)**

**2.2 First-time adoption of Singapore Financial Reporting Standards (International) (SFRS (I)) (cont'd)**

The following is the reconciliation of the impact arising from first-time adoption of SFRS (I) including application of the new accounting standards on 31 December 2017 and 1 January 2018 to the balance sheet of the Group.

	31.12.2017 (FRS) \$'000	Group SFRS (I) adjustments \$'000	31.12.2017 (SFRS (I)) \$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4,803	–	4,803
Goodwill	1,063	–	1,063
Investments in an associated company	1,339	–	1,339
Deferred tax assets	840	–	840
	8,045	–	8,045
<b>Current assets</b>			
Inventories	25,062	–	25,062
Trade receivables	27,958	–	27,958
Other receivables	434	–	434
Prepayments and advances to suppliers	362	–	362
Cash and cash equivalents	3,044	–	3,044
	56,860	–	56,860
<b>Total assets</b>	64,905	–	64,905
<b>EQUITY AND LIABILITIES</b>			
<b>Current liabilities</b>			
Trade payables and accruals	20,395	–	20,395
Bank borrowings	2,001	–	2,001
Provision for taxation	1,556	–	1,556
Advance billings to customers	951	(951) **	–
Other liabilities	845	(845)**	–
Contract liability	–	1,796**	1,796
	25,748	–	25,748
<b>Net current assets</b>	31,112	–	31,112
<b>Non-current liability</b>			
Defined benefit obligations	423	–	423
<b>Total liabilities</b>	26,171	–	26,171
<b>Net assets</b>	38,734	–	38,734
<b>Equity attributable to owners of the Company</b>			
Share capital	23,897	–	23,897
Treasury shares	(837)	–	(837)
Retained earnings	15,943	(323)*	15,620
Foreign currency translation reserve	(269)	323*	54
<b>Total equity</b>	38,734	–	38,734
<b>Total equity and liabilities</b>	64,905	–	64,905

\*SFRS (I) 1 adjustment

\*\*SFRS (I) 15 adjustment

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**2. Summary of significant accounting policies (cont'd)**

**2.3 Standards issued but not yet effective**

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

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
SFRS(I) 16 <i>Leases</i>	1 January 2019
SFRS(I) INT 23 <i>Uncertainty over Income Tax Treatments</i>	1 January 2019
Amendments to SFRS(I) 9 <i>Prepayment Features with Negative Compensation</i>	1 January 2019
Amendments to SFRS(I) 1-28 <i>Long-term Interests in Associates and Joint Ventures</i>	1 January 2019
Annual Improvements to SFRS(I)s 2015-2017 Cycle	1 January 2019
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

Except for SFRS(I) 16, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the year of initial application. The nature of the impending changes in accounting policy on adoption of SFRS(I) 16 are described below.

SFRS(I) 16 *Leases*

SFRS(I) 16 requires lessees to recognise most leases on balance sheets. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases.

SFRS(I) 16 is effective for annual periods beginning on or after 1 January 2019. At commencement date of a lease, a lessee will recognise a liability to make a lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

The Group plans to adopt SFRS(I) 16 retrospectively with the cumulative effect of initially applying the standard as an adjustment to the opening retained earnings at the date of initial application, 1 January 2019.

On the adoption of SFRS(I) 16, the Group expects to choose to measure the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before 1 January 2019.

In addition, the Group plans to elect the following practical expedients:

- not to reassess whether a contract is, or contains a lease at the date of initial application and to apply SFRS(I) 16 to all contracts that were previously identified as leases
- to apply the exemption not to recognise right-of-use asset and lease liabilities to leases for which the lease term ends within 12 months as of 1 January 2019
- to apply a single discount rate to a portfolio of leases with reasonably similar characteristics

The Group has performed a preliminary impact assessment based on currently available information, and the assessment may be subject to changes arising from ongoing analysis until the Group adopts SFRS(I) 16 in 2019.

On the adoption of SFRS(I) 16, the Group expects to recognise right-of-use assets and lease liabilities as at 1 January 2019 which was previously classified as operating leases.

## Notes to the Financial Statements For the financial year ended 31 December 2018

### 2. Summary of significant accounting policies (cont'd)

#### 2.4 Basis of consolidation and business combination

##### (a) Basis of consolidation

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

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

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

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

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

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

##### (b) Business combinations and goodwill

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

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

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. The accounting policy for goodwill is set out in Note 2.7. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

#### 2.5 Functional and foreign currency

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

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**2. Summary of significant accounting policies (cont'd)**

**2.5 Functional and foreign currency (cont'd)**

**(a) Foreign currency transactions**

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in the profit or loss.

**(b) Consolidated financial statements**

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

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

**2.6 Property, plant and equipment**

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.16. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

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

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Leasehold land	- Over the remaining lease period
Leasehold buildings	- Shorter of lease period or 25 years
Plant and machinery	- 3 - 5 years
Motor vehicles	- 5 - 6 years
Office furniture, fittings and equipment	- 5 years
Computer equipment	- 2 years
Renovation	- 5 years

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

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

## Notes to the Financial Statements

### For the financial year ended 31 December 2018

#### 2. Summary of significant accounting policies (cont'd)

##### 2.6 *Property, plant and equipment (cont'd)*

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

##### 2.7 *Goodwill*

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating unit to which goodwill has been allocated are tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit or group of cash-generating units to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

##### 2.8 *Impairment of non-financial assets*

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

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

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

## Notes to the Financial Statements For the financial year ended 31 December 2018

### 2. Summary of significant accounting policies (cont'd)

#### 2.9 *Subsidiary companies*

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

In the Company's separate financial statements, investments in subsidiary companies are accounted for at cost less any impairment losses.

#### 2.10 *Associated companies*

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

The Group account for its investments in associates using the equity method from the date on which it becomes an associate.

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

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

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

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

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

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the aggregate of the retained investment and proceeds from disposal is recognised in profit or loss.

If the Group's ownership interest in an associate is reduced, but the Group continues to apply the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

In the Company's separate financial statements, investments in associated company is accounted for at cost less any impairment losses.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**2. Summary of significant accounting policies (cont'd)**

**2.11 Financial instruments**

**(a) Financial assets**

**Initial recognition and measurement**

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

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

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

**Subsequent measurement**

Investments in debt instruments

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

**De-recognition**

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

**(b) Financial liabilities**

**Initial recognition and measurement**

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

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

**Subsequent measurement**

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

## Notes to the Financial Statements For the financial year ended 31 December 2018

### 2. Summary of significant accounting policies (cont'd)

#### 2.11 Financial instruments (cont'd)

##### (b) Financial liabilities (cont'd)

###### De-recognition

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

##### (c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### 2.12 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

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

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

#### 2.13 Cash and cash equivalents

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

#### 2.14 Inventories

Inventories are stated at the lower of costs (determined principally on standard costs which approximate the actual costs) and net realisable value.

Cost of finished goods and work-in-progress include cost of direct materials, labour and an appropriate portion of fixed and variable factory overheads.

When necessary, allowance is provided for excess, damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

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



## Notes to the Financial Statements For the financial year ended 31 December 2018

### 2. Summary of significant accounting policies (cont'd)

#### 2.15 Provisions

##### *General*

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

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

#### 2.16 Borrowing costs

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

#### 2.17 Employee benefits

##### (a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

##### (b) *Employee leave entitlement plans*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave is expected to be settled wholly before twelve months after the reporting period is recognised for services rendered by employees up to the end of the reporting period. The net total of service costs, net interest or the liability and remeasurement of the liability are recognised in profit or loss.

##### (c) *Defined benefit plan*

The net defined benefit liability is the aggregate of the present value of the defined benefit obligation (derived using a discount rate based on high quality corporate bonds) at the end of the reporting period. The Group has no plan assets.

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability
- Remeasurements of net defined benefit liability

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability is the change during the period in the net defined benefit liability that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognised as expense or income in profit or loss.

