2016 ANNUAL REPORT

SING HOLDINGS LIMITED

Co. Reg. No. 196400165G

CONTENTS

CORPORATE PROFILE

The Group prides itself in delivering quality developments to its purchasers and tenants. From the conceptualisation of project layouts and designs to the selection of fittings and finishes, the construction of the development to the final touches upon completion, every detail is meticulously combed to ensure finest quality.

Founded in 1964, Sing Holdings Limited and its subsidiaries (the "Group") is a property development and investment group listed on the Mainboard of the Singapore Exchange. It has an established track record with investment and development experiences in a wide spectrum of properties ranging from landed houses, apartments, condominiums, office and industrial buildings, factories to warehouses. The Group made its maiden step into the hospitality sector in early 2017, by acquiring a limited service hotel in Melbourne known as Travelodge Docklands.

Some of the Group's recent developments include residential projects such as BelleRive in Bukit Timah area, The Laurels at Cairnhill, Waterwoods in Punggol and Robin Residences at Robin Drive. The Group also developed industrial and commercial buildings such as BizTech Centre along Aljunied Road, EastGate in the East Coast area and Ocean Towers, an award-winning Grade-A office building in Shanghai, the People's Republic of China.

The Group prides itself in delivering quality developments to its purchasers and tenants. From the conceptualisation of project layouts and designs to the selection of fittings and finishes, the construction of the development to the final touches upon completion, every detail is meticulously combed to ensure finest quality. As a testament to this, the Company received the prestigious FIABCI[1] Singapore Property Awards 2015 in the Residential (Mid Rise) Category for its project, The Laurels. Another project, Waterwoods, was also bestowed the BCA[2] Green Mark Award (Gold Plus) in 2016.

Going forward, the Group will continue to focus on its core business of property development and investment. It endeavours to deliver dream homes to its homebuyers, in its bid to realise its vision of becoming A Developer of Premier Living.

Notes:

(1) FIABCI is the French acronym for "Federation Internationale des Administrateurs de Bien-Conselis Immobiliers" which means "The International Real Estate Federation". The FIABCI awards recognise outstanding developments evaluated on their overall concept, architecture and design, development and construction, community benefit and environmental impact as well as financing and marketing.

(2) BCA refers to the Building and Construction Authority of Singapore.

CHAIRMAN'S MESSAGE

LEE SZE LEONG
Chairman

On behalf of the Board of Directors, I am pleased to present the annual report of Sing Holdings Limited for the financial year ended 31 December 2016 ("FY2016").

FINANCIAL PERFORMANCE & DIVIDEND

Our Group reported a profit attributable to shareholders of $26.3 million for FY2016, an increase of 29.3% compared to the preceding year. Revenue was attributable largely to the recognition of sales proceeds from an Executive Condominium. A write-down of unsold completed properties amounting to $3.4 million was made during the year. Other income dropped due to cost of sales written-back in prior year, which arose from cost savings from a completed development project. Sales and marketing expenses decreased as a result of lower commission, advertising expenses and showflat costs incurred. Increase in other operating expenses was due mainly to maintenance fees and property tax incurred on completed properties and professional fees incurred in conjunction with the acquisition of a hotel in Australia.

Our Group's net asset value rose to $256.7 million or 64.01 cents per share as at end of FY2016. This is a result of the profit reported for the year, partially offset by payment of dividends and fair value loss recorded for investment in quoted equity shares. Subject to the approval by the shareholders at the forthcoming Annual General Meeting, the Board is pleased to recommend a final dividend of 1.0 cent and a special dividend of 0.375 cent per ordinary share, both one-tier tax exempt.

BUSINESS REVIEW

The Singapore economy grew by 2.0% in 2016, similar to that of 1.9% in 2015. Prices of private residential properties continued to slide by another 3.1% in 2016. The decline in prices was experienced in all regions and ranged from 1.2% to 4.5%. Price indices for commercial properties also fell in 2016.

Our Group had an exciting year in 2016. We successfully tendered for a land parcel at Fernvale Road for residential development. This would be our first development project adopting the prefinished prefabricated volumetric construction method. In addition, our Group made its maiden foray into the Australian property market by acquiring its first hotel, Travelodge Docklands. With these acquisitions, we believe that our Group will benefit from a

CHAIRMAN'S MESSAGE

Robin Residences

Waterwoods

geographically diversified portfolio and varying income streams from development activities and recurring investment income.

Our Group's portfolio comprises the following:

- ***Land parcel at Fernvale Road, Singapore***
  This is a 99-year leasehold property with a gross floor area of about 51,588 square metres. It is situated next to the Thanggam LRT station and is easily accessible via the Tampines Expressway. The site enjoys close proximity to schools and amenities such as The Seletar Mall, eateries along Jalan Kayu, Sengkang Sports Centre and Sengkang Riverside Park. The purchase price of the land is $287.1 million. The proposed private condominium development shall comprise 4 blocks of 22-storey buildings with about 735 apartment units. Construction is expected to commence in 2H2017. Our Group has a 70% interest in this development project.

- ***Waterwoods, Singapore***
  Waterwoods is an Executive Condominium development at the junction of Punggol Field Walk and Punggol East. The development comprises 373 apartment units spanned across 6 blocks of 17-storey

buildings. Temporary occupation permit ("TOP") was obtained in December 2015. Currently, two units remained unsold. The contracted sales value of about $373.2 million has been fully recognised as revenue over the last two financial years. Our Company has a 70% interest in this development project.

- ***Robin Residences, Singapore***
  Robin Residences is a private condominium development along Bukit Timah Road/Robin Road. The development comprises 5 blocks of 5-storey buildings with 134 apartment units. TOP was obtained in December 2015. Approximately 78% of the units were sold on strata basis to individual purchasers, amounting to contracted sales value of about $202.7 million. These sales proceeds were substantially recognised as revenue, together with the corresponding costs, by end of FY2016.

  In March 2017, our Company entered into a conditional sale and purchase agreement to dispose its entire 100% equity holding in the subsidiary which developed and owned Robin Residences. The consideration for the disposal, to be satisfied entirely in cash, shall comprise the estimated net tangible assets value of the subsidiary at completion date, adjusted for an agreed property value of $72.7 million for the remaining 29 units and subject to post-completion adjustments.

- ***BizTech Centre, Singapore***
  BizTech Centre is a light industrial building along Aljunied Road, across the upcoming Mattar MRT station. Our Company currently owns 46 strata units in the building with a saleable area of 48,010 square feet, of which about 89% are tenanted.

Travelodge Docklands

- ***Travelodge Docklands, Australia***
  Travelodge Docklands is a freehold, 14-storey hotel in Docklands, Melbourne. It comprises 291 guestrooms, a food and beverage outlet, a business centre, meeting rooms and other basic amenities. The hotel is in the immediate vicinity of the Southern Cross Railway Station and within minutes' walk to the 53,000-seat all-purpose Etihad Stadium, the Melbourne Convention & Exhibition Centre and the Crown Casino. It is also near to many existing and upcoming corporate offices. The purchase price of the hotel is AUD107 million. The hotel is on a long-term lease to TFE Hotels group, one of Australia's largest hotel companies which operates hotels across Australia, New Zealand and Europe.

CHAIRMAN'S MESSAGE

Robin Residences

OUTLOOK

The global economic outlook for 2017 is mildly optimistic. Although global growth is projected to pick up slightly, uncertainties and downside risks remain. Concerns over the future of the European Union, policies of the new US administration and China's economic conditions continue to affect business and consumer confidence adversely. Against this global backdrop, domestic market sentiments remain cautious and the Singapore economy is expected to grow at a modest pace of 1.0% to 3.0% in 2017. Whilst we continue to explore opportunities to grow our Company, we will remain mindful of the uncertainties and undertake measured risks.

APPRECIATION

On behalf of the Board of Directors, I would like to thank our valued shareholders, customers, bankers and business partners for their continuous support and unwavering trust in us. I would also like to thank my fellow directors for their invaluable contribution and guidance. To our management and staff, I would like to express my appreciation for their dedication and hard work throughout the year.

LEE SZE LEONG
Chairman

CORPORATE DATA

BOARD OF DIRECTORS

Lee Sze Leong
Chairman

Lee Sze Hao
Managing Director

Ong Loke Min David
Independent Director

Tan Tong Guan
Independent Director

AUDIT COMMITTEE

Tan Tong Guan
Chairman

Ong Loke Min David

Lee Sze Leong

NOMINATING COMMITTEE

Ong Loke Min David
Chairman

Tan Tong Guan

Lee Sze Leong

REMUNERATION COMMITTEE

Ong Loke Min David
Chairman

Tan Tong Guan

Lee Sze Leong

COMPANY SECRETARY

Tan Mui Sang

MANAGEMENT TEAM

Lee Sze Hao
Chief Executive Officer

Tay Puay Kuan
Chief Financial Officer

Koh Nghee Kwang
Director, Development Management

Teo Peek Shang, Casey
Director, Business Development and Marketing

REGISTRATION NUMBER

196400165G

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AUDITORS

Ernst & Young LLP
Public Accountants and Chartered Accountants

One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-in-charge:
Lee Kim Lin Eleanor

Year of appointment:
Financial year ended 31 December 2016

SHARE REGISTRAR

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

Telephone:
(65) 6536 5355

Facsimile:
(65) 6536 1360

BANKERS

DBS Bank Ltd.

Oversea-Chinese Banking Corporation Limited

United Overseas Bank Limited

CORPORATE STRUCTURE

Notes:
(1) The Company entered into a conditional sale and purchase agreement on 10 March 2017 to dispose its entire 100% equity holding in this subsidiary.
(2) The Group constituted two property trusts in Australia on 22 December 2016.

BOARD OF DIRECTORS

L-R:
Ong Loke Min David
Lee Sze Hao
Lee Sze Leong
Tan Tong Guan

BOARD OF DIRECTORS

LEE SZE LEONG, 58

Chairman

Mr Lee was appointed non-executive Chairman of the Company on 28 April 2015 and sits on its Audit Committee, Remuneration Committee and Nominating Committee. He has been the Company's director for about 24 years. He was last re-elected as director at the Company's Annual General Meeting on 19 April 2016.

Mr Lee is the Managing Director and Chief Executive Officer of Sing Investments & Finance Limited, a finance company listed on the Mainboard of the Singapore Exchange, and has more than 30 years of experience in the finance business.

Mr Lee has been active in various grassroots organisations and associations. He is presently the Honorary Chairman of the Tanjong Pagar-Tiong Bahru Citizens' Consultative Committee. He is the Chairman of the Hire Purchase, Finance and Leasing Association of Singapore and Honorary Treasurer of the Finance Houses Association of Singapore. Mr Lee is a council member of the 59th Council of Singapore Chinese Chamber of Commerce & Industry (SCCCI). He sits on the Board of Trustees of the Chinese Development Assistance Council and is a member of its Investment Committee. Mr Lee was awarded the Public Service Medal (Pingat Bakti Masyarakat) in 1997 and Public Service Star (Bintang Bakti Masyarakat) in 2007. He holds a Bachelor of Business Administration degree from the University of Hawaii, Manoa, United States of America.

TAN TONG GUAN, 53

Independent Director

Mr Tan is an Independent Director of the Company. He is the Chairman of the Company's Audit Committee and a member of its Nominating Committee and Remuneration Committee. He was appointed as director at the Company's Annual General Meeting on 19 April 2016.

Mr Tan is the Executive Chairman and Chief Executive Officer of Smartflex Holdings Ltd., a company listed on the Catalist of the Singapore Exchange. He was a director of Sing Investments & Finance Limited for nine years before stepping down in 2014. During his length of service, he was appointed as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee. Mr Tan holds a Bachelor of Accountancy degree from the National University of Singapore and is a Fellow (Non-Practising) member of the Institute of Singapore Chartered Accountants.

LEE SZE HAO, 53

Managing Director and Chief Executive Officer

Mr Lee joined the Group as an Executive Director in 1992 and was appointed the Company's Managing Director in 2001. He was designated as Chief Executive Officer of the Company in 2009. Mr Lee has been running the property business for about 24 years and he plays a pivotal role in the management of the Group's business. He is responsible for implementing the Group's strategies and policies, financial planning, recommending new business initiatives and overseeing the day-to-day operations of the Group. He was last re-elected as director at the Company's Annual General Meeting on 23 April 2014 and is proposed for re-election in accordance with Article 104 of the Company's Constitution at the Company's forthcoming Annual General Meeting. Mr Lee is also the Managing Director of the various subsidiaries of the Company.

Prior to joining the Group, Mr Lee has more than seven years of experience in property financing during his previous employment with Sing Investments & Finance Limited as a senior manager. Mr Lee was recently appointed the Honorary President of the Singapore Chung Hwa Medical Institution. He holds a Bachelor of Science in Business degree from Indiana University, Bloomington, United States of America.

ONG LOKE MIN DAVID, 61

Independent Director

Mr Ong is an Independent Director of the Company. He is the Chairman of the Company's Nominating Committee and Remuneration Committee and a member of its Audit Committee. He was last re-elected as director at the Company's Annual General Meeting on 28 April 2015.

Mr Ong has more than 30 years of experience in the construction industry. He is currently the director of LMO group of companies, a project management consultancy group serving both Singapore and overseas projects. Prior to this, he held various managerial positions in Bovis Lend Lease Pte Ltd and was its Managing Director when he left the company. He is a member of the Singapore Institute of Surveyors & Valuers and a member of the Royal Institute of Chartered Surveyors, United Kingdom. Mr Ong holds a Bachelor of Science degree in Building Surveying from Liverpool Polytechnic, United Kingdom and a Master of Science degree in Project Management from the National University of Singapore.

MANAGEMENT TEAM

TAY PUAY KUAN
Chief Financial Officer

Ms Tay joined the Group in 1998 and has been with the Group for about 19 years. She is responsible for its financial management, accounting, tax, banking and secretarial matters. Prior to joining the Group, she was with an international accounting firm and foreign securities houses. Ms Tay holds a Bachelor of Accountancy degree from the National University of Singapore and is a non-practising member of the Institute of Singapore Chartered Accountants.

