



Growth for the coming year,
built on the foundation of years before.

TABLE OF CONTENTS

02

CORPORATE PROFILE

03

CHIEF EXECUTIVE'S MESSAGE

05

CORPORATE INFORMATION

06

GROUP STRUCTURE

07

PROFILE OF BOARD OF DIRECTORS

08

PROFILE OF KEY MANAGEMENT

10

RETAIL NETWORK

13

GROUP 5-YEAR FINANCIAL HIGHLIGHTS

14

GROUP OPERATIONS REVIEW

17

CORPORATE GOVERNANCE

37

FINANCIAL STATEMENTS

112

STATISTICS OF SHAREHOLDINGS

114

NOTICE OF ANNUAL GENERAL MEETING

Over the years, we have built strong, strategic relationships with top IT brands. They partner us in providing our members with convenience and value across the latest and widest range of IT products.

Our long-term vision of growth and sustainability puts us in a good market leader position. For six consecutive years since 2013, local consumers have voted Challenger as the Best Consumer Electronics Chain Store.

.....



**WINNER OF BEST CONSUMER
ELECTRONICS CHAIN STORE**
(2013, 2014, 2015, 2016, 2017, 2018)

CORPORATE PROFILE

**FOUNDED IN 1982,
CHALLENGER TECHNOLOGIES
LIMITED (“CHALLENGER”)
IS SINGAPORE’S LEADING
IT RETAILER.**

LISTED ON THE SINGAPORE STOCK
EXCHANGE SINCE 2004, WE HAVE SERVED
ALMOST ONE MILLION VALUECLUB
MEMBERS TO DATE.

ValueClub members can shop over 50,000 IT and lifestyle
products at 38 stores island-wide, or online at Hachi.tech.

CHIEF EXECUTIVE'S MESSAGE

Dear fellow stakeholders,

FY2017 was a year of strengthening what worked for us and removing what did not. As the largest IT-focused retailer in Singapore, we cemented our position by opening our new Bugis Flagship store, and we also installed sweeping changes across the business to increase our productivity by shedding non-contributing areas. This has resulted in an increase in net profit attributable to shareholders by about 32% to \$16.2 million, despite a decrease in the Group revenue by about 5% to \$322.1 million.

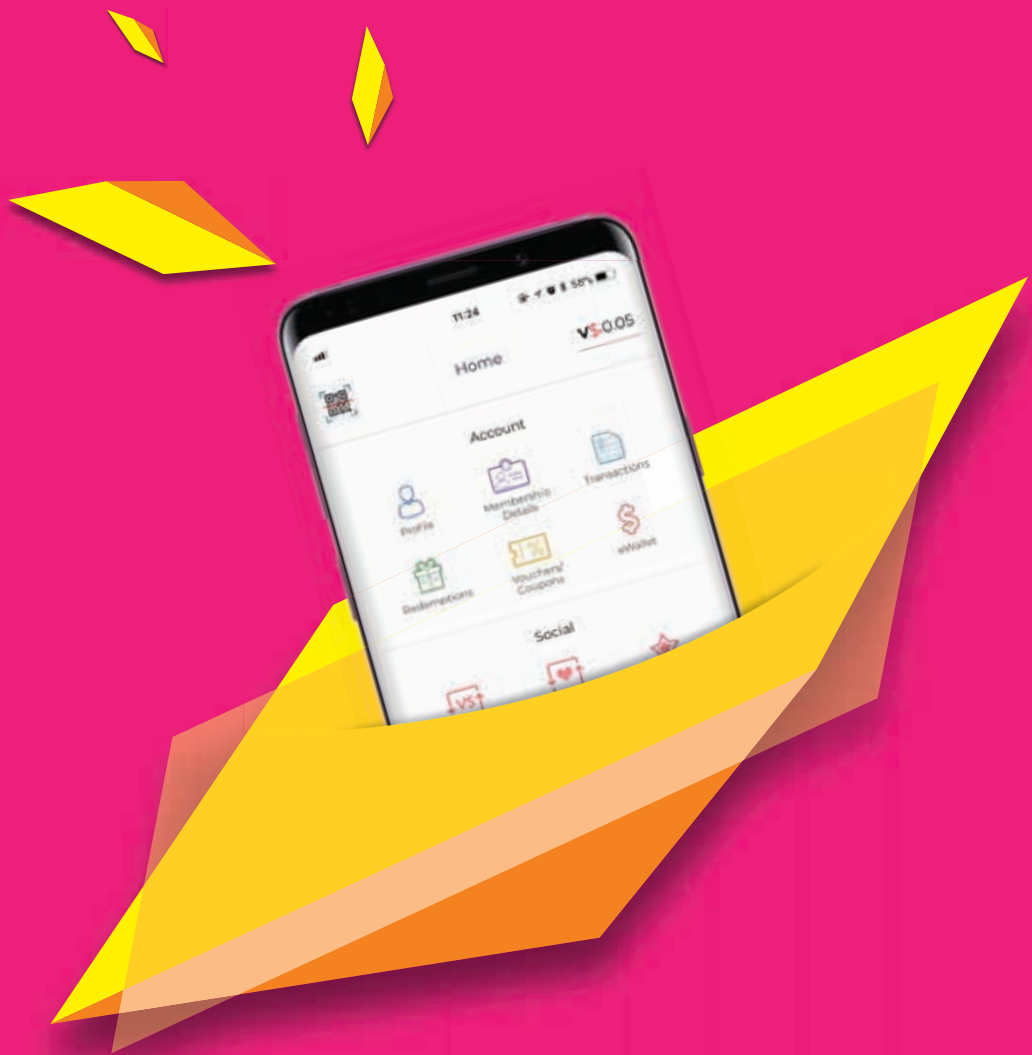
FY2017 continued to be a difficult year due to weak retail consumer sentiment brought over from FY2016, but we delivered better results in our IT products and services business segment. The main drivers were from our much-awaited, conveniently-located new Flagship store at the basement of Bugis Junction, as well as Hachi.tech rounding off its first full year of online operations by doubling its sales. With growth came improvements to process flows and implementing manpower productivity measures across the Group. We also closed under or non-performing retail stores throughout the year, which is a position we continue to adopt in order to ensure we have a performing portfolio. All these boosted our higher profit for FY2017.