## Notes to the Financial Statements

### For the financial year ended 31 December 2018

#### 2. Summary of significant accounting policies (cont'd)

##### 2.17 Employee benefits (cont'd)

###### (c) Defined benefit plan (cont'd)

Remeasurements comprising actuarial gains and losses, (excluding net interest on defined benefit liability) are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in retained earnings within equity and are not reclassified to profit or loss in subsequent periods.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognised as a separate asset at fair value when and only when reimbursement is virtually certain.

##### 2.18 Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

###### As lessee

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

##### 2.19 Revenue

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

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

###### (a) Sales of goods

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied.

The amount of revenue recognised is based on the transaction price, which comprises the contractual price, net of the discounts. Based on the Group's experience with similar types of contracts, there are no significant variable considerations.

###### (b) Interest income

Interest income is recognised using the effective interest method.

##### 2.20 Taxes

###### (a) Current income tax

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

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

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**2. Summary of significant accounting policies (cont'd)**

**2.20 Taxes (cont'd)**

**(b) Deferred tax**

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

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

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

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

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

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

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

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

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

**(c) Sales tax**

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

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

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

## Notes to the Financial Statements For the financial year ended 31 December 2018

### 2. Summary of significant accounting policies (cont'd)

#### 2.21 Share capital and share issuance expenses

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

#### 2.22 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Treasury shares do not carry voting rights and no dividends are allocated to them respectively.

#### 2.23 Contingencies

A contingent liability is:

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

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

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

### 3. Significant accounting estimates and judgements

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

#### 3.1 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements was prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

##### (a) Impairment of goodwill

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

## Notes to the Financial Statements

### For the financial year ended 31 December 2018

#### 3. Significant accounting estimates and judgements (cont'd)

##### 3.1 Key sources of estimation uncertainty (cont'd)

###### (a) Impairment of goodwill (cont'd)

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details of the key assumptions applied in the impairment assessment of goodwill as well as a sensitivity analysis are set out in Note 9. The carrying amount of goodwill as at 31 December 2018 is \$1,063,000 (2017: \$1,063,000).

###### (b) Inventory obsolescence and decline in net realisable value

An impairment review is made periodically on inventory for excess inventory, obsolescence and declines in net realisable value below cost and an allowance is recorded against the inventory balance for any such declines. These reviews require management to estimate future demand for the products. Possible changes in these estimates could result in revisions to the valuation of inventory. The carrying amounts are disclosed in Note 12 to the financial statements.

##### 3.2 Judgements made in applying accounting policies

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

###### (a) Impairment of investments in subsidiaries

The carrying values of investments in subsidiaries that are effectively quasi-equity loans are reviewed for impairment in accordance with SFRS(I) 1-36 Impairment of Assets. CEI International Investments (Vietnam) Limited recorded profits of \$2,000 in current financial year (2017: Loss of \$579,000). After taking into account the fair value of the property of CEI International Investments (Vietnam) Limited as assessed in Note 8 (a), the recoverable value of its investment in subsidiaries is higher than its carrying value.

No impairment loss were recognised in 2018 and 2017 to write down the carrying value of investment in CEI International Investments Pte Ltd and advances to CEI International Investments (Vietnam) Limited. The carrying value of the investments in subsidiaries is approximately \$2,107,000 (2017: \$2,107,000).

###### (b) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

Management assessed that Singapore Dollar is the Company's functional currency as it is the currency used to determine the selling price of products quoted to its customers in US Dollar. In addition, part of the material costs, major part of the salaries and expenses, and all of the financing activities were also in Singapore Dollar. While there may be some mixed indicators, it is the opinion of the management that Singapore Dollar is the dominant currency and therefore the functional currency of the Company.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**4. Revenue**

**(a) Disaggregation of revenue**

	<b>Group</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>By geography (segment)</b>		
Asia Pacific	64,025	62,468
USA	25,210	25,075
Europe	51,095	49,243
<b>Total sale of goods recognised at a point in time</b>	<b>140,330</b>	<b>136,786</b>

**(b) Contract liability**

	<b>31.12.2018</b>	<b>Group</b>	<b>1.1.2017</b>
	<b>\$'000</b>	<b>31.12.2017</b>	<b>\$'000</b>
		<b>\$'000</b>	<b>\$'000</b>
Receivables from contracts with customers (Note 13)	26,977	27,958	25,972
Contract liability	2,063	1,796	2,076

The Group has no contract assets or goods already delivered but not billed.

Contract liability primarily relates to the Group's obligation to transfer goods or services to customers for which the Group has received advances received from customers for sale of goods.

Contract liability is recognized as revenue as the Group performs under the contract.

Below is the significant changes in the contract liability:

	<b>Group</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Revenue recognised that was included in the contract liability balance at the beginning of the year	877	541

**5. Profit before taxation**

This is stated after charging/(crediting) the following:

	<b>Group</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Audit fees paid to:		
- Auditor of the Company	150	134
- Other auditors	12	23
Non audit fees paid to		
- Auditors of the Company	22	19
Depreciation of property, plant and equipment	1,839	2,059
Reversal of write-down of inventories	(342)	(220)
Interest income on fixed deposits	(1)	(3)
Foreign exchange loss	168	1,651
Operating lease expenses	549	490
Staff costs:		
- Central Provident Fund contributions	1,920	2,078
- Salaries, wages, bonuses and other costs	17,093	16,643
Fair value loss/(gain) on derivatives	127	(958)
Finance costs on bank borrowings	103	34

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**6. Taxation**

**(a) Major components of income tax expense**

The major components of income tax expense for the years ended 31 December 2018 and 2017 are:

	2018 \$'000	Group 2017 \$'000
<b>Consolidated income statement</b>		
Current income tax:		
Current income tax	(1,712)	(1,529)
Tax credits recognised	24	98
Over-provision in respect of previous years	6	–
	(1,682)	(1,431)
Deferred income tax:		
Origination and reversal of temporary differences	23	66
Income tax expense recognised in profit or loss	(1,659)	(1,365)

**(b) Relationship between tax expense and accounting profit**

A reconciliation between the tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2018 and 2017 is as follows:

	2018 \$'000	Group 2017 \$'000
Profit before taxation	9,104	7,892
Income tax at statutory tax rate of 17% (2017: 17%)	(1,548)	(1,342)
Adjustments:		
Non-deductible expenses	(251)	(216)
Income not subject to taxation	44	25
Effect of partial tax exemption and tax relief	66	70
Tax credits	24	98
Over-provision in respect of previous years	6	–
	(1,659)	(1,365)

The above reconciliation is prepared by aggregating separate reconciliation for each national jurisdiction.

The Group has tax losses of approximately \$1,287,000 (2017: \$1,672,000) attributable to the subsidiary company in Vietnam, which are available for offset against future profits of the subsidiary company arising within 5 years from the year the losses were incurred. No deferred tax asset is recognised due to uncertainty of recovery. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation in Vietnam.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**6. Taxation (cont'd)**

**(c) Deferred income tax**

Deferred income tax as at 31 December 2018 and 2017 relates to the following:

	Group			Company		
	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
<b>Deferred tax assets/(liability)</b>						
Provision for excess inventories	34	92	130	34	92	130
Other provisions	529	488	302	241	259	184
Differences in depreciations for tax purposes	315	293	332	(100)	(121)	(61)
Others	(15)	(33)	10	28	(21)	(39)
<b>Net deferred tax assets</b>	<b>863</b>	<b>840</b>	<b>774</b>	<b>203</b>	<b>209</b>	<b>214</b>

**(d) Tax consequences of proposed dividends**

There are no income tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 22).

**7. Earnings per share**

Basic earnings per share is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by dividing profit attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential options into ordinary shares. There has been no share options outstanding in 2018 and 2017.

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	2018 \$'000	2017 \$'000
Profit for the year attributable to ordinary shareholders for basic and diluted earnings per share	7,445	6,527
	<b>2018 No. of Shares</b>	<b>2017 No. of Shares</b>
Weighted average number of ordinary shares for basic earnings per share computation*	86,698,463	86,698,463
Weighted average number of ordinary shares adjusted for the effects of dilution*	86,698,463	86,698,463

\* The weighted average number of shares takes into account the weighted average effect of changes in treasury shares transactions. There has been no treasury shares transaction in 2018 and 2017.