KOH NGHEE KWANG
Director, Development Management

Mr Koh joined the Group in 2014 to lead and steer its property development management activities. He is responsible for the planning, development and management of the Group's properties and participates actively in the evaluation of potential sites for acquisition. Prior to joining the Group, he held various appointments in the property-related field and has more than 30 years' post graduate experience in the construction industry comprising 12 years in consultancy and 18 years in design and construction projects. Mr Koh holds a Bachelor of Engineering degree from the National University of Singapore. He is a professional engineer registered with the Singapore Professional Engineers Board and a senior member of The Institution of Engineers Singapore.

TEO PEEK SHANG CASEY
Director, Business Development and Marketing

Ms Teo joined the Group in 2014 to head its business development and marketing functions. She is responsible for identifying and evaluating investment opportunities. She is also in charge of formulating marketing strategies for the Group's properties and participates actively in the design and concept of development projects. Prior to joining the Group, she held various appointments with listed property developers and real estate consultancy companies. She has more than 20 years' experience in marketing and sales of properties, of which 14 years also included business development activities. Ms Teo is a licensed appraiser and holds a Bachelor of Science (Estate Management)(Hons) degree and a Master of Science (Real Estate) degree, both from the National University of Singapore.

Travelodge Docklands

CORPORATE GOVERNANCE REPORT

The Company is committed to setting and maintaining high standards of corporate governance to ensure greater transparency, to safeguard the assets of the Group and to protect shareholders' interests. It has put in place practices in accordance with the principles and guidelines set out in the Code of Corporate Governance 2012 (the "Code"). The following outlines the corporate governance principles applied by the Company with specific references to the Code. Where there is any material deviation, an explanation has been provided within this report.

BOARD MATTERS

Principle 1: The Board's Conduct of Affairs

The Board's primary roles are to set and review the Company's overall business direction and strategies, provide guidance and leadership and ensure the proper management and conduct of the Company's affairs. The Board assesses and approves major investment, material divestment, capital-related matters, returns to shareholders and funding proposals. It identifies major risk areas and ensures implementation of controls to manage such risks, formulates and reviews the corporate policies, evaluates the Group's financial performance and approves the Company's financial reporting.

The Board conducts meetings at least once every quarter and ad hoc meetings are convened as and when warranted. Board decisions may also be made by way of circulating resolutions. The Company's Constitution allows for meetings of its Board to be held by teleconferencing and other electronic means. Board Committees comprising the Audit Committee, the Remuneration Committee and the Nominating Committee were established to assist the Board in the discharge of its duties. These Committees review and decide or make recommendations to the Board on matters within their specific terms of reference. The Directors' attendance at the Board and Board Committees' meetings during the last financial year are set out as follows:

Board/Board Committees	Board	Audit Committee	Nominating Committee	Remuneration Committee
Number of meetings held	9	4	2	2
Number of meetings attended:				
Mr Lee Sze Hao	9	NM	NM	NM
Mr Lee Sze Leong	9	4	2	2
Mr Ong Loke Min David	9	4	2	2
Mr Chan Kum Kit (1)	4	1	2	1
Mr Tan Tong Guan (2)	5	3	–	1

Notes:
"NM" denotes non-member
(1) Mr Chan Kum Kit stepped down as Director on 19 April 2016, in compliance with Guideline 2.4 of the Code.
(2) Mr Tan Tong Guan was appointed as Director on 19 April 2016.

Upon appointment to the Board, a Director will be provided with a formal letter setting out, inter alia, a director's duties and obligations. Newly-appointed Directors are briefed on the Company's business operations, strategic directions, group structure, policies and corporate governance practices. They are introduced to key personnel and provided with essential information about the Company. Regulatory requirements concerning disclosure of interests and restrictions on dealings in the Company's shares are highlighted to the newly-appointed Directors.

CORPORATE GOVERNANCE REPORT

On an ongoing basis, the Board is updated on regulatory and accounting changes by the Management, the Company Secretary, auditor and other professional advisers. The Executive Director routinely briefs the Non-executive Directors on the Group's development and the property market. Where appropriate, arrangements are made for business associates such as financiers, project consultants and property advisers to present their areas of expertise to the Board so as to facilitate their understanding of the Company's business. Directors may also attend appropriate courses and seminars at the Company's expense when necessary.

Principle 2: Board Composition and Guidance

The Board currently comprises four members. Other than the Chief Executive Officer ("CEO") who is also the Managing Director, the other members are Non-executive Directors. Of the three Non-executive Directors, two are considered to be independent. The independence of each Director is reviewed annually by the Nominating Committee in accordance with the Code's definition of independence. An independent director is one who has no relationship with the Company, its related corporations, its 10% shareholders or its officers that could interfere, or be perceived to interfere, with the exercise of the director's independent business judgment for the best interests of the Company. Any director who has served the Board beyond nine years from the date of his first appointment shall be deemed as non-independent.

The Board has a good mix of core competences including accounting, compliance, finance, business and management experience and industry knowledge. Given the scope and nature of the operations of the Company, the Board is of the view that its current size and composition are appropriate in facilitating effective decision making. No individual or small group of individuals dominates the Board's decision making.

Non-executive Directors are encouraged to participate actively in Board meetings, in the development of the Company's strategies and in reviewing the Management's performance. Where necessary, Non-executive Directors discuss on the Company's affairs without the presence of Management.

A brief profile of each Director is presented on page 10 of this Annual Report.

Principle 3: Chairman and Chief Executive Officer

The CEO of the Company is a brother of its Non-executive Chairman. Notwithstanding this relationship, the Board is of the view that there is a clear division of responsibilities between the two roles with adequate accountability.

As its Non-executive Chairman, Mr Lee Sze Leong ensures the proper and effective functioning of the Board and charts the Company's overall business direction. He also ensures effective communication with shareholders in that all shareholders' queries and concerns are addressed promptly and appropriately. In addition, he promotes constructive relationship between Executive Director, Non-executive Directors and Management and ensures that high standards of corporate governance are maintained.

The CEO, Mr Lee Sze Hao, is responsible for implementing the Company's strategies and policies, financial planning, recommending new business initiatives and review of acquisitions or disposals. He oversees the day-to-day operation of the Group and ensures proper conduct of the Group's affairs. In addition, he leads the management team and monitors the Group's performance.

CORPORATE GOVERNANCE REPORT

The Board is of the opinion that with the participation from its Non-executive and Independent Directors during Board meetings and transparency in the Company's dealings, the Directors are able to exercise objectivity on corporate matters notwithstanding that the Non-executive Chairman and the CEO are related. All major decisions on significant matters are made in consultation with the entire Board, thus ensuring sufficient check and balance of power and authority on the Board. Independent Directors form half of the Company's board of directors, as recommended in Guideline 2.2 of the Code.

The Board has not appointed a lead independent director. Shareholders with serious concerns and for which contact through the normal channels of the Non-executive Chairman, the CEO or the Chief Financial Officer ("CFO") has failed to resolve or is inappropriate can contact either of the two Independent Directors, who are also the chairman of the Audit Committee or the chairman of the Nominating Committee and Remuneration Committee.

Principle 4: Board Membership

The Nominating Committee ("NC") comprises three members, Mr Ong Loke Min David, Chairman of the NC, Mr Tan Tong Guan and Mr Lee Sze Leong. Both Mr Ong and Mr Tan are Independent Directors and Mr Ong, the Chairman, is not a substantial shareholder nor directly associated with a substantial shareholder.

The principal responsibilities of the NC, as set out in its Terms of Reference, are as follows:

- review the Board size and composition, taking into account the expertise and experience required, and make recommendations to the Board with regard to any adjustments and board succession plans that are deemed necessary;
- identify and nominate candidates for approval by the Board to fill any Board vacancies;
- review and make recommendations on re-nomination and re-election of Directors;
- determine annually the independence of Directors;
- review the ability of a Director to carry out his duties effectively when he has multiple board representations;
- evaluate the effectiveness of the Board and the Board Committees as a whole and assess the contribution and performance of individual Directors; and
- review training and professional development programs for the Board.

The Constitution of the Company provides that at least one third of the Directors (or, if their number is not a multiple of three, the number nearest to but not greater than one third) are required to retire from office at every Annual General Meeting ("AGM") of the Company. The Directors submit themselves for re-nomination and re-election at regular intervals. The composition of the Board Committees and the dates of first appointment and last re-election of the Directors are set out below:

CORPORATE GOVERNANCE REPORT

Board Members	Audit Committee	Nominating Committee	Remuneration Committee	Date of first appointment to the Board	Date of last re-election to the Board
Mr Lee Sze Hao	–	–	–	01.04.1997	23.04.2014
Mr Lee Sze Leong	M	M	M	06.11.1992	19.04.2016
Mr Ong Loke Min David	M	C	C	16.05.2011	28.04.2015
Mr Tan Tong Guan	C	M	M	19.04.2016	–

Notes:
"C" denotes chairman
"M" denotes member

The search for new directors is conducted through contacts and recommendations. In reviewing new director appointments, the NC will take into consideration the qualifications, skills, knowledge, experience and character of the candidates. After careful deliberation, the NC will recommend the candidates to the Board, which will then appoint the new directors. Such new directors must submit themselves for re-election at the next AGM of the Company immediately following the appointment.

Following review by the NC, having considered the Directors' time commitment to the Company's affairs and the contributions made at the meetings of the Board and Board Committees, the Board is of the view that it is not necessary to set a maximum limit on the number of listed company board representations and other principal commitments of each Director. The NC will continue to review the need for this requirement periodically, to ensure that Directors are giving sufficient time and attention to the affairs of the Company and are discharging their duties adequately.

Principle 5: Board Performance

On an annual basis, the NC assesses the effectiveness of the Board and its Board Committees as a whole and the contribution by each individual Director to the effectiveness of the Board. This assessment takes into consideration the performance of the Company vis-à-vis previous years and industry peers, as well as the ability of the Board to steer the Group in the predetermined direction. In evaluating the Board's performance, the NC implements a formal assessment checklist which covers areas such as the composition and quality of the Board, the presence of independence, the responsibilities of the Board and the conduct of meetings.

Assessment parameters for each Director's performance include attendance and contribution at meetings of the Board and Board Committees, the level of participation in the affairs of the Company and the sharing of strategic insight and expertise relevant to the Group. Where appropriate, new members with relevant knowledge and experience will be appointed to the Board. As the Board's principal responsibilities are to formulate the overall business direction and strategy and to set policies, rather than to execute them, the NC is of the opinion that financial indicators may not be a good measure of the effectiveness of the Board.

Principle 6: Access to Information

Before each Board and Board Committee meeting, Management will provide the Directors with the meeting agenda and the relevant materials relating to matters to be discussed during the meeting, so as to allow the Directors some time to better understand the matters and to deliberate over any issues. Management staff who can explain and provide insight into the matters may also be invited from time to time to attend such meetings. Directors are entitled to request for additional information and explanations from Management and such information shall be provided in a timely manner. Other than having separate and independent access to the Company Secretary and management team on an ongoing basis, the Directors may, whether as a group or individually, seek independent professional advice at the Company's expense in the furtherance of their duties where necessary. The Company Secretary attends all Board and Board Committee meetings and ensures that Board procedures are followed. Together with Management, the Company Secretary ensures that applicable statutory and regulatory rules are complied with. Appointment and removal of the Company Secretary is a collective decision taken by the Board as a whole.

REMUNERATION MATTERS

Principle 7: Procedures for Developing Remuneration Policies

The Remuneration Committee ("RC") comprises three members, Mr Ong Loke Min David, Chairman of the RC, Mr Tan Tong Guan and Mr Lee Sze Leong. Both Mr Ong and Mr Tan are Independent Directors and Mr Lee is a Non-executive Director.

The principal responsibilities of the RC, as set out in its Terms of Reference, are as follows:

- review and recommend to the Board a framework of remuneration and to determine the specific remuneration packages and terms of employment for the Executive Director, executive officers and those employees related to the executive directors and controlling shareholders;

- review and recommend to the Board the terms of renewal of the service agreement of Executive Director; and

- review any major changes in employee benefit structures of the Group.

The RC will ensure that all aspects of remuneration are covered and that the remuneration packages are appropriate and comparable within the industry and to similar-sized companies so as to attract, retain and motivate Directors and key executives needed to run the Company successfully. The RC is entitled to obtain independent professional advice on remuneration matters at the Company's expense when warranted. The RC also reviews the Company's obligations arising in the event of termination to ensure that such termination terms are fair and reasonable.

Principle 8: Level and Mix of Remuneration

The Company adopts a remuneration policy for Directors and staff comprising a fixed component, a variable component and benefits-in-kind. The fixed component is in the form of a base salary and other fixed allowances while the variable component is dependent on the Company and the individual's performance. Currently, the Company does not have any long-term incentive scheme for Directors and staff.

CORPORATE GOVERNANCE REPORT

In determining the directors' fees payable to Non-executive and Independent Directors, consideration is given to factors such as responsibilities, contributions, effort and time spent. These fees, as recommended by the RC, are subject to shareholders' approval at the AGM.

The Company's CEO has a service agreement with the Company. The agreement is for a period of three years to 30 April 2018 and is renewable. The remuneration package includes a variable bonus, which is substantially linked to the performance of the Company and aligned with the interests of shareholders.

Principle 9: Disclosure on Remuneration

Details of the remuneration of Directors of the Company for the year ended 31 December 2016 are set out as follows:

	Salary	Directors' Fees [1]	Other Benefits	Performance Bonus	Total	
Directors						
Mr Lee Sze Hao	29%	–	3%	68%	100%	$1,782,000
Mr Lee Sze Leong	–	100%	–	–	100%	$163,000
Mr Ong Loke Min David	–	100%	–	–	100%	$58,000
Mr Tan Tong Guan[2]	–	100%	–	–	100%	$41,000

Notes:
(1) Subject to approval by shareholders at the forthcoming AGM
(2) Director's fee payable to Mr Tan Tong Guan is pro-rated according to his length of service during the year.

The Code recommends that the remuneration of at least the top five key management personnel be disclosed in bands of $250,000 on a named basis and in aggregate. However, this information is not disclosed in this annual report as the Board is of the opinion that such disclosure would be disadvantageous to the Groups' business interests, given the highly competitive conditions in the industry.

During the year ended 31 December 2016, no employee of the Group was an immediate family member of any Director or the CEO, and whose remuneration exceeded $50,000. The Company did not have any employee share option scheme.