Looking ahead at FY2018 with its uncertain business environment, we expect that retail sentiment will continue to be weak. However, we will continue to identify growth areas in order to drive the business forward. We will strengthen our retail portfolio with a sizable store opening in Paya Lebar Quarter in the fourth quarter of FY2018. At the same time, we are enhancing our online presence by focusing our ValueClub app to engage and communicate primarily with our members closely in the coming year.

A final tax-exempt one-tier dividend of 2.2 cents per ordinary share has been proposed, subject to shareholders' approval during the upcoming Annual General Meeting on 26 April 2018. We had paid an interim tax-exempt one-tier dividend of 1.1 cent per ordinary share in August 2017. This brings the total dividend to 3.3 cents per ordinary share for FY2017, which is 22% higher than that in FY2016.

I would like to thank my fellow directors, management team and all employees for their hard work and commitment to the Company. In addition, I appreciate the unwavering support rendered to us by shareholders, as well as business partners for their strategic cooperation with various businesses within the Group.

MR LOO LEONG THYE



ValueClub

Sign in on your ValueClub app to track customised promotions and coupons, purchase history, donate rebates and more.

CORPORATE INFORMATION

BOARD OF DIRECTORS

LOO LEONG THYE

Executive Director and Chief Executive Officer

TAN WEE KO

Executive Director and Chief Financial Officer

TAN HAN BENG

Lead Independent Director

MAX NG CHEE WENG

Independent Director

TAN CHAY BOON

Independent Director

AUDIT COMMITTEE

TAN HAN BENG Chairman

MAX NG CHEE WENG

TAN CHAY BOON

NOMINATING COMMITTEE

MAX NG CHEE WENG Chairman

TAN HAN BENG

TAN CHAY BOON

REMUNERATION COMMITTEE

MAX NG CHEE WENG Chairman

TAN HAN BENG

TAN CHAY BOON

COMPANY SECRETARY

CHIA FOON YEOW

REGISTERED OFFICE

1 Ubi Link

Challenger TechHub

Singapore 408553

Tel: (65) 6318 9800

Fax: (65) 6318 9801

Email: ir@challenger.sg

Company Registration

No.: 198400182K

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.