**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**8. Property, plant and equipment**

<b>Group</b>	<b>Leasehold land and buildings \$'000</b>	<b>Plant and machinery \$'000</b>	<b>Motor vehicles \$'000</b>	<b>Office furniture, fitting and equipment \$'000</b>	<b>Computer equipment \$'000</b>	<b>Renovation \$'000</b>	<b>Total \$'000</b>
<b>Cost</b>							
As at 1 January 2017	10,008	16,768	801	1,143	2,049	1,152	31,921
Additions	–	897	82	132	180	67	1,358
Disposal/write-off	–	(707)	(69)	(38)	(80)	(10)	(904)
Exchange differences	(38)	(95)	(3)	–	(5)	–	(141)
<hr/>							
As at 31 December 2017 and 1 January 2018	9,970	16,863	811	1,237	2,144	1,209	32,234
Additions	15	10	–	43	204	21	293
Disposal/write-off	–	(142)	(1)	(19)	(47)	–	(209)
<hr/>							
As at 31 December 2018	9,985	16,731	810	1,261	2,301	1,230	32,318
<b>Accumulated depreciation</b>							
As at 1 January 2017	7,167	14,956	462	812	1,897	1,036	26,330
Depreciation charge for the financial year	656	953	94	146	145	65	2,059
Disposal/write-off	–	(707)	(69)	(36)	(78)	(8)	(898)
Exchange differences	(13)	(44)	–	–	(3)	–	(60)
<hr/>							
As at 31 December 2017 and 1 January 2018	7,810	15,158	487	922	1,961	1,093	27,431
Depreciation charge for the financial year	655	744	89	116	194	41	1,839
Disposal/write-off	–	(141)	(1)	(19)	(48)	–	(209)
<hr/>							
As at 31 December 2018	8,465	15,761	575	1,019	2,107	1,134	29,061
<b>Net carrying amount</b>							
As at 1 January 2017	2,841	1,812	339	331	152	116	5,591
<hr/>							
As at 31 December 2017	2,160	1,705	324	315	183	116	4,803
<hr/>							
As at 31 December 2018	1,520	970	235	242	194	96	3,257
<hr/>							

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**8. Property, plant and equipment (cont'd)**

<b>Company</b>	<b>Leasehold land and buildings \$'000</b>	<b>Plant and machinery \$'000</b>	<b>Motor vehicles \$'000</b>	<b>Office furniture, fitting and equipment \$'000</b>	<b>Computer equipment \$'000</b>	<b>Renovation \$'000</b>	<b>Total \$'000</b>
<b>Cost</b>							
As at 1 January 2017	1,885	3,631	527	996	1,676	1,152	9,867
Additions	–	754	39	110	122	66	1,091
Disposal/write-off	–	(68)	(5)	(31)	(75)	(10)	(189)
<hr/>							
As at 31 December 2017 and 1 January 2018	1,885	4,317	561	1,075	1,723	1,208	10,769
Additions	–	2	–	27	196	21	246
Disposal/write-off	–	(86)	–	(10)	(33)	–	(129)
<hr/>							
As at 31 December 2018	1,885	4,233	561	1,092	1,886	1,229	10,886
<b>Accumulated depreciation</b>							
As at 1 January 2017	949	3,308	311	669	1,570	1,036	7,843
Depreciation charge for the financial year	152	289	64	143	108	65	821
Disposal/write-off	–	(68)	(5)	(30)	(73)	(8)	(184)
<hr/>							
As at 31 December 2017 and 1 January 2018	1,101	3,529	370	782	1,605	1,093	8,480
Depreciation charge for the financial year	152	208	58	115	144	41	718
Disposal/write-off	–	(86)	–	(10)	(33)	–	(129)
<hr/>							
As at 31 December 2018	1,253	3,651	428	887	1,716	1,134	9,069
<b>Net carrying amount</b>							
As at 1 January 2017	936	323	216	327	106	116	2,024
As at 31 December 2017	784	788	191	293	118	115	2,289
As at 31 December 2018	632	582	133	205	170	95	1,817

**(a) Property, plant and equipment held by CEI International Investments (Vietnam) Limited**

CEI International Investments (Vietnam) Limited recorded profits of \$2,000 in current financial year (2017: Loss of \$579,000). The carrying values of property, plant and equipment are reviewed for impairment in accordance with SFRS(I) 1-36 Impairment of Assets.

Based on valuation by independent valuer, Savills Vietnam Co. Ltd, the fair value of the property held by CEI International Investments (Vietnam) Limited is determined to be approximately \$3,273,000 (2017: \$2,479,000) by reference to open market values on an existing use basis. The date of valuation is 7 December 2018 (2017: 6 December 2017). The carrying value of the property, plant and equipment is \$754,000 (2017: \$923,000).

No impairment loss is required as the estimated fair value is in excess of its carrying value.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**8. Property, plant and equipment (cont'd)**

(b) *Details of leasehold land and buildings held through subsidiary companies are as follows:*

Location	Description	Tenure	Land Area (sqm)
Batamindo Industrial Park, Batam, Indonesia	Detached single-storey factory with mezzanine floor	21 April 1998 to 18 December 2039	5,788
Batamindo Industrial Park, Batam, Indonesia	Detached single-storey factory with mezzanine floor	12 November 2008 to 18 December 2039	5,793
Vietnam Singapore Industrial Park, Binh Duong, Vietnam	Detached single-storey factory with mezzanine floor	6 March 2002 to 11 February 2046	5,000
Vietnam Singapore Industrial Park, Binh Duong, Vietnam	Land parcel	7 December 2004 to 11 February 2046	4,500
Ang Mo Kio Industrial Park II, Singapore (this is held by the parent company)	Detached three-storey factory building	1 March 2004 to 28 February 2023 (option to extend till 28 February 2053)	2,617

**9. Goodwill**

	Group			Company		
	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
Goodwill, at cost	3,918	3,918	3,918	3,918	3,918	3,918
Less: Allowance for impairment	(2,855)	(2,855)	(2,855)	(2,855)	(2,855)	(2,855)
	1,063	1,063	1,063	1,063	1,063	1,063

***Impairment testing of goodwill***

The goodwill arose from the business combination in year 2008 and was allocated to the Company's group of cash-generating units. There is no change in the nature and operation of the business.

The recoverable value of the group of cash-generating units has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the Board of Directors covering a five-year period.

***Key assumptions used in the value in use calculations***

The calculations of value in use for the cash generating units are most sensitive to the following assumptions:

*Growth rates* - The management has adopted forecasted sales growth rate of 2% per annum for 2019 and 3% per annum from 2020 to 2023 (2017: 3% per annum from 2018 to 2022) and 2% (2017: 2%) growth rate for the terminal value computation from the 5th year to perpetuity. The forecasts estimated growth rate does not exceed the average long-term growth rate for the relevant market. The forecasted growth rates are based on published industry research and do not exceed the long-term average growth rate for the industries relevant to the cash generating units.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**9. Goodwill (cont'd)**

***Key assumptions used in the value in use calculations (cont'd)***

*Budgeted gross profit margins* - Gross profit margins are based on expected material costs and manufacturing labour and overhead.

The pre-tax discount rate applied to the cash flow projections is 9.5% (2017: 9.5%) per annum. Discount rate represents the current market assessment of the risks specific to the cash-generating units, regarding the time value of money and the risks of the underlying assets which have not been incorporated in the cash flow estimates.

***Sensitivity to changes in assumptions***

There are no reasonably possible changes in the above key assumptions used to determine the cash generating unit's recoverable amount that would cause the cash generating unit's carrying amount to materially exceed its recoverable amount.

***Impairment loss recognised***

No impairment loss in 2018 and 2017 has been recognised in the profit or loss to write-down the carrying amount of the goodwill.