ACCOUNTABILITY AND AUDIT

Principle 10: Accountability

In presenting the annual financial statements and the quarterly and half-yearly announcements, the Board aims to provide a balanced and comprehensive assessment of the Group's performance, position and prospects to the shareholders and the public at large.

Periodic update on the Group's plans, strategies and performance are furnished to the Board. Management also conducts discussions with the Board as and when the need arises, and provides any other information as the Board may require from time to time.

Principle 11: Risk Management and Internal Controls

The Board recognises the importance of sound internal controls and risk management practices to safeguard the shareholders' investments and the assets of the Group. Through reviews of reports submitted by the external auditor and from due enquiry with management on work processes and on design and implementation of risk management and internal control systems, the Audit Committee and the Board are satisfied that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems, are adequate and effective to meet the needs of the Group.

The system of risk management and internal controls is designed to manage and minimise the risk of failure in achieving the Company's business objectives. It can only provide reasonable assurance, but not absolute guarantee, against material misstatement or loss. The Board will continue to review the adequacy and effectiveness of the Company's system of internal controls, including financial, operational, compliance and information technology controls, and risk management systems on an ongoing basis.

The Board has received assurance from the CEO and the CFO that the financial records of the Company have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and that the Company's risk management and internal control systems in place are functioning effectively.

After reviewing the Company's operations and taking into consideration its lean structure, the Board accepted that it is not necessary to establish a separate risk management committee at this juncture. Instead, the Board will be responsible for the governance of risk and will oversee the Company's risk management framework and policies.

Principle 12: Audit Committee

The Audit Committee ("AC") comprises two Independent Directors, Mr Tan Tong Guan, Chairman of the AC and Mr Ong Loke Min David and a Non-executive Director, Mr Lee Sze Leong. A majority of the members has relevant accounting or related financial management expertise and experience, with the Chairman being a qualified accountant.

The principal responsibilities of the AC, as set out in its Terms of Reference, are as follows:

- review the audit plans and results of the audit of the external auditor and the internal auditor (where applicable);
- review the annual consolidated financial statements and the external auditor's report on those financial statements, and discuss any significant adjustments, major risk areas, changes in accounting policies, compliance with Singapore Financial Reporting Standards, concerns and issues arising from their audits;
- review the periodic consolidated financial statements and such other information required by the SGX-ST Listing Manual, before submission to the Board for approval;
- review and discuss with external auditor and internal auditor (where applicable), any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the management's response;
- review the co-operation given by the management to the external auditor;

CORPORATE GOVERNANCE REPORT

- consider the appointment, re-appointment and removal of the external auditor, taking into account the services rendered by the external auditor and being satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditor;

- review and ratify any interested person transactions;

- review any potential conflict of interest; and

- review the effectiveness of the Company's financial, operational, compliance and information technology controls and risk management policies.

The AC has full access to and co-operation of Management. It has full discretion to invite any Director or executive officer to attend its meetings and reasonable resources to enable it to discharge its functions properly. On an as-and-when-required basis but at least annually, the AC meets with the external auditor without the presence of Management. Similarly, the external auditor has unrestricted access to the AC.

To keep abreast of the changes in accounting standards and issues which have a direct impact on the Company's financial statements, advice is sought from the external auditor as and when necessary. The external auditor also updates the AC on development of changes in accounting standards and interpretations at the AC meetings on a half-yearly basis.

The external auditor has presented both its firm-wide Audit Quality Indicators ("AQI") report to the AC, as well as the AQI report specific to the Group. The objectives are to enable the AC to have a better understanding of the external auditor's policies, procedures and processes relating to its system of quality control, and to gain better insight around the quality of the audit and the performance of the audit team. The AC reviewed and was satisfied with the quality and independence of the external auditor. It has also ensured that in appointing the external auditor for the Group, the Company is in compliance with Rules 712 and 715 of the Listing Manual of the SGX-ST. The AC has recommended to the Board the nomination of the external auditor for re-appointment.

During the year ended 31 December 2016, the Company engaged the external auditor's Australia counterpart to conduct tax structuring and due diligence review for its acquisition of a hotel in Melbourne. A breakdown of the fees paid or payable in total for audit and non-audit services respectively is disclosed in Note 8 (Profit before tax) to the Financial Statements. The AC has reviewed the nature and extent of the non-audit services and is of the opinion that such services would not affect the independence and objectivity of the external auditor.

In the Auditor's Report for the year ended 31 December 2016, the external auditor has highlighted the key audit matter as the determination of net realisable values for completed properties for sale. Completed properties represents a material portion of the Group's total assets and determination of the net realisable values involves significant judgement. As such, the AC concurs with the external auditor that this is a key area for audit emphasis. Management has estimated the net realisable values at balance sheet date using achieved selling prices for the related property development. Where there were no recent sales, an independent market value report was obtained from an accredited valuer. The external auditor has, inter alia, conducted interview with the independent valuer and reviewed the appropriateness of the valuation method and the assumptions. Where the estimated net realisable values are below cost, completed properties for sale are written down to their net realisable values. The AC has reviewed the procedures adopted by Management and the external auditors in assessing the net realisable values of the completed properties for sale and is in agreement with Management's conclusion.

The Company has in place a whistle-blowing procedure by which staff can raise, in confidence, any concerns about possible improprieties or malpractice in matters of financial reporting or other matters. The AC will ensure that independent investigation is carried out and where necessary, appropriate follow up action is taken.

Principle 13: Internal Audit

Annually, the AC reviews the Company's internal controls and risk management practices, taking into consideration the risks to which the business is exposed, the likelihood of occurrence of such risks and the cost of implementing mitigating controls. Management presents to the AC the Company's work procedures and processes including its system of internal controls and risk management. The AC also evaluates the need for an internal audit function and its effectiveness. If an internal audit is deemed necessary, the AC will approve the appointment, set the internal audit scope, approve the internal audit plans, review the internal audit reports and assess the effectiveness of the internal auditor, such as its scope of work and the quality of its audit reports. The AC will also avail itself to the internal auditor and ensure that the internal auditor has unfettered access to all the Company's documents and records and the full co-operation of Management.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Principle 14: Shareholder Rights

The Company respects the rights of its shareholders and treat all shareholders fairly and equitably. It ensures that shareholders are informed of material changes in the Group or its business through clear and timely disclosure.

Shareholders are given the opportunity to participate effectively in and vote at general meetings of shareholders and they are informed of the rules, including voting rights and procedure that governs such general meetings of shareholders. A shareholder, other than a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50, may appoint up to a maximum of two proxies. A shareholder who is a relevant intermediary is entitled to appoint more than two proxies. Investors who hold ordinary shares through relevant intermediaries but have not been appointed as proxies are also allowed to attend general meetings of shareholders as observers.

Principle 15: Communication with Shareholders

It is the Company's policy to ensure that shareholders, investors and public at large be informed of material and price-sensitive information about the Company in a fair and timely manner. Such information includes the Company's financial results and major developments that impact the Company. Communication is made through announcements via the SGXNET, press releases and the Company's website at http://www.singholdings.com, where an email address is provided for sending queries or furnishing feedback.

Principle 16: Conduct of Shareholder Meetings

All shareholders receive the annual report of the Company and the notice of the AGM, which is also published via the SGXNET and advertised on the newspapers. Shareholders are encouraged to attend the AGMs, during which they may raise questions or share their views on the Company's businesses and affairs. They may also interact with the Directors in person before and after the AGMs.

CORPORATE GOVERNANCE REPORT

Every matter requiring shareholders' approval is proposed as a separate resolution at general meetings. The chairpersons of the Audit, Nominating and Remuneration Committees and the external auditor will be present and available to address any relevant queries from the shareholders.

Voting in absentia via mail, email, fax or other methods is currently not allowed by the Company's Constitution due to the difficulty in authenticating the identity of the shareholders and the integrity of the information transmitted.

The Company will put all resolutions to vote by poll at the forthcoming AGM. An announcement will be made of the detailed results showing the number of votes cast for and against each resolution and the respective percentages.

The Company prepares detailed minutes of general meetings, which include substantial comments or queries from shareholders and responses from the Board and Management. These minutes are available to shareholders upon request.

SECURITIES TRANSACTIONS

The Company has adopted policies as set out in the Listing Manual of the SGX-ST with regard to dealings in the Company's shares by Directors and staff. At appropriate times, Directors and staff of the Group are reminded that dealings in the shares of the Company are strictly prohibited during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year, or one month before the announcement of the Company's full year financial statements, as the case may be, and ending on the date of the announcement of the relevant results. The Company also prohibits Directors and staff to deal in the shares of the Company when they are in possession of unpublished material price sensitive information relating to the shares of the Company. Directors and staff were briefed on the implications of insider trading and are expected to observe the law on insider trading at all times. They are also discouraged from dealing in the Company's shares on short-term considerations.

MATERIAL CONTRACTS

Except as disclosed in Note 29 (Related party transactions) to the Financial Statements, there were no material contracts of the Company and its subsidiaries involving the interests of the CEO, each director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

All interested person transactions will be documented and submitted to the AC for their review to ensure that such transactions are carried out at arm's length basis and on normal commercial terms and commensurate with prevailing market rates and are not prejudicial to the interests of the Group and the minority shareholders.

CORPORATE GOVERNANCE REPORT

Other than as disclosed in Note 29 (Related party transactions) to the Financial Statements, the following are details of the interested person transaction entered into during the financial year ended 31 December 2016, which is required to be disclosed under Rule 907 of the Listing Manual of the SGX-ST: –

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)
Sing Investments & Finance Limited	$610,272.00	Not applicable

The above transaction was in respect of a tenancy agreement entered into in 2016, for a 3-year lease of office space at SIF Building commencing from 2017 to 2019.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Sing Holdings Limited (the Company) and its subsidiaries (collectively, the Group) and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2016.

OPINION OF THE DIRECTORS

In the opinion of the directors,

(i) the consolidated financial statements of the Group and the balance sheet 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 2016 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

(ii) 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 statement are:

Lee Sze Leong (Non-executive Chairman)
Lee Sze Hao (Managing Director and Chief Executive Officer)
Ong Loke Min David
Tan Tong Guan

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects 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' INTERESTS IN SHARES OR 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 of the Company as stated below:

	Direct interest		Deemed interest	
Name of director	**At the beginning of financial year or date of appointment**	**At the end of financial year**	**At the beginning of financial year or date of appointment**	**At the end of financial year**
Ordinary shares of the Company				
Lee Sze Leong	1,484,832	2,085,432	141,662,246	141,752,246
Lee Sze Hao	11,418,800	12,419,800	141,662,246	141,752,246
Ong Loke Min David	100,000	100,000	–	–
Tan Tong Guan	–	–	6,060,000	6,060,000

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2017.

By virtue of Section 7 of the Singapore Companies Act, Chapter 50, Lee Sze Leong and Lee Sze Hao are deemed to have interests in shares held by the Company in all of its subsidiaries.

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 date of appointment if later, or at the end of the financial year.

OPTIONS

No options were issued by the Company or its subsidiaries during the financial year.

As at 31 December 2016, there are no options on the unissued shares of the Company or its subsidiaries which were outstanding.

AUDIT COMMITTEE

The Audit Committee ("AC") comprises three directors:

Tan Tong Guan (Chairman)
Lee Sze Leong
Ong Loke Min David

Based on the Singapore Code of Corporate Governance criteria, a majority, including the Chairman of the AC is independent.

The AC performed its functions in accordance with Section 201B(5) of the Singapore Companies Act, Chapter 50, as detailed in the Report on Corporate Governance.

DIRECTORS' STATEMENT

AUDITOR

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors:

Lee Sze Leong
Director

Lee Sze Hao
Director

Singapore
28 March 2017

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2016
Independent auditor's report to the members of Sing Holdings Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

We have audited the financial statements of Sing Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2016, the statements of changes in equity of the Group and the Company, and the consolidated income statement, 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.

OPINION

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 Financial Reporting Standards in Singapore (FRSs) 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 2016 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 judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the 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 this matter. 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 matter below, provide the basis for our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (CONTINUED)

Determination of net realisable values for completed properties for sale

The Group has certain completed residential and industrial development property units in Singapore that are held for sale. These completed properties for sale are measured at the lower of cost and net realisable values. Prices for residential and industrial properties in Singapore continue to soften with new supplies coming on stream and with global economic uncertainties. Therefore, there is a risk of future selling prices falling below costs, resulting in losses when the properties are eventually sold.

The determination of the estimated net realisable value of these completed development properties is critically dependent on the Group's expectations of future selling prices. The Group estimated net realisable values at balance sheet date using achieved selling prices for the related property development. Where there were no recent sales, an independent market value report was obtained from an accredited valuer.

This net realisable value assessment represents a significant area of focus to the audit as it involves management making significant estimates. Completed development properties for sale also constitutes 22.4% of total assets of the Group.

As part of our audit procedures, we have assessed management's net realisable value estimates by comparing them to recent sale prices of comparable units in the development, as well as to comparable development projects in the vicinity. These prices were referenced to published prices of transactions with caveats lodged with government authorities.

In respect of the independent market valuation report obtained by management, we considered the competency, independence and objectivity of the independent valuer. We, together with the assistance of our internal valuation specialists, have also assessed the appropriateness of the valuation method; the assumptions applied and the key property data used by the valuer in determining market value of the property unit.

We have assessed the accuracy and adequacy of the disclosures in Note 3.2 and Note 15 to financial statements.