**10. Investments in subsidiaries**

	<b>31.12.2018</b>	<b>Company 31.12.2017</b>	<b>1.1.2017</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Unquoted shares, at cost	5,493	5,493	5,493
Less: Allowance for impairment	(1,574)	(1,574)	(1,574)
	<u>3,919</u>	<u>3,919</u>	<u>3,919</u>
Advances to a subsidiary company	5,121	5,121	3,933
Less: Allowance for impairment	(3,933)	(3,933)	(3,933)
	<u>1,188</u>	<u>1,188</u>	<u>–</u>
	<u><u>5,107</u></u>	<u><u>5,107</u></u>	<u><u>3,919</u></u>

The advances were mainly made to CEI International Investments (Vietnam) Limited. The advances are non-trade related, unsecured, interest-free and repayable only when the cash flows of the subsidiary company permits. The advances are effectively quasi-equity loans to the subsidiary company.

No impairment loss was recognised in 2018 and 2017 in the profit and loss to write down the carrying value of investment in CEI International Investments Pte Ltd and CEI International Investments (Vietnam) Limited.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**10. Investments in subsidiaries (cont'd)**

Details of the subsidiary companies as at 31 December are:

***Subsidiary companies held by the Company***

Name of company (Country of incorporation)	Principal activities (Place of business)	Company Cost			Percentage of equity held		
		31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000	31.12. 2018 %	31.12. 2017 %	1.1. 2017 %
CEI International Investments Pte Ltd <sup>(1)</sup> (Singapore)	Investment holding (Singapore)	2,494	2,494	2,494	100	100	100
PT Surya Teknologi Batam <sup>(2)</sup> (Indonesia)	Printed circuit board assembly and contract manufacturing (Indonesia)	2,999	2,999	2,999	100	100	100
		5,493	5,493	5,493			

***Subsidiary companies held through CEI International Investments Pte Ltd***

Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity held		
		31.12. 2018 %	31.12. 2017 %	1.1. 2017 %
CEI International Investments (VN) Ltd <sup>(3)</sup> (Vietnam)	Printed circuit board assembly and contract manufacturing (Vietnam)	100	100	100
Clean Energy Innovation Pte Ltd <sup>(4)</sup>	Invest in technology, and to manufacture and distribute related products of the investment (Singapore)	100	100	100

<sup>(1)</sup> Audited by Ernst & Young LLP, Singapore.

<sup>(2)</sup> Audited by JAS & Rekan, Drs Sukimto Sjamsuli. Ernst & Young LLP, Singapore audited certain balances for the audit of consolidated financial statements.

<sup>(3)</sup> Audited by Ernst & Young Vietnam Limited.

<sup>(4)</sup> This subsidiary is dormant from the date of incorporation.

**11. Investments in an associated company**

	Group			Company		
	31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000	31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000
Unquoted shares, at cost	608	608	608	608	608	608
Share of post-acquisition reserves	500	757	819	–	–	–
Impairment losses	–	–	(100)	–	–	(100)
Others	(26)	(26)	(26)	(26)	(26)	(26)
	1,082	1,339	1,301	582	582	482

There was no allowance for impairment as at 31 December 2018 and 31 December 2017.

Dividend of \$257,000 (2017: \$145,000) was received from an associate during the current financial year.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**11. Investments in associated company (cont'd)**

(a) Details of the associated company as at the following dates are:

***Associated company held by the Company***

Name of company (Country of incorporation)	Principal activities (Place of business)	Company Cost			Percentage of equity held		
		31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 %	31.12.2017 %	1.1.2017 %
Santec Corporation Pte Ltd <sup>(1)</sup> (Singapore)	Precision engineering, stamping and tool and die making (People's Republic of China)	608	608	608	25.7	25.7	25.7

<sup>(1)</sup> Audited by Diong T.P. & Co.

(b) The summarised financial information of Santec Corporation Pte Ltd based on its SFRS(I) financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements is as follows:

	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
<b>Summarised balance sheet</b>			
Current assets	4,394	6,203	6,552
Non-current assets	869	763	775
<b>Total assets</b>	<b>5,263</b>	<b>6,966</b>	<b>7,327</b>
Current and total liabilities	(742)	(1,384)	(1,247)
<b>Net assets</b>	<b>4,521</b>	<b>5,582</b>	<b>6,080</b>
Proportion of the Group's ownership	25.7%	25.7%	25.7%
Group's share of net assets	1,162	1,434	1,562
Impairment losses	–	–	(100)
Other adjustments*	(80)	(95)	(161)
<b>Carrying amount of the investment</b>	<b>1,082</b>	<b>1,339</b>	<b>1,301</b>
<b>Summarised statement of comprehensive income</b>			
Revenue	5,955	8,077	7,704
Profit after tax	104	140	540

\*Other adjustments significantly relate to foreign currency translation reserve.

**12. Inventories**

	Group			Company		
	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
<b>Balance sheets:</b>						
Raw materials	27,256	19,651	15,194	25,763	19,504	15,068
Work-in-progress	2,044	2,499	2,351	2,044	2,499	2,351
Finished products	4,485	2,912	3,081	4,485	2,912	3,080
<b>Total inventories at lower of cost and net realisable value</b>	<b>33,785</b>	<b>25,062</b>	<b>20,626</b>	<b>32,292</b>	<b>24,915</b>	<b>20,499</b>

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**12. Inventories (cont'd)**

	<b>Group and Company</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Statement of comprehensive income:</b>		
Inventories recognised as an expense in cost of sales	107,810	105,182
Reversal of write-down of inventories	(342)	(220)

The reversal of write-down of inventories was made when the related inventories were subsequently utilized in the production or sold above their carrying value.

**13. Trade receivables**

Trade receivables are non-interest bearing and majority on 30 to 60 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition. These receivables are not secured.

Approximately 97% (2017: 97%) of the trade receivables are denominated in United States Dollar.

Receivables that are past due but not impaired:

The Group has trade receivables amounting to \$7,129,000 (2017: \$6,690,000) that are past due at the respective balance sheet date but not impaired. There are no significant collection risks as the customers are of good credit standings and have no history of payment default. These receivables are unsecured and the analysis of their aging at the respective balance sheet dates are as follows:

	<b>31.12.2018</b>	<b>31.12.2017</b>	<b>1.1.2017</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Trade receivables past due:			
1 – 30 days overdue	5,783	5,769	3,731
31 – 60 days overdue	1,288	624	724
61 – 90 days overdue	58	105	–
More than 90 days overdue	–	192	122
	<b>7,129</b>	<b>6,690</b>	<b>4,577</b>

There is no trade receivables that are individually impaired as at 31 December 2018 and 2017.

Expected credit losses

The movement in allowance for expected credit losses of the Group's trade receivables computed based on lifetime ECL are as follows:

	<b>2018</b>
	<b>\$'000</b>
At 1 January	–
Charge for the year	55
At 31 December	55

**14. Other receivables**

	<b>Group</b>			<b>Company</b>		
	<b>31.12.2018</b>	<b>31.12.2017</b>	<b>1.1.2017</b>	<b>31.12.2018</b>	<b>31.12.2017</b>	<b>1.1.2017</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Deposits	227	243	189	120	133	77
Fair value of forward contracts (Note 25(d))	82	141	–	82	141	–
Net sales tax receivables	–	50	–	–	49	–
	<b>309</b>	<b>434</b>	<b>189</b>	<b>202</b>	<b>323</b>	<b>77</b>

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**15. Amounts due from/to subsidiary companies**

**(a) Amounts due from a subsidiary company**

The amounts due from a subsidiary company are non-trade in nature, unsecured, interest-free and repayable in one year.

**(b) Amounts due to subsidiary companies**

The trade balances due to subsidiary companies are unsecured, interest-free and repayable on demand.

**16. Cash and cash equivalents**

Cash and cash equivalents comprise of cash at banks and on hand.

Cash at banks earn certain minimum interest at banks' deposit rates.

Included in cash and cash equivalents are the following amounts denominated in foreign currencies:

	Group			Company		
	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
United States Dollars	2,014	1,682	1,232	1,906	1,293	984
Euro	37	42	57	37	42	57

**17. Trade payables and accruals**

	Group			Company		
	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
Trade payables	14,058	15,888	15,333	13,525	15,541	15,079
Accruals for operating expenses	5,156	4,507	4,998	4,396	3,783	4,321
	19,214	20,395	20,331	17,921	19,324	19,400

Trade payables are non-interest bearing and are normally settled on 30 days terms.

Included in trade payables are the following amounts denominated in foreign currencies:

	Group and Company		
	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
United States Dollars	6,277	7,821	8,342
Euro	92	19	57
Sterling Pound	117	207	85

**18. Bank borrowings**

The bank loans are unsecured and bear interest at about 2.17% to 2.23% (2017: 1.44% to 1.75%) per annum, which approximates the effective interest rates. These loans are repayable within the next 12 months.



**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**18. Bank borrowings (cont'd)**

A reconciliation of liability arising from financing activity is as follows:

	31.12.2017 \$'000	Group and Company Cash flow \$'000	Increase in accrued interest \$'000	31.12.2018 \$'000
Bank borrowings	2,001	5,500	18	7,519

	1.1.2017 \$'000	Group and Company Cash flow \$'000	Increase in accrued interest \$'000	31.12.2017 \$'000
Bank borrowings	2,501	(500)	-	2,001

**19. Other liability**

	31.12.2018 \$'000	Group and Company 31.12.2017 \$'000	1.1.2017 \$'000
Fair value of forward contracts (Note 25(d))	-	-	817

Other liability is denominated in United States Dollar.

**20. Defined benefit obligations**

Changes in present value of the defined benefit obligations are as follow:

	2018 \$'000	2017 \$'000
At 1 January	423	330
Interest cost	41	38
Current service cost	39	38
Actuarial gains and losses arising from experience adjustments	82	86
Actuarial gains and losses arising from changes in financial assumptions	(99)	34
Exchange differences	(65)	(45)
Other adjustment	224	(58)
At 31 December	645	423

The cost of defined benefit pension plan and the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension and post-employment medical benefit obligations for the defined benefit plans are shown below:

	2018 %	2017 %
Discount rate	9.08	7.08
Salary increment rate	5.00	5.00
Mortality rate	*TMI - 2011	*TMI - 2011
Disability rate	1% of *TMI - 2011	1% of *TMI - 2011
Resignation rate	0% to 25%	0% to 25%
Actuarial costing method	Projected unit credit	
Normal retirement age	56 years old	55 years old

\* Tabel Mortalita Indonesia 2011 (TMI - 2011) issued by Indonesia Life Insurance Association (AAJI) serves as a reference for mortality rates in Indonesia.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**20. Defined benefit obligations (cont'd)**

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligations as of the end of the reporting period, assuming if all other assumptions were held constant:

	Increase / decrease	Present value of the defined benefit obligations \$'000
Discount rate	+ 1%	694
	- 1%	599
Salary increment rate	+ 1%	598
	- 1%	695

The average duration of the defined benefit obligations at the end of the reporting period is 20 years (2017: 16 years).

**21. Share capital and treasury shares**

	Group and Company		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
<b>(a) Share capital</b>			
<b>Issued and fully paid:</b>			
Balance at beginning and end of financial year			
86,698,463 (2017: 86,698,463) ordinary shares	23,897	23,897	23,897
<b>(b) Treasury shares</b>			
Balance at beginning and end of financial year			
1,235,750 (2017: 1,235,750) ordinary shares	837	837	837

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

Treasury shares relate to ordinary shares of the Company that is held by the Company. There were no shares acquired by the Company during the 2018 and 2017 financial years.

**22. Dividends**

	Company	
	2018	2017
	\$'000	\$'000
<b>(a) Dividends declared and paid during financial year</b>		
Interim dividends:		
- Exempt (one-tier) for 2018: 1.040 cents (2017: 1.040 cents) per share	902	902
Special dividends:		
- Exempt (one-tier) for 2018: 3.000 cents (2017: 3.000 cents) per share	2,601	2,601
Final dividends:		
- Exempt (one-tier) for 2017: 0.400 cents (2016: 0.400 cents) per share	346	346
Special dividends:		
- Exempt (one-tier) for 2017: 3.000 cents (2016: 4.800 cents) per share	2,601	4,162
	6,450	8,011

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**22. Dividends (cont'd)**

	<b>Company</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(b) Proposed but not recognised as a liability as at 31 December</b>		
Dividends on ordinary shares, subject to shareholders' approval at AGM:		
- Final exempt (one-tier) dividend for 2018: 0.400 cents (2017: 0.400 cents) per share	346	346
- Special exempt (one-tier) dividend for 2018: 3.980 cents (2017: 3.000 cents) per share	3,451	2,601
	3,797	2,947

**23. Commitments**

***Operating lease commitment – as lessee***

The Group has entered into lease agreement for land which will expire in February 2023. The annual rent is subject to revision in March every year to market rate but will not exceed 5.5% of the rent for each immediately preceding year.

The Group also entered into a three year lease agreement for a production premises which will expire in March 2020, with an option to extend the lease for another three years.

The Group's and Company's operating lease expense was \$549,000 and \$490,000 for the financial years ended 31 December 2018 and 2017 respectively.

Future minimum lease payments payable under non-cancellable operating leases as at 31 December are as follows:

	<b>Group and Company</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Not later than one year	556	549
Later than one year but not later than five years	573	1,103
Later than five years	–	26
	1,129	1,678

**24. Related party transactions**

**(a) Sales and purchase of goods and services**

In addition to the related party information disclosed elsewhere in the financial statements, there are no other significant transactions between the Group and related parties who are not members of the Group during the financial year.

**(b) Compensation of directors and other key management personnel**

	<b>Group</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$'000</b>	<b>\$'000</b>
Salaries, wages, bonuses and other costs	3,063	3,001
Central Provident Fund	119	114
<b>Total</b>	<b>3,182</b>	<b>3,115</b>
<i>Comprise amounts paid to:</i>		
Directors of the Company	1,284	1,227
Other key management personnel	1,898	1,888
<b>Total</b>	<b>3,182</b>	<b>3,115</b>

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**24. Related party transactions (cont'd)**

**(b) Compensation of directors and other key management personnel (cont'd)**

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

The table below shows the ranges of gross remuneration of the directors of the Company:

	<b>2018</b>	<b>2017</b>
Number of directors of the Group in remuneration bands:		
\$500,000 to \$749,999	2	1
\$250,000 to \$499,999	–	1
Below \$250,000	4	4
<b>Total</b>	<b>6</b>	<b>6</b>

The table below shows the ranges of gross remuneration of the top 5 executives (excluding directors) of the Company:

	<b>2018</b>	<b>2017</b>
Number of executives of the Group in remuneration bands:		
\$250,000 to \$499,999	4	4
Below \$250,000	1	1
<b>Total</b>	<b>5</b>	<b>5</b>

**25. Financial risk management objectives and policies**

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

The Board of Directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Chief Executive Officer and Chief Financial Officer. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the financial years under review, that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group does not apply hedge accounting.

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

There has been no change to the Group's exposure to these financial risks on the manner in which it manages and measures the risks for 2018.

**(a) Liquidity risk**

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

The Group's and the Company's liquidity risk management policy is to match the maturities of financial assets and liabilities and to maintain sufficient liquid financial assets and stand-by credit facilities.