OTHER INFORMATION

Management is responsible for other information. The other information comprises the Directors' Statement and the other 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 FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

- 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 Eleanor Lee.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore
28 March 2017

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Note	2016 $'000	2015 $'000
Revenue	4	**279,498**	263,570
Cost of sales		**(229,727)**	(225,723)
Gross profit		**49,771**	37,847
Other income	5	**2,633**	4,946
Administrative expenses		**(4,280)**	(4,703)
Sales and marketing expenses		**(3,557)**	(6,415)
Other operating expenses	6	**(1,583)**	(477)
Finance costs	7	**(171)**	(202)
Profit before tax	8	**42,813**	30,996
Income tax expense	9	**(7,333)**	(4,847)
Profit for the year		**35,480**	26,149
Attributable to:			
Shareholders of the Company		**26,266**	20,315
Non-controlling interests		**9,214**	5,834
		35,480	26,149
Earnings per share attributable to shareholders of the Company, basic and diluted (cents per share)	10	**6.55**	5.07

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	2016 $'000	2015 $'000
Profit for the year	**35,480**	26,149
Other comprehensive loss		
Item that may be reclassified subsequently to profit or loss		
Net fair value loss on investment in quoted equity shares classified as available-for-sale	**(125)**	(284)
Total comprehensive income for the year	**35,355**	25,865
Total comprehensive income attributable to:		
Shareholders of the Company	**26,141**	20,031
Non-controlling interests	**9,214**	5,834
	35,355	25,865

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

BALANCE SHEETS

AS AT 31 DECEMBER 2016

	Note	Group 2016 $'000	Group 2015 $'000	Company 2016 $'000	Company 2015 $'000
Non-current assets					
Property, plant and equipment	11	**510**	692	**510**	692
Investment in subsidiaries	12	**–**	–	**37,301**	44,449
Investment in quoted equity shares	13	**3,344**	3,442	**3,344**	3,442
Loans to subsidiaries	25	**–**	–	**41,644**	–
Deferred tax assets	26	**249**	–	**–**	–
		4,103	4,134	**82,799**	48,583
Current assets					
Development properties for sale	14	**295,915**	–	**–**	–
Completed properties for sale	15	**114,769**	352,170	**25,672**	26,858
Investment in quoted equity shares	13	**2,612**	1,015	**2,612**	1,015
Trade receivables	16	**36,619**	123,135	**853**	8
Deposits and other receivables	17	**5,706**	264	**5,673**	60
Prepayments		**97**	59	**21**	17
Loans to subsidiaries	25	**–**	–	**60,035**	96,387
Amounts due from subsidiaries	18	**–**	–	**15,259**	81,318
Cash and cash equivalents	19	**53,366**	30,379	**43,766**	210
		509,084	507,022	**153,891**	205,873
Current liabilities					
Trade and other payables	20	**11,067**	33,937	**2,351**	2,017
Deferred revenue	21	**–**	100,959	**–**	–
Amounts due to subsidiaries	18	**–**	–	**–**	34,256
Interest-bearing bank loans	22	**–**	110,160	**–**	600
Loans from non-controlling shareholders of subsidiaries	23	**–**	15,544	**–**	–
Provision for taxation		**10,760**	412	**–**	8
		21,827	261,012	**2,351**	36,881
Net current assets		**487,257**	246,010	**151,540**	168,992
Non-current liabilities					
Loan from a subsidiary	24	**–**	–	**2,024**	2,026
Trade and other payables	20	**172**	1,568	**172**	32
Interest-bearing bank loans	22	**200,970**	–	**–**	–
Loans from non-controlling shareholders of subsidiaries	23	**25,532**	–	**–**	–
Deferred tax liabilities	26	**40**	3,201	**–**	–
		226,714	4,769	**2,196**	2,058
Net assets		**264,646**	245,375	**232,143**	215,517
Equity attributable to shareholders of the Company					
Share capital	27	**104,951**	104,951	**104,951**	104,951
Reserves	28	**151,729**	130,600	**127,192**	110,566
		256,680	235,551	**232,143**	215,517
Non-controlling interests		**7,966**	9,824	**–**	–
Total equity		**264,646**	245,375	**232,143**	215,517

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

		Attributable to shareholders of the Company					
		Non-distributable		Distributable			
	Note	Share capital (Note 27) $'000	Fair value adjustment reserve (Note 28) $'000	Revenue reserve (Note 28) $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Group							
At 1 January 2016		**104,951**	**388**	**130,212**	**235,551**	**9,824**	**245,375**
Profit for the year		**–**	**–**	**26,266**	**26,266**	**9,214**	**35,480**
Other comprehensive loss for the year							
Net fair value loss on investment in quoted equity shares classified as available-for-sale		**–**	**(125)**	**–**	**(125)**	**–**	**(125)**
Total comprehensive (loss)/income for the year		**–**	**(125)**	**26,266**	**26,141**	**9,214**	**35,355**
Distribution to non-controlling shareholder of a subsidiary upon winding-up		**–**	**–**	**–**	**–**	**(5,487)**	**(5,487)**
Dividends on ordinary shares	36	**–**	**–**	**(5,012)**	**(5,012)**	**–**	**(5,012)**
Deemed capital contribution arising from interest-free loans from non-controlling shareholder of a subsidiary		**–**	**–**	**–**	**–**	**1,795**	**1,795**
Capital injection by non-controlling shareholder of a subsidiary		**–**	**–**	**–**	**–**	**1,200**	**1,200**
Dividends paid to non-controlling shareholder of a subsidiary		**–**	**–**	**–**	**–**	**(8,580)**	**(8,580)**
At 31 December 2016		**104,951**	**263**	**151,466**	**256,680**	**7,966**	**264,646**
At 1 January 2015		104,951	672	113,907	219,530	4,903	224,433
Profit for the year		–	–	20,315	20,315	5,834	26,149
Other comprehensive loss for the year							
Net fair value loss on investment in quoted equity shares classified as available-for-sale		–	(284)	–	(284)	–	(284)
Total comprehensive (loss)/income for the year		–	(284)	20,315	20,031	5,834	25,865
Distribution to non-controlling shareholder of a subsidiary upon winding-up		–	–	–	–	(913)	(913)
Dividends on ordinary shares	36	–	–	(4,010)	(4,010)	–	(4,010)
At 31 December 2015		104,951	388	130,212	235,551	9,824	245,375

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Note	Non-distributable Share capital (Note 27) $'000	Non-distributable Fair value adjustment reserve (Note 28) $'000	Distributable Revenue reserve (Note 28) $'000	Total $'000
Company					
At 1 January 2016		**104,951**	**388**	**110,178**	**215,517**
Profit for the year		**–**	**–**	**21,763**	**21,763**
Other comprehensive loss for the year					
Net fair value loss on investment in quoted equity shares classified as available-for-sale		**–**	**(125)**	**–**	**(125)**
Total comprehensive (loss)/income for the year		**–**	**(125)**	**21,763**	**21,638**
Dividends on ordinary shares	36	**–**	**–**	**(5,012)**	**(5,012)**
At 31 December 2016		**104,951**	**263**	**126,929**	**232,143**
At 1 January 2015		104,951	672	114,855	220,478
Loss for the year		–	–	(667)	(667)
Other comprehensive loss for the year					
Net fair value loss on investment in quoted equity shares classified as available-for-sale		–	(284)	–	(284)
Total comprehensive loss for the year		–	(284)	(667)	(951)
Dividends on ordinary shares	36	–	–	(4,010)	(4,010)
At 31 December 2015		104,951	388	110,178	215,517

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Note	2016 $'000	2015 $'000
Cash flows from operating activities			
Profit before tax		**42,813**	30,996
Adjustments for:			
Depreciation of property, plant and equipment	11	**183**	174
Interest expense	7	**171**	202
Interest income		**(520)**	(683)
Profit on sale of properties		**(49,771)**	(37,847)
Dividend income from investment in quoted equity shares classified as available-for-sale	5	**(141)**	(151)
Dividend income from investment in quoted equity shares classified as held for trading	5	**(66)**	(18)
Gain on disposal of property, plant and equipment	5	**–**	(105)
Loss/(gain) on winding-up of subsidiary	5	**1**	(13)
Fair value changes on quoted equity shares classified as held for trading	5	**(226)**	(34)
Cost of sales written-back	5	**–**	(2,424)
Operating cash flows before changes in working capital		**(7,556)**	(9,903)
Changes in working capital:			
Trade receivables		**(6)**	4
Deposits and other receivables		**(5,405)**	(92)
Prepayments		**(38)**	117
Trade and other payables		**1,811**	(778)
Proceeds from sale of properties		**264,466**	157,487
Development expenditure on properties developed for sale		**(313,420)**	(111,073)
Net cash (used in)/generated from operations		**(60,148)**	35,762
Interest received		**517**	744
Interest paid		**(224)**	(3,299)
Income tax paid		**(412)**	(615)
Net cash flows (used in)/generated from operating activities		**(60,267)**	32,592

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Note	2016 $'000	2015 $'000
Cash flows from investing activities			
Purchase of quoted equity shares classified as available-for-sale		**(27)**	(398)
Purchase of quoted equity shares classified as held for trading		**(1,371)**	(493)
Purchase of property, plant and equipment	11	**(1)**	(402)
Dividends received		**207**	169
Proceeds from disposal of property, plant and equipment		**–**	121
Proceeds from winding-up of subsidiary		**(1)**	13
Net cash flows used in investing activities		**(1,193)**	(990)
Cash flows from financing activities			
Proceeds from capital injection from non-controlling shareholders of subsidiaries		**1,200**	–
Distribution to non-controlling shareholder upon winding-up of subsidiary		**(5,487)**	(913)
Proceeds from bank loans		**200,970**	600
Repayment of bank loans		**(110,160)**	(80,648)
Loans from non-controlling shareholders of subsidiaries		**27,221**	–
Repayment of loans from non-controlling shareholders of subsidiaries		**(15,705)**	(2,100)
Dividends paid on ordinary shares	36	**(5,012)**	(4,010)
Dividends paid to non-controlling shareholders of subsidiaries		**(8,580)**	–
Net cash flows generated from/(used in) financing activities		**84,447**	(87,071)
Net increase/(decrease) in cash and cash equivalents		**22,987**	(55,469)
Cash and cash equivalents at 1 January		**30,379**	85,848
Cash and cash equivalents at 31 December	19	**53,366**	30,379

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 2016

1. CORPORATE INFORMATION

Sing Holdings Limited (the Company) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange.

The registered office and principal place of business of the Company is located at 96 Robinson Road, #10-01, SIF Building, Singapore 068899.

The principal activities of the Company are those relating to investment holding and property development. The principal activities of the subsidiaries are set out in Note 12. There have been no significant changes in the nature of these activities during the financial 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 (FRS).

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

The financial statements are presented in Singapore Dollars (SGD or $) and all values in the tables are rounded to the nearest thousand ($'000).

The Accounting Standards Council announced on 29 May 2014 that Singapore incorporated companies listed on the Singapore Exchange will apply a new financial reporting framework identical to the Internal Financial Reporting Standards. The Group will adopt the new financial reporting framework on 1 January 2018.

2.2 CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2016. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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:

Description	Effective for annual periods beginning on or after
Amendments to FRS 7 *Disclosure Initiative*	1 January 2017
Amendments to FRS 12 *Recognition of Deferred Tax Assets for Unrealised Losses*	1 January 2017
FRS 109 *Financial Instruments*	1 January 2018
FRS 115 *Revenue from Contracts with Customers*	1 January 2018
Amendments to FRS 115 *Clarifications to FRS 115 Revenue from Contracts with Customers*	1 January 2018
FRS 116 *Leases*	1 January 2019

Except for FRS 109, FRS 115 and FRS 116, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 109, FRS 115 and FRS 116 are described below.

FRS 109 *Financial Instruments*

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

(a) Classification and measurement

For equity securities, the Group will continue to measure its currently held-for-trading equity securities at fair value through profit and loss (FVTPL) and its currently available-for-sale equity securities at fair value through other comprehensive income (FVOCI). The Group does not expect any significant impact on its financial statements, given that there are no changes in its classification and measurement of financial instruments.

(b) Impairment

FRS 109 requires the Group to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses on all trade receivables. Upon application of the expected credit loss model, the Group expects a significant impact on its equity due to unsecured nature of its loans and receivables, but will need to perform a more detailed analysis which considers all reasonable and supportable information, including forward-looking elements to determine the extent of impact.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (CONTINUED)

Transition

The Group plans to adopt the new standard on the required effective date without restating prior periods' information and recognises any difference between the previous carrying amount and the carrying amount at the beginning of the annual reporting period at the date of initial application in the opening retained earnings.

FRS 115 *Revenue from Contracts with Customers*

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under FRS. Either a full retrospective application or modified retrospective application is required for annual periods beginning on or after 1 January 2018. Early adoption is permitted.

During 2016, the Group performed a preliminary assessment of FRS 115 which is subject to changes arising from a more detailed ongoing analysis. The Group is in a business of property development. The Group expects the following impact upon adoption of FRS 115:

(a) Development properties for sale and construction contracts

The Group is engaged in development of both residential and industrial properties in Singapore. The Group has assessed that for the private residential and industrial developments, performance obligations for the sale of pre-completed units will be satisfied over time. The performance obligation for executive condominium (EC) projects will be satisfied upon serving the notice of handover to purchasers.

Future sale of pre-completed units of the planned private condominium development on the land parcel currently capitalised under development properties is expected to be recognised on a percentage of completion method. Accordingly, the Group does not expect any significant impact to arise from the adoption of FRS 115.

(b) Sales commissions paid to sales or marketing agents on the sale of real estate units

The Group pays sales commissions to sales or marketing agents on the sale of real estate units and currently recognised such sales commissions as expense when incurred. FRS 115 requires an entity to capitalise incremental costs to obtain a contract with a customer if these costs are recoverable and amortised to profit or loss as the entity expects to recognise the related revenue. Upon adoption of FRS 115, the Group expects to capitalise such sales commissions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE (CONTINUED)

Transition

The following practical expedients are available when applying FRS 115 retrospectively.

– For completed contracts, an entity need not restate contracts that begin and end with the same annual reporting period or are completed contracts at the beginning of the earliest period presented.

– For completed contracts that have variable consideration, an entity may use the transaction price at the date the contract was completed rather than estimating the variable consideration amounts in the comparative reporting periods; and

– For contracts that were modified before the beginning of the earliest period presented, an entity need not retrospectively restate the contract for those contract modifications. Instead, an entity shall reflect the aggregate effect of all of the modifications that occur before the beginning of the earliest period presented when:

  • identifying the satisfied and unsatisfied performance obligations;

  • determining the transaction price; and

  • allocating the transaction price to the satisfied and unsatisfied performance obligations.

– For all reporting periods presented before the date of initial application, an entity need not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the entity expects to recognise that amount as revenue

The Group plans to adopt the new standard on the required effective date using the full retrospective method and apply all the practical expedients available for full retrospective approach under FRS 115 as listed above.

<u>FRS 116 *Leases*</u>

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemption for lessees – leases of ‘low value’ assets and short-term leases. The new standard is effective for annual periods beginning on or after 1 January 2019.

The Group is currently assessing the impact of the new standard and plans to adopt the new standard on the required effective date. The Group expects the adoption of the new standard will result in increase of total assets and total liabilities, EBITDA and gearing ratio.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 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.

2.5 TRANSACTIONS WITH NON-CONTROLLING INTERESTS

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 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.

Transactions and balances

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

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

2.7 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.

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

Renovation	3 years
Furniture and fittings	10 years
Office equipment	5 years
Motor vehicles	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.

An item of property, plant and equipment is de-recognised 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 de-recognised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 such indication exists, 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.

Impairment losses are recognised in profit or loss.

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.

2.9 SUBSIDIARIES

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

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

2.10 FINANCIAL INSTRUMENTS

(a) Financial assets

Initial recognition and measurement

Financial assets 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 assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial assets are recognised in profit or loss. Net gains or net losses on financial assets at fair value through profit or loss include exchange differences, interest and dividend income.

(ii) Loans and receivables

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are de-recognised or impaired, and through the amortisation process.

(iii) Available-for-sale financial assets

Available-for-sale financial assets include equity securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial asset are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 FINANCIAL INSTRUMENTS (CONTINUED)

(a) *Financial assets (Continued)*

De-recognition

A financial asset is de-recognised 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 de-recognised, and through the amortisation process.

De-recognition

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

(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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 IMPAIRMENT OF FINANCIAL ASSETS

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 IMPAIRMENT OF FINANCIAL ASSETS (CONTINUED)

(b) Available-for-sale financial assets

In the case of equity investments classified as available-for-sale, objective evidence of impairment include (i) significant financial difficulty of the issuer or obligor, (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

2.12 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.13 COMPLETED PROPERTIES FOR SALE

Completed properties for sale are held with the intention of sale in the ordinary course of business. A development property is considered complete on the date of issue of the Temporary Occupation Permit.

Completed properties for sale are stated at the lower of cost and net realisable value. Land, related acquisition expenses, development expenditure, interest and other related expenditure are capitalised as part of the cost of completed properties for sale. Interest will cease to be capitalised upon issuance of the Temporary Occupation Permit.

Where necessary, a write-down is made to adjust the carrying value of the completed properties for sale 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 costs of completion and the estimated costs necessary to make the sale.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 DEVELOPMENT PROPERTIES FOR SALE

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

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

Land and related acquisition expenses, development expenditure incurred to date, interest and other related expenditure are capitalised as part of the costs of development properties for sale.

Allowance for foreseeable losses on development properties for sale is made when it is anticipated that the net realisable value has fallen below cost.

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

Development properties of the Group that are within the scope as described in INT FRS 115 Agreement for the Construction of Real Estates are stated at the lower of cost plus, where appropriate, a portion of attributable profit, and estimated net realisable value, net of progress billings. Revenue for sales of such development properties is recognised based on percentage of completion method. Profits are recognised only in respect of finalised sales agreements and to the extent that such profits relate to the progress of the construction work. The progress of construction work is measured by the proportion of the construction and related costs incurred to the end of the reporting period to the estimated total construction and related costs for the project.

Development properties of the Group in relation to projects outside the scope of INT FRS 115 (i.e. executive condominium projects), are stated at the lower of cost and estimated net realisable value. Revenue is recognised upon the transfer of significant risks and rewards of ownership, which generally coincides with the time the development units are ready for delivery to the purchasers. Progress payments received from purchasers of such units are classified as deferred revenue in the balance sheets.

2.15 PROVISIONS

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

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

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 BORROWING COSTS

Borrowing costs on interest-bearing bank loans and imputed interest expense on loans from non-controlling shareholders of subsidiaries are recognised in profit or loss except to the extent that they are capitalised. Such borrowing costs, including imputed interest expense, are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset comprising the Group's development properties. 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 ready for their intended use or sale.

2.17 EMPLOYEE BENEFITS

(a) Defined contribution plans

The Group makes contributions to the Central Provident Fund scheme ("CPF"), a defined contribution pension scheme in Singapore. Contributions to CPF are recognised as an expense in the period in which the related service is performed.

(b) Employee leave entitlement

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

2.18 LEASES

(a) 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.

(b) As lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. The accounting policy for rental income is set out in Note 2.19(b).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 REVENUE

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of completed properties for sale

Revenue in relation to completed property units of executive condominium is recognised upon the transfer of significant risks and rewards of ownership, which generally coincides with the time the completed property units are ready for delivery to the purchasers.

In all other instances, revenue from sale of completed properties for sale, is recognised when the sales and purchase agreement is signed and all risks and rewards are transferred to the purchaser.

(b) Rental income

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

(c) Interest income

Interest income is recognised using the effective interest method.

(d) Dividend income

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

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.

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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 TAXES (CONTINUED)

(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.

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 carry-forward of unused tax credits and unused tax losses 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 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 SEGMENT REPORTING

The Group operates as a property developer in Singapore, which the management considers as a single reportable segment. This comprises the activities of developing and leasing out of residential and industrial properties which are regarded by management as exhibiting similar economic characteristics. Hence, separate segment information on primary and geographical segments has not been presented. The Group does not have any concentration of customers.

2.22 SHARE CAPITAL AND SHARE ISSUE EXPENSES

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

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of the 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 JUDGMENTS MADE IN APPLYING ACCOUNTING POLICIES

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

Income taxes and deferred taxes

Significant judgment is involved in determining the Group-wide provision for taxation. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's provision for taxation and deferred tax liabilities at the end of the reporting period were $10,760,000 (2015: $412,000) and $40,000 (2015: $3,201,000) respectively. The carrying amount of the Company's tax recoverable at the end of the reporting period was $17,000 (2015: provision for taxation of $8,000).

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deferred tax assets previously recognised can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the timing and level of future taxable profits together with future tax planning strategies. In determining the timing and level of future taxable profits together with future tax planning strategies, the Group assessed the probability of expected future cash inflows based on expected revenues from existing completed properties.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

3.1 JUDGMENTS MADE IN APPLYING ACCOUNTING POLICIES (CONTINUED)

Income taxes and deferred taxes (Continued)

Where taxable profits are expected in the foreseeable future, deferred tax assets are recognised. Deferred tax assets of $249,000 (2015: Nil) was recognised at the end of the reporting period.

The unrecognised tax losses as at 31 December 2016 was $4,490,000 (2015: $2,823,000). If the Group was able to recognise deferred tax assets on all unrecognised tax losses, profit for the year would increase by approximately $763,000 (2015: $480,000).

3.2 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 Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Determination of net realisable values for completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The determination of the estimated net realisable value of these completed development properties is critically dependent on the Group's expectations of future selling prices. The Group estimated net realisable values at balance sheet date using achieved selling prices for the related property development. Where there were no recent sales, an independent market value report was obtained from an accredited valuer. The net realisable value for units without recent sales was determined using comparable sales prices adjusted for unit size, location and layout with reference to the independent market value report. The estimated selling costs were also included.

The carrying amount of the Group's completed properties for sale at the end of the reporting period is disclosed in Note 15.

4. REVENUE

	Group	
	2016	2015
	$'000	$'000
Sale of completed residential properties	**277,357**	263,570
Sale of completed industrial properties	**2,141**	–
	279,498	263,570

5. OTHER INCOME

	Group	
	2016	2015
	$'000	$'000
Property management fee from completed properties for sale	**82**	82
Rental income from completed properties for sale	**1,364**	1,388
Dividend income from investment in quoted equity shares classified as available-for-sale	**141**	151
Dividend income from investment in quoted equity shares classified as held for trading	**66**	18
Interest income from:		
– fixed deposits	**434**	657
– late payment from tenants and purchasers	**86**	26
Gain on disposal of property, plant and equipment	**–**	105
Fair value gain on quoted equity shares classified as held for trading	**226**	34
Cost of sales written-back	**–**	2,424
Forfeiture of option money	**231**	19
Gain on winding-up of subsidiary	**–**	13
Others	**3**	29
	2,633	4,946

Cost of sales written-back relates to the write-back of over-accruals upon finalisation of the contract sum with the contractor for previously completed project.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

6. OTHER OPERATING EXPENSES

The following items have been included in arriving at other operating expenses:

	Note	Group 2016 $'000	Group 2015 $'000
Maintenance contribution		**448**	93
Property tax		**511**	159
Professional fees		**347**	5
Depreciation of property, plant and equipment	11	**183**	174

7. FINANCE COSTS

	Group 2016 $'000	Group 2015 $'000
Interest expense on bank loans	**209**	3,282
Imputed interest expense on loans from non-controlling shareholders of subsidiaries	**106**	203
	315	3,485
Less: Interest expense capitalised in development properties for sale	**(144)**	(3,283)
Finance costs recognised in profit or loss	**171**	202

8. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Note	Group 2016 $'000	Group 2015 $'000
Audit fees paid to auditor of the Company		**91**	95
Non-audit fees paid to a member firm of the auditor of the Company		**42**	–
Staff costs (including directors' remuneration)			
– salaries, wages and bonuses		**3,491**	3,831
– contributions to defined contribution plans		**141**	129
– other personnel expenses		**45**	248
Operating lease expense	30(b)	**235**	235
Write-down of completed properties for sale to net realisable value	15	**3,400**	–

9. INCOME TAX EXPENSE

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2016 and 2015 are:

	Group 2016 $'000	Group 2015 $'000
Current income tax		
– Current income taxation	**10,760**	403
– Overprovision in respect of previous years	**(17)**	(10)
	10,743	393
Deferred income tax		
– Origination and reversal of temporary differences	**(3,410)**	5,453
– Benefits from previously unrecognised tax losses	**–**	(999)
	(3,410)	4,454
Income tax expense recognised in profit or loss	**7,333**	4,847

Relationship between tax expense and accounting profit

A reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2016 and 2015 is as follows:

	Group 2016 $'000	Group 2015 $'000
Accounting profit before tax	**42,813**	30,996
Tax expense at statutory rate of 17% (2015: 17%)	**7,278**	5,269
Income not subject to taxation	**(283)**	(438)
Non-deductible expenses	**91**	784
Overprovision in respect of previous years	**(17)**	(10)
Effect of partial tax exemption and tax relief	**(23)**	(48)
Deferred tax assets not recognised	**283**	290
Benefits from previously unrecognised tax losses	**–**	(999)
Others	**4**	(1)
Income tax expense recognised in profit or loss	**7,333**	4,847

10. EARNINGS PER SHARE

Earnings per share amounts are calculated by dividing profit for the year attributable to shareholders of the Company of $26,266,000 (2015: $20,315,000) by the weighted average number of ordinary shares outstanding during the financial year of 400,994,652 (2015: 400,994,652) shares.

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

11. PROPERTY, PLANT AND EQUIPMENT

	Renovation $'000	Furniture and fittings $'000	Office equipment $'000	Motor vehicles $'000	Total $'000
Group and Company					
Cost					
At 1 January 2015	261	32	48	785	1,126
Additions	–	1	–	401	402
Disposals	–	–	(18)	(312)	(330)
At 31 December 2015 and 1 January 2016	**261**	**33**	**30**	**874**	**1,198**
Additions	**–**	**–**	**1**	**–**	**1**
At 31 December 2016	**261**	**33**	**31**	**874**	**1,199**
Accumulated depreciation					
At 1 January 2015	257	22	33	334	646
Depreciation charge for the year	4	3	4	163	174
Disposals	–	–	(18)	(296)	(314)
At 31 December 2015 and 1 January 2016	**261**	**25**	**19**	**201**	**506**
Depreciation charge for the year	**–**	**3**	**5**	**175**	**183**
At 31 December 2016	**261**	**28**	**24**	**376**	**689**
Net carrying amount					
At 31 December 2015	–	8	11	673	692
At 31 December 2016	**–**	**5**	**7**	**498**	**510**

12. INVESTMENT IN SUBSIDIARIES

	Company	
	2016	**2015**
	$'000	**$'000**
Unquoted equity shares, at cost	**40,562**	41,262
Deemed equity contribution to subsidiaries	**8,522**	14,970
Impairment losses	**(11,783)**	(11,783)
	37,301	44,449

(A) COMPOSITION OF THE GROUP

The Group has the following investments in subsidiaries.

	Subsidiaries (country of incorporation and place of business)	Principal activities	Cost 2016 $'000	Cost 2015 $'000	Proportion (%) of ownership interest 2016 %	Proportion (%) of ownership interest 2015 %
	Held by the Company:					
	Sing Bullion and Futures Pte Ltd (Singapore)	Dormant	**2,050**	2,050	**100**	100
	Sing Development (Private) Limited (Singapore)	Dormant	**33,694**	33,694	**100**	100
	Sing Holdings (Robin) Pte. Ltd. (Singapore)	Property development	**4,118**	4,118	**100**	100
(i)	Sing Holdings (Docklands) Pte. Ltd. (Singapore)	Investment holding	**–****	–	**100**	–
*	Sing Holdings (Cairnhill) Pte. Ltd. (Singapore)	Property development	**–**	700	**–**	70
	Coral Edge Development Pte. Ltd. (Singapore)	Property development	**700**	700	**70**	70
			40,562	41,262		
	Held through a subsidiary:					
(ii)	Fernvale Green Pte. Ltd. (Singapore)	Property development	**2,800**	–	**70**	–

NOTES TO THE FINANCIAL STATEMENTS

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(A) COMPOSITION OF THE GROUP (CONTINUED)

In addition, the Group is the beneficiary of the following trusts:

Trusts (country of incorporation and place of business)	Principal activities	Cost 2016 $'000	Cost 2015 $'000	Proportion (%) of ownership interest 2016 %	Proportion (%) of ownership interest 2015 %
Held by the Company and held through a subsidiary:					
Travel Holding Trust (Australia)	Dormant	–***	–	**100**	–
Held through Travel Holding Trust:					
Travel Trust No.1 (Australia)	Dormant	–***	–	**100**	–

All subsidiaries are audited by Ernst & Young LLP, Singapore

* Liquidated in May 2016.

** Cost of investment was $100.

*** Cost of investment was $10.

Incorporation of new subsidiaries and trusts

(i) On 5 October 2016, the Company incorporated Sing Holdings (Docklands) Pte. Ltd. ("SHDPL"), a wholly-owned subsidiary in Singapore with paid-up share capital of $100. SHDPL was established to hold the Group's first hospitality asset via a trust structure.