All the Group's and the Company's financial assets and liabilities at the balance sheet date based on contractual undiscounted payments and have a maturity profile of less than a year.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

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

**(a) Liquidity risk (cont'd)**

	31.12.2018	Group 31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
<b>Financial assets:</b>			
Trade receivables	26,977	27,958	25,972
Deposits under other receivables	227	243	189
Cash and cash equivalents	3,355	3,044	11,698
<b>Total undiscounted financial assets</b>	<b>30,559</b>	<b>31,245</b>	<b>37,859</b>
<b>Financial liabilities:</b>			
Trade payables and accruals	19,214	20,395	20,331
Bank borrowings	7,542	2,008	2,509
<b>Total undiscounted financial liabilities</b>	<b>26,756</b>	<b>22,403</b>	<b>22,840</b>
<b>Total net undiscounted financial assets</b>	<b>3,803</b>	<b>8,842</b>	<b>15,019</b>
	31.12.2018	Company 31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
<b>Financial assets:</b>			
Trade receivables	26,537	27,804	25,891
Deposits under other receivables	120	133	77
Amounts due from a subsidiary company	1,378	337	1,473
Cash and cash equivalents	3,105	2,419	10,962
<b>Total undiscounted financial assets</b>	<b>31,140</b>	<b>30,693</b>	<b>38,403</b>
<b>Financial liabilities:</b>			
Trade payables and accruals	17,921	19,324	19,400
Amounts due to subsidiary companies	4,813	3,636	2,906
Bank borrowings	7,542	2,008	2,509
<b>Total undiscounted financial liabilities</b>	<b>30,276</b>	<b>24,968</b>	<b>24,815</b>
<b>Total net undiscounted financial assets</b>	<b>864</b>	<b>5,725</b>	<b>13,588</b>

**(b) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of the Group's and Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their bank borrowings.

The Group's policy is to manage interest cost by using fixed rate debt arrangements. Information regarding the interest rates of the Group's bank borrowings are in Note 18.

Sensitivity analysis for interest rate risk

At 31 December 2018, if interest rates had been 75 (2017: 75) basis points lower/higher with all other variables held constant, the Group's net profit would be approximately \$56,000 (2017: \$15,000) higher/lower, arising from lower/higher interest expense on bank borrowings.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

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

**(c) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Actual or expected significant changes in the operating results of the borrower
- Significant increases in credit risk on other financial instruments of the same borrower
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 60 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss. The Group has no history of bad debt.

Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables based on the default rates assigned per credit standing of the customers which derives from the forward-looking information as mentioned above. The Group has no history of bad debt.

Summarised below is the information about the credit risk exposure on the Group's trade receivables:

<b>31.12.2018</b>	<b>Current</b>	<b>1 to 30</b>	<b>31 to 60</b>	<b>61 to 90</b>	<b>Total</b>
	<b>\$'000</b>	<b>days past due</b>	<b>days past due</b>	<b>days past due</b>	<b>\$'000</b>
		<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Gross carrying amount	19,848	5,783	1,288	58	26,977
Loss allowance provision	40.3	12.0	2.6	0.1	55.0

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

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

**(c) Credit risk (cont'd)**

Trade receivables (cont'd)

Information regarding loss allowance movement of trade receivables are disclosed in Note 13.

During the financial year, there were no trade receivables written off as the Group expects to collect all trade receivables.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheets, including derivatives with positive fair values.

The Group provides for lifetime expected credit losses for all trade receivables using the default rates assigned per credit standing of the customers. The provision rates are determined based on the Group's historical observed default rates and considered the financial condition, payment pattern, overall business and industry outlook of the customers.

Information regarding credit enhancements for trade and other receivables is disclosed in Note 13.

Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the country profile of its trade receivables on an on-going basis.

The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	<b>31.12.2018</b>		<b>31.12.2017</b>		<b>1.1.2017</b>	
	<b>\$'000</b>	<b>%</b>	<b>\$'000</b>	<b>%</b>	<b>\$'000</b>	<b>%</b>
<b>By Country:</b>						
United States	5,603	21	5,774	21	5,499	21
Europe	7,870	29	8,916	32	9,882	38
Asia Pacific	13,504	50	13,268	47	10,591	41
	<b>26,977</b>	<b>100</b>	<b>27,958</b>	<b>100</b>	<b>25,972</b>	<b>100</b>

As at 31 December 2018, 28% (2017: 35%) of the Group's trade receivables are due from 2 (2017: 2) major customers who have operations in the United States, Europe and Asia Pacific. There is no significant credit risk as these companies are of good credit standing and have no history of payment defaults.

**(d) Foreign currency exchange risk**

The Group has transactional currency exposures arising from sales or purchases that are denominated in United States Dollar.

Approximately 95% (2017: 95%) of the Group's sales for the financial year ended 31 December 2018 is denominated in United States Dollars whilst approximately 87% (2017: 87%) of purchases for the financial year ended 31 December 2018 is denominated in foreign currencies. The Group's foreign currency denominated trade receivables, trade payables and accruals, bank borrowings and other liabilities at the respective balance sheet dates are disclosed in Notes 13, 17, 18 and 19 respectively.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. These balances at the respective balance sheet dates are disclosed in Note 16.

Based on confirmed customers' orders and revenue forecast, the Group's main operating entity uses forward currency contracts to hedge the net currency exposures. The forward currency contracts must be in the same currency as the hedged item. The Group negotiates the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

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

**(d) Foreign currency exchange risk (cont'd)**

At 31 December 2018, the Group had hedged 7.5% (2017: 6.3%) of its foreign currency denominated sales, for which firm commitments existed at the balance sheet date. The table below summarises the open forward foreign currency contracts as at the respective balance sheet dates.

	31.12.2018		31.12.2017		1.1.2017	
	Contractual notional amount \$'000	Estimated fair value (Note 14) \$'000	Contractual notional amount \$'000	Estimated fair value (Note 14) \$'000	Contractual notional amount \$'000	Estimated fair value (Note 19) \$'000
Foreign exchange forward contracts to deliver United States dollars and receive Singapore dollars	9,892	82	8,153	141	16,548	(817)

The maturity date of the foreign exchange forward contracts ranged from 1 to 6 months.

The Group does not apply hedge accounting for such foreign currency denominated sales and purchases.

Sensitivity analysis for foreign currency exchange risk

The following table demonstrates the sensitivity to a reasonably possible change in the United States Dollar ("USD"), with all other variables held constant, of the Group's net profit and equity.

	2018 \$'000	2017 \$'000
USD		
- strengthened by 5%	1,128	1,005
- weakened by 5%	(1,128)	(1,005)

**26. Capital management**

Capital includes net tangible assets. The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2018 and 2017.

The Group has complied with externally imposed capital requirements and loan covenants to which it was subjected to.

The Group monitors capital using the net tangible asset value and current ratio of the Group. The Group's policy is to keep the net tangible asset value at not less than \$15 million, and to maintain a current ratio of more than 1.0. The net tangible assets values and current ratios of the Group as at 31 December are as follows:

	Group	
	2018 \$'000	2017 \$'000
Net tangible assets	38,691	37,671
Current ratio	2.07	2.17



**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**27. Fair value of financial instruments**

Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models as appropriate.

**(a) Fair value of financial instruments that are carried at fair value**

The following table shows an analysis of financial instruments carried at fair value by level of fair value hierarchy:

	<b>Group 31.12.2018</b>			<b>Total \$'000</b>
	<b>Quoted price in active markets (Level 1) \$'000</b>	<b>Significant other observable inputs (Level 2) \$'000</b>	<b>Significant unobservable inputs (Level 3) \$'000</b>	
<b>Financial asset:</b>				
Derivatives (Note 14)				
- Forward currency contracts	-	82	-	82

	<b>Group 31.12.2017</b>			<b>Total \$'000</b>
	<b>Quoted price in active markets (Level 1) \$'000</b>	<b>Significant other observable inputs (Level 2) \$'000</b>	<b>Significant unobservable inputs (Level 3) \$'000</b>	
<b>Financial liability:</b>				
Derivatives (Note 14)				
- Forward currency contracts	-	141	-	141

	<b>Group 1.1.2017</b>			<b>Total \$'000</b>
	<b>Quoted price in active markets (Level 1) \$'000</b>	<b>Significant other observable inputs (Level 2) \$'000</b>	<b>Significant unobservable inputs (Level 3) \$'000</b>	
<b>Financial liability:</b>				
Derivatives (Note 19)				
- Forward currency contracts	-	(817)	-	(817)

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**27. Fair value of financial instruments (cont'd)**

**(a) Fair value of financial instruments that are carried at fair value (cont'd)**

Fair value hierarchy

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) and
- Level 3 - Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Determination of fair value

Fair value is determined directly by reference to their published market bid price at balance sheet date.