Subsequent to the incorporation of SHDPL, on 22 December 2016, the Group constituted two property trusts in Australia. The trusts are expected to provide stable stream of recurring income to the Group upon the completion of the acquisition of a hotel as disclosed in Note 37.

(ii) On 17 October 2016, the Group via its wholly-owned subsidiary, Sing Development (Private) Limited, incorporated Fernvale Green Pte. Ltd. ("FVGPL), a real estate developer company in Singapore. The Group has 70% equity interest in FVGPL, with the remaining equity shares held by a wholly-owned subsidiary of a company listed on the Singapore Exchange and not related to the Group.

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(B) INTEREST IN SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTEREST (NCI)

The Group has the following subsidiaries that have NCI that are material to the Group. The principal place of business of the subsidiaries is in Singapore.

Name of subsidiary	Proportion of ownership interest held by NCI %		Profit allocated to NCI during the reporting period $'000		Accumulated NCI at the end of reporting period $'000		Dividends paid to NCI $'000	
	2016	**2015**	**2016**	**2015**	**2016**	**2015**	**2016**	**2015**
Fernvale Green Pte. Ltd.	**30**	–	**–**	–	**2,995**	–	**–**	–
Coral Edge Development Pte. Ltd.	**30**	30	**9,214**	5,162	**4,971**	4,338	**8,580**	–
Sing Holdings (Cairnhill) Pte. Ltd.	**–**	30	**–**	672	**–**	5,487	**–**	–

(C) SUMMARISED FINANCIAL INFORMATION ABOUT SUBSIDIARIES WITH MATERIAL NCI

Summarised financial information before intercompany eliminations of subsidiaries with material NCI are as follows:

Summarised balance sheets

	Fernvale Green Pte. Ltd.		Coral Edge Development Pte. Ltd		Sing Holdings (Cairnhill) Pte. Ltd.	
	As at 31 December 2016 $'000	**As at 31 December 2015 $'000**	**As at 31 December 2016 $'000**	**As at 31 December 2015 $'000**	**As at 31 December 2016 $'000**	**As at 31 December 2015 $'000**
Current						
Assets	**296,171**	–	**29,717**	266,213	**–**	18,703
Liabilities	**(112)**	–	**(13,105)**	(249,296)	**–**	(411)
Net current assets	**296,059**	–	**16,612**	16,917	**–**	18,292
Non-current						
Assets	**–**	–	**–**	–	**–**	–
Liabilities	**(286,076)**	–	**(40)**	(2,460)	**–**	–
Net non-current liabilities	**(286,076)**	–	**(40)**	(2,460)	**–**	–
Net assets	**9,983**	–	**16,572**	14,457	**–**	18,292

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(C) SUMMARISED FINANCIAL INFORMATION ABOUT SUBSIDIARIES WITH MATERIAL NCI (CONTINUED)

Summarised income statement and statement of comprehensive income

	Fernvale Green Pte. Ltd.		Coral Edge Development Pte. Ltd.		Sing Holdings (Cairnhill) Pte. Ltd.	
	2016	2015	2016	2015	2016	2015
	$'000	$'000	$'000	$'000	$'000	$'000
Revenue	–	–	224,094	149,072	–	–
Profit before income tax	–	–	37,295	20,918	–	2,635
Income tax expense	–	–	(6,580)	(3,713)	–	(394)
Profit for the year, representing total comprehensive income for the year	–	–	30,715	17,205	–	2,241

Summarised cash flows

	Fernvale Green Pte. Ltd.		Coral Edge Development Pte. Ltd.		Sing Holdings (Cairnhill) Pte. Ltd.	
	2016	2015	2016	2015	2016	2015
	$'000	$'000	$'000	$'000	$'000	$'000
Net cash flows (used in)/generated from operating activities	(295,751)	–	152,070	26,329	–	(18,589)
Net cash flows generated from/(used in) financing activities	295,761	–	(164,872)	(20,580)	–	–
Net increase/(decrease) in cash and cash equivalents	10	–	(12,802)	5,749	–	(18,589)

13. INVESTMENT IN QUOTED EQUITY SHARES

	Group and Company	
	2016	2015
	$'000	$'000
Current		
Held for trading investments		
Quoted equity shares	2,612	1,015
Non-current		
Available-for-sale financial assets		
Quoted equity shares in an affiliated company	3,344	3,442

An affiliated company is defined as a company in which certain directors of the Company have a substantial financial interest.

14. DEVELOPMENT PROPERTIES FOR SALE

	Group	
	2016	**2015**
	$'000	**$'000**
Land, at cost	**287,100**	–
Development costs	**8,671**	–
Interest capitalised	**144**	–
	295,915	–

On 30 September 2016, the Group through a 70% : 30% joint venture company, Fernvale Green Pte. Ltd. acquired a leasehold land parcel in Singapore to undertake a condominium development.

The acquisition of the above land is funded by the joint venture partners and through a bank loan. The land is mortgaged to a financial institution as security for the interest-bearing bank loans (Note 22).

During the financial year, the Group capitalised interest arising from bank loans and imputed interest expense arising from loans from non-controlling shareholder of subsidiary amounting to $38,000 (2015: nil) and $106,000 (2015: nil) respectively.

15. COMPLETED PROPERTIES FOR SALE

	Group		Company	
	2016	**2015**	**2016**	**2015**
	$'000	**$'000**	**$'000**	**$'000**
Balance sheet:				
Completed properties for sale, at cost	**118,169**	352,170	**25,672**	26,858
Write-down to net realisable value	**(3,400)**	–	**–**	–
	114,769	352,170	**25,672**	26,858
Income statement:				
Recognised as an expense in cost of sales	**229,727**	225,723	**1,186**	–
Inclusive of the following charge:				
– Write-down of completed properties for sale to net realisable value	**3,400**	–	**–**	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

15. COMPLETED PROPERTIES FOR SALE (CONTINUED)

In the previous financial year, the completed properties for sale were mortgaged to financial institutions as security for interest-bearing bank loans (Note 22). The bank loans have been fully settled in the current financial year.

Details of completed properties for sale as at 31 December 2016 are as follows:

Name and location	Effective Group interest	Tenure	Descriptions	Approximate gross floor area (square metres)
Industrial completed properties for sale				
46 units in "BizTech Centre" 627A Aljunied Road Singapore	100%	Freehold	10-storey multi-use light industrial factory	4,460
Residential completed properties for sale				
34 units in "Robin Residences" Robin Road/Robin Drive Singapore	100%	Freehold	5 blocks of 5-storey condominium housing development with swimming pool, tennis court, gymnasium and car park	4,174
2 units in "Waterwoods" Punggol Field Walk/ Punggol East Singapore	70%	99-year leasehold	6 blocks of 17-storey executive condominium with swimming pool, tennis court, gymnasium and car park	194

16. TRADE RECEIVABLES

	Group		Company	
	2016	2015	**2016**	2015
	$'000	$'000	**$'000**	$'000
Trade receivables	**33,999**	46,840	**853**	8
Unbilled receivables	**2,620**	76,295	**–**	–
	36,619	123,135	**853**	8

Trade receivables are generally on 7 to 14 days terms. They are non-interest bearing and are recognised at their original invoice amounts which represent their fair values on initial recognition.

Unbilled receivables relate to remaining amounts to be billed on completed properties that have obtained Temporary Occupancy Permit ("TOP") in accordance with the billing milestones stated in the sales agreement.

16. TRADE RECEIVABLES (CONTINUED)

Receivables that are past due but not impaired

The Group has trade receivables amounting to $4,827,000 (2015: $7,281,000) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group	
	2016	**2015**
	$'000	**$'000**
Trade receivables past due but not impaired:		
Lesser than 30 days	**4,109**	6,443
30 – 60 days	**109**	653
61 – 90 days	**–**	7
91 – 120 days	**–**	101
More than 120 days	**609**	77
	4,827	7,281

Receivables that are impaired

The Group's trade receivables that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment are as follows:

	Group	
	2016	**2015**
	$'000	**$'000**
Trade receivables – nominal amounts	**–**	–
Less: Allowance for impairment	**–**	–
	–	–
Movement in allowance accounts:		
At 1 January	**–**	39
Written off	**–**	(39)
At 31 December	**–**	–

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

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17. DEPOSITS AND OTHER RECEIVABLES

	Group		Company	
	2016 $'000	2015 $'000	2016 $'000	2015 $'000
Interest receivable	**18**	1	**15**	–
Deposits	**5,667**	190	**5,637**	60
Other receivables	**4**	73	**4**	–
Tax recoverable	**17**	–	**17**	–
	5,706	264	**5,673**	60

In the current financial year, the Group has placed a $5.6 million deposit for the acquisition of a hotel, Travelodge Docklands in Australia. Details of the acquisition are as disclosed in Note 37.

18. AMOUNTS DUE FROM/(TO) SUBSIDIARIES

The amounts due from/(to) subsidiaries are non-trade in nature, unsecured, interest-free, repayable on demand and are expected to be settled in cash.

19. CASH AND CASH EQUIVALENTS

	Group		Company	
	2016 $'000	2015 $'000	2016 $'000	2015 $'000
Cash at banks and on hand	**3,660**	28,939	**1,642**	210
Short-term deposits	**49,706**	1,440	**42,124**	–
	53,366	30,379	**43,766**	210

Included in cash and cash equivalents are the following:

	Group	
	2016 $'000	2015 $'000
(a) Amounts held under Housing Developers (Project Account) Rules		
Cash at banks	**–**	22,055
Short-term deposits	**–**	1,440
	–	23,495

The utilisation of amounts held under Housing Developers (Project Account) Rules is governed by the Housing Developers (Project Account) Rules.

(b) Short-term deposits placed with an affiliated company	**9,442**	–

An affiliated company is defined as a company in which certain directors of the Company have a substantial financial interest.

Short-term deposits are made for varying periods of between one week and one month depending on the expected cash requirements of the Group, and earn interests at the respective short-term deposit rates. The weighted average effective interest rates on the short-term deposits approximate 0.8% (2015: 0.8%) per annum.

20. TRADE AND OTHER PAYABLES

	Group		Company	
	2016	2015	2016	2015
	$'000	$'000	$'000	$'000
Trade and other payables (current):				
Trade payables	**2,376**	16,967	**81**	34
Accrued operating expenses	**461**	6,915	**426**	281
Accrued bonus	**1,589**	1,299	**1,589**	1,299
Other payables	**1,140**	179	**–**	–
Interest payable	**38**	53	**–**	1
Advance rental payment	**74**	72	**74**	72
Deposits received	**878**	965	**181**	330
Retention sums	**4,511**	7,487	**–**	–
	11,067	33,937	**2,351**	2,017
Trade and other payables (non-current):				
Tenancy deposits	**172**	32	**172**	32
Retention sums	**–**	1,536	**–**	–
	172	1,568	**172**	32
Total trade and other payables	**11,239**	35,505	**2,523**	2,049

Trade payables

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

Included in the Group's and Company's trade payables (current) is an amount of $81,000 (2015: $34,000) which relates to sales tax payable.

Deposits received – current

Deposits received relates mainly to deposits received from purchasers upon entering into an option to purchase the completed property units. These options have yet to be exercised at the end of the reporting period.

21. DEFERRED REVENUE

Deferred revenue relates to progress payment received from purchasers of executive condominium development units. Revenue will only be recognised upon the transfer of significant risk and rewards of ownership to the purchasers, which generally coincides with the time the development units are ready for delivery to the purchasers.

NOTES TO THE FINANCIAL STATEMENTS

22. INTEREST-BEARING BANK LOANS

		Group		Company	
	Maturity	2016	2015	2016	2015
		$'000	$'000	$'000	$'000
Current:					
Loan 1	2016	–	600	–	600
Loan 2	2016	–	83,060	–	–
Loan 3	2016	–	26,500	–	–
		–	110,160	–	600
Non-current:					
Loan 4	2020	**200,970**	–	–	–

In the previous financial year, the Group had the following interest-bearing bank loans. These loans bore floating interest at rates ranging from 1.17% to 3.12% per annum. The loans are repaid in 2016.

Loan 1 was secured by the following:

(a) first legal mortgage over the Company's completed properties for sale, BizTech Centre; and

(b) assignment of sales and rental proceeds in respect of the completed properties for sale.

Loans 2 and 3 were secured by the following:

(a) first legal mortgage over the completed properties for sale, namely Robin Residences and Waterwoods;

(b) assignment of all rights, interest and benefits arising from the development, including proceeds, construction contracts, insurances, performance bonds, leases and tenancies on the related development;

(c) deed of subordination in respect of all related company loans and advances; and

(d) completion undertakings given by shareholders of the respective subsidiaries undertaking the development.

22. INTEREST-BEARING BANK LOANS (CONTINUED)

During the year, the Group entered into the following loan, which bore floating interest at rates approximating 2% per annum.

Loan 4 is secured by the following:

(a) first legal mortgage over Lot 4980T Mk No. 20, located at Fernvale Road, Singapore and the proposed project to be erected thereon;

(b) assignment of all rights, titles, interest and benefits arising from the development property including proceeds, construction and piling contracts, insurances, performance bonds, leases and tenancies on the related development property;

(c) deed of subordination in respect of all direct and indirect shareholders' and related company loans; and

(d) completion undertakings given by shareholders of the subsidiary undertaking the development.

23. LOANS FROM NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

Loans from non-controlling shareholders of subsidiaries are unsecured, interest-free and carried at amortised cost. They are expected to be settled in cash. These loans to finance development projects have no fixed terms of repayment under the agreements. Management expects these to be repaid at the end of the respective projects. The expected repayment period is as disclosed in Note 33(b).

	Group	
	2016	**2015**
	$'000	**$'000**
Notional value	**45,026**	47,014
Amortised cost adjustment	**(2,506)**	(5,057)
	42,520	41,957
Cumulative imputed interest expense	**817**	4,896
	43,337	46,853
Less: Repayment to non-controlling shareholders of subsidiaries	**(17,805)**	(31,309)
Amortised cost at 31 December	**25,532**	15,544
Maturities		
Current:		
Not later than one year	**–**	15,544
Non-current:		
Later than one year but not later than five years	**25,532**	–
Amortised cost	**25,532**	15,544

The amortised cost adjustment relates to the measurement of the loans at fair value at initial recognition. The adjustment has been recorded as a deemed equity contribution from non-controlling shareholders. The fair value of the loans recorded upon initial recognition will be accreted back to the notional value through the recognition of imputed interest expense in accordance with the effective interest method.

24. LOAN FROM A SUBSIDIARY

The loan from a subsidiary is unsecured, interest-free, not expected to be repaid within the next 12 months and is expected to be settled in cash. The fair value of the loan at inception is not determinable as the timing of the repayment cannot be estimated reliably. Accordingly, the loan from subsidiary is recorded at cost.

25. LOANS TO SUBSIDIARIES

	Company	
	2016	**2015**
	$'000	**$'000**
Notional value	**146,745**	170,500
Amortised cost adjustment	**(8,522)**	(14,970)
	138,223	155,530
Cumulative imputed interest income	**5,001**	13,913
	143,224	169,443
Less: Repayment of loans by subsidiaries	**(41,545)**	(73,056)
Amortised cost at 31 December	**101,679**	96,387
Maturities		
Current:		
Not later than one year	**60,035**	96,387
Non-current:		
Later than one year but not later than five years	**41,644**	–
Amortised cost	**101,679**	96,387

These loans to subsidiaries are for development projects. They are unsecured, interest-free and carried at amortised costs. They are expected to be settled in cash. They have no fixed terms of repayment under the agreements. Management expects these to be repaid at the end of the respective projects. The expected repayment period is as disclosed in Note 33(b).

The amortised cost adjustment relates to the measurement of the loans at fair value at initial recognition. The adjustment has been recorded as a deemed equity contribution to subsidiaries. The fair value of the loans recorded upon initial recognition will be accreted back to the notional value through the recognition of imputed interest income in accordance with the effective interest method.

26. DEFERRED TAX

Deferred tax as at 31 December relates to the following:

	Group				Company	
	Consolidated balance sheet		Consolidated income statement		Balance sheet	
	2016	2015	2016	2015	2016	2015
	$'000	$'000	$'000	$'000	$'000	$'000
Deferred tax assets						
Unutilised tax losses	–	–	–	1,253	–	–
Allowance for impairment of completed properties for sale	**249**	–	**(249)**	–	–	–
Deferred tax liabilities						
Differences in revenue recognition for tax purposes	**(40)**	(3,201)	**(3,161)**	3,201	–	–
Deferred tax (credit)/expense			**(3,410)**	4,454		

Unrecognised tax losses

At the end of the reporting period, the Group has tax losses of $4,490,000 (2015: $2,823,000) available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to compliance with the relevant provisions of the Income Tax Act of Singapore.

27. SHARE CAPITAL

	Group and Company			
	2016		2015	
	No. of shares	$'000	No. of shares	$'000
Issued and fully paid ordinary shares:				
At 1 January and 31 December	**400,995**	**104,951**	400,995	104,951

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

28. RESERVES

	Group		Company	
	2016	2015	2016	2015
	$'000	$'000	$'000	$'000
Fair value adjustment reserve	**263**	388	**263**	388
Revenue reserve	**151,466**	130,212	**126,929**	110,178
	151,729	130,600	**127,192**	110,566

Fair value adjustment reserve represents the cumulative fair value changes, net of tax, of available-for-sale financial assets until they are disposed of or impaired.

The movement in reserves are set out in the statements of changes in equity.

29. RELATED PARTY TRANSACTIONS

(A) SALE AND PURCHASE OF GOODS AND SERVICES

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

	Group	
	2016	2015
	$'000	$'000
Dividend income from an affiliated company	**141**	151
Fixed deposit interest income from an affiliated company	**143**	336
Rental paid to an affiliated company	**235**	235

An affiliated company is defined as a company in which certain directors of the Company have a substantial financial interest.

(B) COMPENSATION OF KEY MANAGEMENT PERSONNEL

	Group	
	2016	2015
	$'000	$'000
Short-term employee benefits	**2,741**	2,406
Central Provident Fund contributions	**71**	61
Post-employment benefits	**–**	1,023
	2,812	3,490

29. RELATED PARTY TRANSACTIONS (CONTINUED)

(B) COMPENSATION OF KEY MANAGEMENT PERSONNEL (CONTINUED)

Post-employment benefits

In the previous financial year, post-employment benefits pertained to a one-off gratuity payment to Founding Chairman, Lee Fee Huang, for his years of service to the Company.

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

30. LEASE COMMITMENTS

(A) OPERATING LEASE COMMITMENTS – AS LESSOR

The Group leases out certain of its completed properties for sale under non-cancellable operating leases, which have remaining lease terms of between 2 months and 2 years. All leases include a clause to enable revision of the rental charge on a renewal basis based on prevailing market conditions.

Future minimum rentals receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2016	**2015**
	$'000	**$'000**
Not later than one year	**1,182**	1,116
Later than one year but not later than five years	**279**	337
	1,461	1,453

(B) OPERATING LEASE COMMITMENTS – AS LESSEE

The Group has entered into a commercial lease on office space. The lease is for 3 years with a renewal option of 3 years and no contingent rent provision is included in the contract.

Minimum lease payments recognised as an expense in profit or loss for the financial year ended 31 December 2016 amounted to $235,000 (2015: $235,000) (Note 8).

30. LEASE COMMITMENTS (CONTINUED)

(B) OPERATING LEASE COMMITMENTS – AS LESSEE (CONTINUED)

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

	Group	
	2016	**2015**
	$'000	**$'000**
Not later than one year	**203**	235
Later than one year but not later than five years	**407**	–
	610	235

31. FUTURE COMMITMENTS

Commitments contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2016	**2015**
	$'000	**$'000**
Commitments in respect of contracts placed:		
– Development properties for sale	**115,203**	–
Capital commitments in respect of hotel acquisition:		
– Travelodge Docklands (Note 37)	**105,919**	–

32. FAIR VALUE OF ASSETS AND LIABILITIES

(A) FAIR VALUE HIERARCHY

The Group and the Company 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 markets for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(B) ASSETS AND LIABILITIES MEASURED AT FAIR VALUE

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

		Group and Company Fair value measurements at the end of the reporting period using			
	Note	Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant un-observable inputs (Level 3) $'000	Total $'000
2016					
Financial assets					
Held for trading financial assets					
Quoted equity shares	13	**2,612**	–	–	**2,612**
Total held for trading financial assets		**2,612**	–	–	**2,612**
Available-for-sale financial assets					
Quoted equity shares in an affiliated company	13	**3,344**	–	–	**3,344**
Total available-for-sale financial assets		**3,344**	–	–	**3,344**
Financial assets as at 31 December 2016		**5,956**	–	–	**5,956**

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32. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(B) ASSETS AND LIABILITIES MEASURED AT FAIR VALUE (CONTINUED)

		Group and Company Fair value measurements at the end of the reporting period using			
	Note	Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant un-observable inputs (Level 3) $'000	Total $'000
2015					
Financial assets					
Held for trading financial assets					
Quoted equity shares	13	1,015	–	–	1,015
Total held for trading financial assets		1,015	–	–	1,015
Available-for-sale financial assets					
Quoted equity shares in an affiliated company	13	3,442	–	–	3,442
Total available-for-sale financial assets		3,442	–	–	3,442
Financial assets as at 31 December 2015		4,457	–	–	4,457

Determination of fair value

Quoted equity shares (Note 13): Fair value is determined by direct reference to their published market bid price at the end of the reporting period.

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(C) FINANCIAL INSTRUMENTS NOT CARRIED AT FAIR VALUE BUT FOR WHICH FAIR VALUE IS DISCLOSED

The following table shows an analysis of financial instruments not measured at fair value but for which fair value is disclosed:

	Fair value measurements at the end of the reporting period using				
2016	Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant un-observable inputs (Level 3) $'000	Fair value Total $'000	Carrying amount $'000
Group					
Financial liabilities					
Trade and other payables (non-current)	–	–	(166)	(166)	(172)
Loans from non-controlling shareholders of subsidiaries	–	–	(25,426)	(25,426)	(25,532)
Company					
Financial assets					
Loan to subsidiaries (non-current)	–	–	41,472	41,472	41,644
Financial liabilities					
Loan from a subsidiary (non-current)	–	–	N.A.[1]	N.A.[1]	(2,024)
Trade and other payables (non-current)	–	–	(166)	(166)	(172)

Determination of fair value

Trade and other payables (non-current) (Note 20) and Loans from non-controlling shareholders of subsidiaries (non-current) (Note 23)

The fair values as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the reporting period.

(1) Fair value information has not been disclosed for the Company's loan from a subsidiary that is carried at cost because fair value cannot be measured reliably as the timing of the repayment cannot be estimated reliably without incurring excessive cost.

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(C) FINANCIAL INSTRUMENTS NOT CARRIED AT FAIR VALUE BUT FOR WHICH FAIR VALUE IS DISCLOSED (CONTINUED)

	Fair value measurements at the end of the reporting period using				
2015	Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant un-observable inputs (Level 3) $'000	Fair value Total $'000	Carrying amount $'000
Group					
Financial liabilities					
Trade and other payables (non-current)	–	–	(1,513)	(1,513)	(1,568)
Company					
Financial liabilities					
Loan from a subsidiary (non-current)	–	–	N.A.[1]	N.A.[1]	(2,026)
Trade and other payables (non-current)	–	–	(31)	(31)	(32)

[1] Fair value information has not been disclosed for the Company's loan from a subsidiary that is carried at cost because fair value cannot be measured reliably as the timing of the repayment cannot be estimated reliably without incurring excessive cost.

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

Classification of financial instruments

The table below is an analysis of the carrying amounts of financial instruments by categories as defined in FRS 39 – Financial Instruments: Recognition and Measurement as at 31 December:

	Group		Company	
	2016	2015	2016	2015
	$'000	$'000	$'000	$'000
Loans and receivables				
Trade receivables	**36,619**	123,135	**853**	8
Deposits and other receivables	**5,689**	264	**5,656**	60
Loans to subsidiaries	**–**	–	**101,679**	96,387
Amounts due from subsidiaries	**–**	–	**15,259**	81,318
Cash and cash equivalents	**53,366**	30,379	**43,766**	210
	95,674	153,778	**167,213**	177,983
Available-for-sale financial assets				
Investment in quoted equity shares	**3,344**	3,442	**3,344**	3,442
Held for trading financial assets				
Investment in quoted equity shares	**2,612**	1,015	**2,612**	1,015
Financial liabilities measured at amortised cost				
Trade and other payables	**11,084**	35,399	**2,368**	1,943
Amounts due to subsidiaries	**–**	–	**–**	34,256
Interest-bearing bank loans	**200,970**	110,160	**–**	600
Loans from non-controlling shareholders of subsidiaries	**25,532**	15,544	**–**	–
Loan from a subsidiary	**–**	–	**2,024**	2,026
	237,586	161,103	**4,392**	38,825

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and market price risk. The Board of Directors reviews and agrees policies and procedures for the management of these risks. The Audit Committee provides independent oversight to the effectiveness of the risk management process.

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

(A) CREDIT RISK

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade receivables, quoted equity shares and cash and cash equivalents.

Credit risk arises as the tenants and purchasers of properties may default on their obligations to pay the amounts owing to the Group. The Group requires tenants to place cash deposits equivalent to 3 months' rental upon signing of the lease agreements. The Group entities which develop properties for sale generally have recourse against defaulting purchasers through forfeiture of 20% of purchase price, interest owing on instalments outstanding and re-sale of the re-possessed properties.

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.

The Group and Company have no significant concentration of credit risk.

Financial assets that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are mainly parties with good payment track record with the Group and Company. Cash and cash equivalents and quoted equity shares that are neither past due nor impaired are placed with reputable financial institutions.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 16 (Trade receivables).

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(B) 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 maintain sufficient liquid financial assets and stand-by credit facilities with different banks.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Group 2016				
	Less than 1 year $'000	1 to 2 years $'000	2 to 5 years $'000	More than 5 years $'000	Total $'000
Financial assets					
Investment in quoted equity shares	2,612	–	–	3,344	5,956
Trade receivables	36,619	–	–	–	36,619
Deposits and other receivables	5,689	–	–	–	5,689
Cash and cash equivalents	53,366	–	–	–	53,366
Total undiscounted financial assets	98,286	–	–	3,344	101,630
Financial liabilities					
Trade and other payables	10,912	172	–	–	11,084
Loans from non-controlling shareholders of subsidiaries	–	–	27,221	–	27,221
Interest-bearing bank loans	–	–	214,801	–	214,801
Total undiscounted financial liabilities	10,912	172	242,022	–	253,106
Total net undiscounted financial assets/(liabilities)	87,374	(172)	(242,022)	3,344	(151,476)

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(B) LIQUIDITY RISK (CONTINUED)

	Group 2015				
	Less than 1 year $'000	1 to 2 years $'000	2 to 5 years $'000	More than 5 years $'000	Total $'000
Financial assets					
Investment in quoted equity shares	1,015	–	–	3,442	4,457
Trade receivables	123,135	–	–	–	123,135
Deposits and other receivables	264	–	–	–	264
Cash and cash equivalents	30,379	–	–	–	30,379
Total undiscounted financial assets	154,793	–	–	3,442	158,235
Financial liabilities					
Trade and other payables	33,831	1,553	15	–	35,399
Loans from non-controlling shareholders of subsidiaries	15,705	–	–	–	15,705
Interest-bearing bank loans	110,544	–	–	–	110,544
Total undiscounted financial liabilities	160,080	1,553	15	–	161,648
Total net undiscounted financial assets/(liabilities)	(5,287)	(1,553)	(15)	3,442	(3,413)

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(B) LIQUIDITY RISK (CONTINUED)

	Company 2016				
	Less than 1 year $'000	1 to 2 years $'000	2 to 5 years $'000	More than 5 years $'000	Total $'000
Financial assets					
Investment in quoted equity shares	2,612	–	–	3,344	5,956
Loan to subsidiaries	60,800	–	44,400	–	105,200
Trade receivables	853	–	–	–	853
Deposits and other receivables	5,656	–	–	–	5,656
Amounts due from subsidiaries	15,259	–	–	–	15,259
Cash and cash equivalents	43,766	–	–	–	43,766
Total undiscounted financial assets	128,946	–	44,400	3,344	176,690
Financial liabilities					
Trade and other payables	2,196	172	–	–	2,368
Loan from a subsidiary	–	–	–	2,024*	2,024
Total undiscounted financial liabilities	2,196	172	–	2,024	4,392
Total net undiscounted financial assets/(liabilities)	126,750	(172)	44,400	1,320	172,298