**(b) Fair value of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value**

*Cash and cash equivalents, amount due to a subsidiary company (current), trade and other receivables, Amounts due from subsidiary companies and other payables and bank borrowings (current)*

The carrying amounts approximate fair values due to the relatively short-term maturity of these instruments.

**28. Segment information**

For management purposes, the Group is monitored by geographical segments. Management reviews regularly the segment results in order to assess the segment performance and is a distinguishable component of the Group that is engaged in providing goods or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environment.

The Group's geographical segments are based on the origin of customers' purchase orders. The following table presents revenue and expenditure information regarding geographical segments for the years ended 31 December 2018 and 2017 and certain asset and liability information regarding geographical segments at 31 December 2018 and 2017.

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**28. Segment information (cont'd)**

	Asia-Pacific		USA		Europe		Consolidated	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
Segment turnover								
Sales	64,025	62,468	25,210	25,075	51,095	49,243	140,330	136,786
Cost of sales	(48,174)	(46,929)	(19,263)	(18,478)	(40,373)	(39,775)	(107,810)	(105,182)
Segment result	15,851	15,539	5,947	6,597	10,722	9,468	32,520	31,604
Interest income	-	-	-	-	-	-	1	3
Depreciation of property, plant and equipment	-	-	-	-	-	-	(1,839)	(2,059)
Interest expense	-	-	-	-	-	-	(103)	(34)
Fair value gain on financial instruments	-	-	-	-	-	-	59	958
Unallocated expenses	-	-	-	-	-	-	(21,534)	(22,663)
Share of results of associated company	-	83	-	-	-	-	-	83
Profit before taxation							9,104	7,892
Taxation							(1,659)	(1,365)
Net profit for the year							7,445	6,527

Information about major customers

There are two major customers that each contributed more than 10% of the Group's Revenue:

- (1) Revenue amounts to \$22,683,000 (2017: \$21,224,000) arising from sales in Asia Pacific, USA and Europe.
- (2) Revenue amounts to \$17,786,000 (2017: \$19,584,000) arising from sales in Asia Pacific, USA and Europe.

	Asia-Pacific			USA			Europe			Consolidated		
	31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000	31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000	31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000	31.12. 2018 \$'000	31.12. 2017 \$'000	1.1. 2017 \$'000
<i>Other geographical information</i>												
Trade receivables and inventories	29,851	25,374	16,662	11,416	10,508	13,699	19,495	17,138	16,237	60,762	53,020	46,598
Interests in associated company	1,082	1,339	1,301	-	-	-	-	-	-	1,082	1,339	1,301
Unallocated assets *	-	-	-	-	-	-	-	-	-	9,445	10,546	19,978
Total assets										71,289	64,905	67,877
Unallocated and total liabilities										31,535	26,171	27,713

\* Capital expenditures of approximately \$293,000 (2017: \$1,358,000) and depreciation charge of approximately \$1,840,000 (2017: \$2,058,000) relate to that of the unallocated assets.

The Group's assets are based mainly in Singapore, Indonesia, and Vietnam where the Group operates:

**Notes to the Financial Statements**  
**For the financial year ended 31 December 2018**

**28. Segment information (cont'd)**

The following table presents the asset information regarding geographical segments at 31 December 2018 and 2017.

	Singapore			Indonesia			Vietnam			Consolidated		
	31.12. 2018	31.12. 2017	1.1. 2017	31.12. 2018	31.12. 2017	1.1. 2017	31.12. 2018	31.12. 2017	1.1. 2017	31.12. 2018	31.12. 2017	1.1. 2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Segment assets	64,482	58,008	60,079	1,667	2,644	3,569	2,995	1,851	1,865	69,144	62,503	65,513
Goodwill	1,063	1,063	1,063	-	-	-	-	-	-	1,063	1,063	1,063
Interests in associated company	1,082	1,339	1,301	-	-	-	-	-	-	1,082	1,339	1,301
<b>Total assets</b>	<b>66,627</b>	<b>60,410</b>	<b>62,443</b>	<b>1,667</b>	<b>2,644</b>	<b>3,569</b>	<b>2,995</b>	<b>1,851</b>	<b>1,865</b>	<b>71,289</b>	<b>64,905</b>	<b>67,877</b>
Capital expenditure	244	1,091	326	12	172	61	37	95	197	293	1,358	584

**29. Financial assets and liabilities measured at amortised cost**

**(a) Financial assets**

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Trade receivables	26,977	27,958	25,972	26,537	27,804	25,891
Deposits under other receivables	227	243	189	120	133	77
Amounts due from a subsidiary company (Note 15)	-	-	-	1,378	337	1,472
Cash and cash equivalents (Note 16)	3,355	3,044	11,698	3,105	2,419	10,962
	<b>30,559</b>	<b>31,245</b>	<b>37,859</b>	<b>31,140</b>	<b>30,693</b>	<b>38,402</b>

**(b) Financial liabilities**

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Trade payables and accruals (Note 17)	19,214	20,395	20,331	17,921	19,324	19,400
Amounts due to subsidiary companies (Note 15)	-	-	-	4,813	3,636	2,906
Bank borrowings (Note 18)	7,519	2,001	2,501	7,519	2,001	2,501
	<b>26,733</b>	<b>22,396</b>	<b>22,832</b>	<b>30,253</b>	<b>24,961</b>	<b>24,807</b>

**30. Comparative figures**

The comparative figure below has been reclassified to conform to the current year's presentation and to better reflect the nature of the transactions.

	Group		Group	
	As previously reported	As restated	As previously reported	As restated
	31.12.2017	1.1.2017	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000
<b>Current liability</b>				
Trade payables and other accruals	20,818	20,661	20,395	20,331
<b>Non-current liability</b>				
Defined benefit obligations	-	-	423	330

**31. Authorisation of financial statements for issue**

The financial statements for the year ended 31 December 2018 were authorised for issue in accordance with a resolution of the directors on 18 March 2019.

## Statistics of Shareholdings as at 25 March 2019

Number of issued and paid-up shares (excluding treasury shares)	:	86,698,463
Number of treasury shares held	:	1,235,750
Issued and fully paid-up capital	:	S\$23,897,299
Class of shares	:	Ordinary
Voting rights	:	One vote per share

The percentage of treasury shares held against the total issued shares (excluding treasury shares) is 1.43%.

### Statistics of Shareholdings

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	298	7.86	14,392	0.02
100 - 1,000	811	21.41	418,914	0.48
1,001 - 10,000	1,836	48.47	7,903,330	9.12
10,001 - 1,000,000	834	22.02	40,773,767	47.03
1,000,001 and above	9	0.24	37,588,060	43.35
<b>Grand Total</b>	<b>3,788</b>	<b>100.00</b>	<b>86,698,463</b>	<b>100.00</b>

### Twenty Largest Shareholders

No.	Name	No. of Shares	%
1.	Tien Sing Cheong	8,671,900	10.00
2.	Republic Technologies Pte Ltd	7,840,800	9.04
3.	TIHT Investment Holdings Pte Ltd	7,840,800	9.04
4.	DBS Nominees Pte Ltd	4,361,453	5.03
5.	Tan Ka Huat @ Kaharianto Tanmalano Or Tan Kylie	2,500,000	2.88
6.	Goh Han Peng (Wu Hanping)	2,370,600	2.73
7.	Tan Ka Huat @ Kaharianto Tanmalano	1,475,340	1.70
8.	Ng Cheng Kung Or Neo Chwe Yong	1,442,190	1.66
9.	United Overseas Bank Nominees P L	1,084,977	1.25
10.	Kuan Bon Heng	915,750	1.06
11.	Heng Teck Yow	800,850	0.92
12.	Tan Cheek Hoong	755,900	0.87
13.	Lim Sea Leang	730,304	0.84
14.	Choo Kang Looi @ Chew Kang Looi	675,000	0.78
15.	UOB Kay Hian Pte Ltd	658,955	0.76
16.	OCBC Securities Private Ltd	652,500	0.75
17.	Phillip Securities Pte Ltd	597,173	0.69
18.	Koh Sew Lean	560,000	0.65
19.	Chin Teck Keong	551,020	0.64
20.	OCBC Nominees Singapore Pte Ltd	545,783	0.63
	<b>Total</b>	<b>45,031,295</b>	<b>51.94</b>