* Not expected to be repaid in the near future and timing of repayment cannot be estimated reliably (Note 24)

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(B) LIQUIDITY RISK (CONTINUED)

	Company 2015				
	Less than 1 year $'000	**1 to 2 years $'000**	**2 to 5 years $'000**	**More than 5 years $'000**	**Total $'000**
Financial assets					
Investment in quoted equity shares	1,015	–	–	3,442	4,457
Loans to subsidiaries	97,445	–	–	–	97,445
Trade receivables	8	–	–	–	8
Deposits and other receivables	60	–	–	–	60
Amounts due from subsidiaries	81,318	–	–	–	81,318
Cash and cash equivalents	210	–	–	–	210
Total undiscounted financial assets	180,056	–	–	3,442	183,498
Financial liabilities					
Trade and other payables	1,911	17	15	–	1,943
Amounts due to subsidiaries	34,256	–	–	–	34,256
Interest-bearing bank loans	600	–	–	–	600
Loan from a subsidiary	–	–	–	2,026*	2,026
Total undiscounted financial liabilities	36,767	17	15	2,026	38,825
Total net undiscounted financial assets/(liabilities)	143,289	(17)	(15)	1,416	144,673

* Not expected to be repaid in the near future and timing of repayment cannot be estimated reliably (Note 24)

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(C) INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings. Interest rate risk is managed by the Group on an on-going basis with the primary objective of limiting the extent to which net interest expense would be affected by an adverse movement in interest rates.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if interest rates on outstanding borrowings from financial institutions for development projects had been 75 (2015: 75) basis points lower/higher, with all other variables held constant, the interest capitalised in development properties during the year would have been $17,000 (2015: $1,183,000) lower/higher arising mainly as a result of lower/higher interest on bank loans utilised for development of properties.

The Group's profit before tax would have been $55,000 (2015: $67,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings.

(D) MARKET PRICE RISK

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its investment in quoted equity shares. These instruments are quoted on the Singapore Exchange Securities Trading Limited (SGX-ST) in Singapore and are classified as held for trading or available-for-sale financial assets. The Group does not have exposure to commodity price risk.

Sensitivity analysis for equity price risk

At the end of the reporting period, if the STI had been 2% (2015: 2%) higher/lower with all other variables held constant, the Group's fair value adjustment reserve in equity would have been $67,000 (2015: $68,000) higher/lower, arising as a result of an increase/decrease in the fair value of quoted equity shares classified as available-for-sale and the Group's profit before tax would have been $52,000 (2015: $20,000) higher/lower, arising as a result of higher/lower fair value gains on quoted equity shares classified as held for trading.

34. CAPITAL MANAGEMENT

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 2016 and 2015. The Group is not subject to any externally imposed capital requirements.

The Group seeks to maintain a fair mix of debt and equity. As far as practicable, development expenditures for the Group's projects are funded by external financing from banks or financial institutions. The Group may also obtain loans from shareholders and non-controlling shareholders in accordance with the shareholding percentage in the respective subsidiaries. The debt and equity ratio may vary depending on the cost of capital.

The Group monitors capital using a net debt to equity ratio, computed by adjusting for the Group's share of interest-bearing bank loans, loans from non-controlling shareholders of subsidiaries, and cash and cash equivalents in accordance with its shareholding percentages in the respective subsidiaries.

	Group	
	2016	**2015**
	$'000	**$'000**
Group's share of interest-bearing bank loans in accordance with shareholding percentages in the respective subsidiaries and loans from non-controlling shareholders	**166,211**	100,786
Less: Group's share of cash and cash equivalents in accordance with shareholding percentages in the respective subsidiaries	**(50,893)**	(22,144)
Net debt	**115,318**	78,642
Equity attributable to shareholders of the Company	**256,680**	235,551
Net debt to equity ratio	**0.4 times**	0.3 times

35. SEGMENT INFORMATION

The Group principally operates as a property developer, which management considers as a single segment.

The Group operates principally in Singapore during the financial years ended 31 December 2016 and 2015.

36. DIVIDENDS

	Group and Company	
	2016	**2015**
	$'000	**$'000**
Declared and paid during the financial year:		
Dividends on ordinary shares:		
– final tax exempt (one-tier) dividend for 2015: 1.00 cent (2014: 1.00 cent) per share	**4,010**	4,010
– special tax exempt (one-tier) dividend for 2015: 0.25 cents (2014: Nil) per share	**1,002**	–
	5,012	4,010
Proposed but not recognised as a liability as at 31 December:		
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
– final tax exempt (one-tier) dividend for 2016: 1.00 cent (2015: 1.00 cent) per share	**4,010**	4,010
– special tax exempt (one-tier) dividend for 2016: 0.375 cents (2015: 0.25 cents) per share	**1,504**	1,002
	5,514	5,012

37. EVENTS OCCURRING AFTER THE REPORTING PERIOD

(A) ACQUISITION OF A HOTEL

On 16 January 2017, the Group completed its acquisition of Travelodge Docklands, a freehold fourteen-storey hotel, located at 66 Aurora Lane, Docklands in Melbourne, for $111 million, equivalent of AUD107 million. The purchase price, after deducting deposit paid, has been disclosed as a capital commitment in Note 31. Apart from the disclosure in Note 31, the financial statements for the year ended 31 December 2016 have not been adjusted for the financial effect of this acquisition.

(B) DISPOSAL OF A MATERIAL SUBSIDIARY

On 10 March 2017, the Company entered into a conditional sale and purchase agreement to dispose its entire 100% equity holding in Sing Holdings (Robin) Pte. Ltd. ("Sing Holdings Robin") to a non-related party. The consideration for the disposal was arrived at on a "willing-buyer willing-seller" basis. It takes into account the agreed property value at $72.7 million for 29 strata units in Robin Residences. The consideration shall comprise the estimated net tangible assets value as at completion date, adjusted for the agreed property value and subject to post-completion adjustments. This is expected to give rise to a loss of approximately $3.8 million to the Group.

38. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 December 2016 were authorised for issue in accordance with a resolution of the directors on 28 March 2017.

STATISTICS OF SHAREHOLDINGS

AS AT 8 MARCH 2017

SHARE CAPITAL

Issued and fully paid	:	$106,737,447.21
Number of shares	:	400,994,652
Class of shares	:	Ordinary shares fully paid
Voting rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	19	0.76	811	0.00
100 – 1,000	168	6.70	121,737	0.03
1,001 – 10,000	909	36.23	6,028,422	1.50
10,001 – 1,000,000	1,370	54.60	87,815,833	21.90
1,000,001 and above	43	1.71	307,027,849	76.57
Total	2,509	100.00	400,994,652	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	F. H. Lee Holdings (Pte) Limited	141,752,246	35.35
2	Citibank Nominees Singapore Pte Ltd	16,086,800	4.01
3	Ang Ah Beng	13,465,100	3.36
4	Lee Sze Hao	12,419,800	3.10
5	Koh Boon Hong	9,365,000	2.34
6	Phillip Securities Pte Ltd	8,183,300	2.04
7	DBS Nominees (Private) Limited	7,726,691	1.93
8	OCBC Securities Private Limited	6,332,107	1.58
9	Lee Heng Wah @ Lee Heng Guan	5,660,000	1.41
10	HL Bank Nominees (Singapore) Pte Ltd	5,375,000	1.34
11	Lim Kok Gin Holdings Pte. Ltd.	5,231,544	1.30
12	Raffles Nominees (Pte) Limited	4,707,200	1.17
13	CIMB Securities (Singapore) Pte. Ltd.	4,345,001	1.08
14	Kong Hoa Pte Limited	4,292,743	1.07
15	See Kim Hua @ Tan Kim Hua	4,210,000	1.05
16	Aw Peng Soon	3,992,412	1.00
17	Sunarko Holding Pte Ltd	3,900,000	0.97
18	Wan Seng Enterprises (Private) Limited	3,886,062	0.97
19	DBS Vickers Securities (Singapore) Pte Ltd	3,221,220	0.80
20	Cosmos Investment Pte Ltd	3,060,000	0.76
	Total	267,212,226	66.63

STATISTICS OF SHAREHOLDINGS

AS AT 8 MARCH 2017

SUBSTANTIAL SHAREHOLDERS

		Number of Shares			
No.	Name	Shareholdings registered in the name of substantial shareholders	%	Shareholdings in which substantial shareholders are deemed to have an interest	%
1	F. H. Lee Holdings (Pte) Limited	141,752,246	35.35	0	0.00
2	Lee Sze Hao (1)	12,419,800	3.10	141,752,246	35.35
3	Lee Sze Leong (2)	2,085,432	0.52	141,752,246	35.35
4	Lee Sze Siong (3)	1,585,096	0.40	141,752,246	35.35

Notes:
(1) Lee Sze Hao is deemed to be interested in 141,752,246 shares held by F. H. Lee Holdings (Pte) Limited.
(2) Lee Sze Leong is deemed to be interested in 141,752,246 shares held by F. H. Lee Holdings (Pte) Limited.
(3) Lee Sze Siong is deemed to be interested in 141,752,246 shares held by F. H. Lee Holdings (Pte) Limited.

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on the registers of shareholders and to the best knowledge of the Company, the percentage of shareholding held in the hands of the public was approximately 58.98% as at 8 March 2017. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

TREASURY SHARES HELD

The Company does not hold any treasury shares as at 8 March 2017.

DIRECTORS' SHAREHOLDINGS AS AT 21 JANUARY 2017

As disclosed in the Directors' Statement, the shares held by the Directors as at 31 December 2016 remained unchanged as at 21 January 2017.

NOTICE OF ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Sing Holdings Limited will be held at 168 Robinson Road, Level 9 STI Auditorium, Capital Tower, Singapore 068912 on Wednesday, 26 April 2017 at 3.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2016 together with the Auditor's Report thereon. **(Resolution 1)**

2. To approve the payment of $261,500 as Directors' fees for the year ended 31 December 2016 (2015: $260,000). **(Resolution 2)**

3. To declare a final dividend of 1.0 cent and a special dividend of 0.375 cent per ordinary share, both one-tier tax exempt, for the year ended 31 December 2016. **(Resolution 3)**

4. To re-elect Mr Lee Sze Hao as Director, who retires pursuant to Article 104 of the Constitution of the Company. **(Resolution 4) (Note 2)**

5. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company for the next financial year and to authorise the Directors to fix the Auditor's remuneration. **(Resolution 5)**

6. To transact any other business of an Annual General Meeting.

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without any amendments the following as an Ordinary Resolution: **(Resolution 6) (Note 3)**

   "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 "SGX-ST"), authority be and is hereby given to the Directors of the Company to:

   (a) (i) allot and issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

   at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion consider fit; and

(b) for the avoidance of doubt, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue shares in pursuance of any Instrument already made or granted by the Directors while this Resolution was in force,

provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares) 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 the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for:

   (i) new shares arising from the conversion or exercise of any convertible securities;

   (ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and

   (iii) any subsequent bonus issue, consolidation or sub-division of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

BY ORDER OF THE BOARD

TAN MUI SANG
Company Secretary

SINGAPORE, 6 April 2017

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint another person or persons (whether a member or not) as his Proxy to attend and vote in his stead. The instrument appointing a proxy must be deposited at the Registered Office, 96 Robinson Road #10-01 SIF Building Singapore 068899 not less than 48 hours before the time appointed for the holding of the Meeting.

2. Mr Lee Sze Hao is a Non-independent Director and will, upon re-election as a Director of the Company under Resolution 4 above, remain as Chief Executive Officer and Managing Director of the Company.

3. The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to allot and issue shares and convertible securities in the Company up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company for the time being for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of Company.

   For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the Company's total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for (a) new shares arising from the conversion of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that the resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (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.

SING HOLDINGS LIMITED
Co. Reg. No. 196400165G

ANNUAL GENERAL MEETING

PROXY FORM

IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend and vote at the Annual General Meeting (please see Note 3 for the definition of "relevant intermediary").
2. This Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF/SRS investors are requested to contact their respective CPF Approved Nominees for any queries they may have with regard to their appointment as proxies.

I/We ____________________ (Name) ____________________ (NRIC/PP/UEN No.)

of ____ (Address)

being a member/members of Sing Holdings Limited (the "Company") hereby appoint:

Name	Address	NRIC/Passport Number	Percentage of shareholdings represented

and/or (delete as appropriate):

Name	Address	NRIC/Passport Number	Percentage of shareholdings represented

or failing whom, the Chairman of the Annual General Meeting ("AGM") as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the AGM of the Company to be held on Wednesday, 26 April 2017 at 3.00 p.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. In the absence of specific directions, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM.

No.	Resolutions relating to:	For*	Against*
1	Adoption of Directors' Statement and Audited Financial Statements		
2	Approval of payment of Directors' fees		
3	Declaration of final dividend and special dividend		
4	Re-election of Mr Lee Sze Hao as Director		
5	Re-appointment of Auditor and authorise Directors to fix their remuneration		
6	As special business – Approval of general mandate for the Directors to issue new shares and convertible instruments		

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick "√" within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please indicate the number of shares in the boxes provided.

Dated this __________ day of ____________ 2017

Total Number of Shares held	

____
Signature(s)/Common Seal of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

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 130A of the Companies Act, Chapter 50), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and also in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies will be deemed to relate to all the shares held by you.
2. A member (who is not a relevant intermediary) of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where such member appoints two proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Annual General 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 appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Relevant intermediary is either:
   a. a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
   b. a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
   c. the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies must be deposited at the Company's Registered Office at 96 Robinson Road #10-01 SIF Building, Singapore 068899 not less than 48 hours before the time set for the Annual General Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject any instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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 as set out in the Notice of Annual General Meeting dated 6 April 2017.

Affix postage stamp here

SING HOLDINGS LIMITED
96 Robinson Road
#10-01 SIF Building
Singapore 068899

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