## Statistics of Shareholdings as at 25 March 2019 (cont'd)

### Substantial Shareholders

(As recorded in the Register of Substantial Shareholders)

	Direct Interest	%	Indirect/ Deemed Interest	%
Tien Sing Cheong	8,671,900	10.00	-	-
Republic Technologies Pte Ltd	7,840,800	9.04	7,840,800 <sup>(1)</sup>	9.04
Temasek Holdings (Private) Limited	-	-	15,681,600 <sup>(2)</sup>	18.09
Temasek Capital (Private) Limited	-	-	15,681,600 <sup>(2)</sup>	18.09
Seletar Investments Pte Ltd	-	-	15,681,600 <sup>(2)</sup>	18.09
TIHT Investment Holdings Pte Ltd	7,840,800	9.04	-	-
Killian Court Pte. Ltd.	-	-	7,840,800 <sup>(1)</sup>	9.04
TIH Limited	-	-	7,840,800 <sup>(1)</sup>	9.04
ASM Ventures Limited	-	-	7,840,800 <sup>(1)</sup>	9.04
ASM Asia Recovery (Master) Fund	-	-	7,840,800 <sup>(1)</sup>	9.04
ASM Asia Recovery Fund	-	-	7,840,800 <sup>(1)</sup>	9.04
ASM Hudson River Fund	-	-	7,840,800 <sup>(1)</sup>	9.04
Argyle Street Management Limited	-	-	7,840,800 <sup>(1)</sup>	9.04
Argyle Street Management Holdings Limited	-	-	7,840,800 <sup>(1)</sup>	9.04
Kin Chan	-	-	7,840,800 <sup>(1)</sup>	9.04
Li Yick Yee Angie	-	-	7,840,800 <sup>(1)</sup>	9.04
V-Nee Yeh	-	-	7,840,800 <sup>(1)</sup>	9.04

#### Notes:

- (1) Republic Technologies Pte Ltd, Killian Court Pte. Ltd., TIH Limited, ASM Ventures Limited, ASM Asia Recovery (Master) Fund, ASM Asia Recovery Fund, ASM Hudson River Fund, Argyle Street Management Limited, Argyle Street Management Holdings Limited, Kin Chan, Li Yick Yee Angie and V-Nee Yeh are deemed to have an interest in 7,840,800 shares held by TIHT Investment Holdings Pte Ltd.
- (2) Temasek Holdings (Private) Limited, Temasek Capital (Private) Limited and Seletar Investments Pte Ltd are deemed to have an interest in 7,840,800 shares held by Republic Technologies Pte Ltd and TIHT Investment Holdings Pte Ltd.

Based on the information available to the Company, approximately 65.70% of the Company's shares listed on the Singapore Exchange Securities Trading Limited were in the hands of the public. Therefore, the Company has complied with Rule 723 of the SGX Listing Manual.

## CEI LIMITED

(Company Registration No. 199905114H)  
(Incorporated in Singapore with limited liability)

### NOTICE OF ANNUAL GENERAL MEETING

AS WE WILL BE USING MOBILE PHONES FOR POLLING, SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING ARE REQUESTED TO BRING THEIR SMART PHONES.

**NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of CEI LIMITED (the "Company") will be held at The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 on Wednesday, 24 April 2019 at 10.15 a.m. for the following purposes:**

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2018 together with the Auditors' Report thereon. (Resolution 1)
2. To declare a one-tier tax-exempt second and final dividend of 0.40 cents per share for the year ended 31 December 2018 (2017: 0.40 cents per share). (Resolution 2)
3. To declare a one-tier tax-exempt special dividend of 3.98 cents per share for the year ended 31 December 2018 (2017: 3.00 cents per share). (Resolution 3)
4. To re-elect the following Directors of the Company retiring pursuant to Regulation 108 of the Company's Constitution:  
  
Dr. Tang Martin Yue Nien (Resolution 4)  
Mr. Colin Ng Teck Sim (Resolution 5)  
  
Dr. Tang Martin Yue Nien will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit, Nominating and Board Risk Committees and will be considered independent.  
  
Mr. Colin Ng Teck Sim will, upon re-election as a Director of the Company, remain as Chairman of Nominating Committee and a member of the Audit, Remuneration and Board Risk Committees and will be considered independent.
5. To approve the payment of Directors' fees of S\$246,000 for the year ended 31 December 2018 (2017: S\$223,000). (Resolution 6)
6. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. (Resolution 7)
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

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

#### ORDINARY RESOLUTION

##### 8. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

## AS SPECIAL BUSINESS (cont'd)

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (ii)] (Resolution 8)

By Order of the Board

Teo Soon Hock  
Secretary  
Singapore, 9 April 2019



**Explanatory Notes:**

- (i) Information of Dr. Tang Martin Yue Nien and Mr. Colin Ng Teck Sim can be found in the section “Board of Directors” of this Annual Report.
- (ii) The Ordinary Resolution 8 in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 10% may be issued other than on a pro-rata basis to shareholders.

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

**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 Annual General Meeting (the “Meeting”). Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented 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, Cap. 50.

- 2. A proxy need not be a member of the Company.
- 3. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 2 Ang Mo Kio Avenue 12 Singapore 569707 not less than seventy-two (72) hours before the time appointed for holding the Meeting.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

This page has been intentionally left blank.

**CEI LIMITED****Company Registration No. 199905114H**

(Incorporated In The Republic of Singapore)

**IMPORTANT:**

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see note 4 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
3. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

**PROXY FORM**

(Please see notes overleaf before completing this Form)

I/We, \_\_\_\_\_ NRIC No./Passport No: \_\_\_\_\_  
of \_\_\_\_\_  
being a \*member/members of CEI LIMITED (the "Company"), hereby appoint:

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

and /or (delete as appropriate)

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

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at The Grassroots' Club, 190 Ang Mo Kio Avenue 8, Singapore 568046 on Wednesday, 24 April 2019 at 10.15 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

No.	Resolutions relating to:	Numbers of Votes For <sup>(1)</sup>	Numbers of Votes Against <sup>(1)</sup>
1	Adoption of Directors' Statement and Audited Financial Statements for the year ended 31 December 2018		
2	Payment of proposed one-tier tax-exempt second and final dividend of 0.40 cents per share for the year ended 31 December 2018		
3	Payment of proposed one-tier tax-exempt special dividend of 3.98 cents per share for the year ended 31 December 2018		
4	Re-election of Dr. Tang Martin Yue Nien as a Director of the Company		
5	Re-election of Mr. Colin Ng Teck Sim as a Director of the Company		
6	Approval of Directors' Fees amounting to S\$246,000 for the year ended 31 December 2018		
7	Re-appointment of Ernst & Young LLP as Auditors of the Company and to authorize the Directors to fix its remuneration		
8	Authority to issue shares		

<sup>(1)</sup> If you wish to exercise all your votes "For" or "Against", please tick within the box given. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of Shareholder(s)  
or, Common Seal of Corporate Shareholder

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\*Delete where inapplicable



**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend, speak and vote at the Meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary entitled to attend, speak and vote at the Meeting is entitled to appoint more than two proxies to attend, speak and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number and class of Shares in relation to which each proxy has been appointed.  
  
"Relevant intermediary" has the same meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
5. 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.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 2 Ang Mo Kio Avenue 12 Singapore 569707 not less than seventy-two (72) hours before the time appointed for the Meeting.
7. 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 seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
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, Cap. 50.

**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 Annual General Meeting dated 9 April 2019.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company shall reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

This page has been intentionally left blank.

This page has been intentionally left blank.





**Telephone / Facsimile** : Tel: (65) 6481 1882 Fax: (65) 6578 9755

**Address** : 2 Ang Mo Kio Avenue 12 Singapore 569707

**Contact** : Tan Ka Huat, Managing Director  
Email: [tankh@cei.com.sg](mailto:tankh@cei.com.sg)