50 Raffles Place

#32-01 Singapore Land Tower

Singapore 048623

AUDITORS

RSM CHIO LIM LLP

Public Accountants and

Chartered Accountants

(a member of RSM International)

8 Wilkie Road

#03-08 Wilkie Edge

Singapore 228095

Partner-in-charge: Woo E-Sah

(effective from financial year ended

31 December 2016)

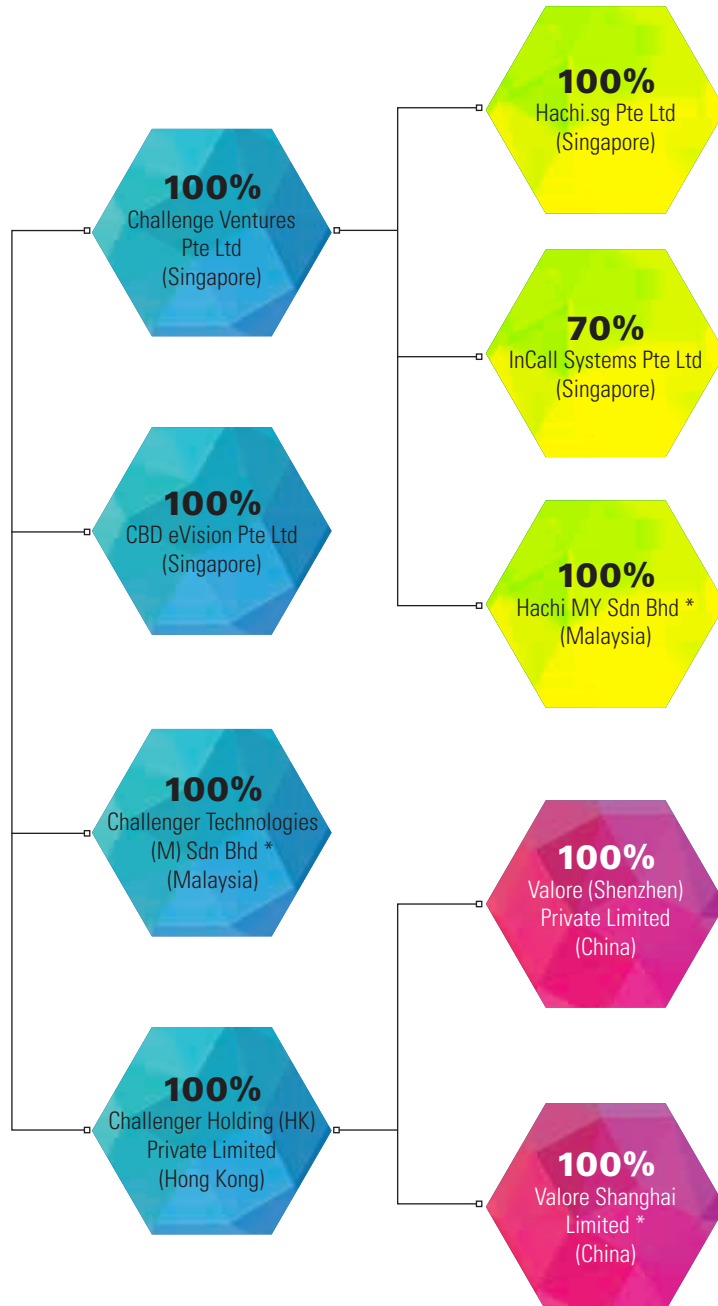
PRINCIPAL BANKERS

UNITED OVERSEAS BANK LIMITED

**THE HONGKONG AND SHANGHAI BANKING
CORPORATION LIMITED**

DBS BANK LIMITED

GROUP STRUCTURE



* Dormant

PROFILE OF BOARD OF DIRECTORS

MR LOO LEONG THYE

Executive Director and Chief Executive Officer

He is responsible for the overall management of our Group. He also charts our corporate directions, strategies and policies. He has over 30 years of experience in the IT industry. He grew the business operations of our Group in 1982 from a sole proprietorship to its present scale. In 1986, he started the electronic signage business, CBD eVision, and has been involved in the operations of the company since its inception. In 2011, he received the Best Chief Executive Officer Award (listed companies with less than \$300 million in market capitalisation) from Singapore Corporate Awards, organised by The Business Times and supported by the Singapore Exchange. He holds a Graduate Diploma in Marketing Management and Diploma in Management Studies from the Singapore Institute of Management. He also holds an Industrial Technician Certificate from the Singapore Polytechnic and Full Technological Certificate from the City & Guilds of London Institute.

MR TAN WEE KO

Executive Director and Chief Financial Officer

He joined the Group in May 2005 and was appointed as an Executive Director on 30 April 2013. He oversees human resources, business development, accounting, financial and funding requirements of the Group. He is a Fellow Chartered Accountant of Singapore with the Institute of Singapore Chartered Accountants and a Fellow Certified Practising Accountant with the CPA Australia. He has a Master of Business Administration from the University of Adelaide and a Bachelor degree in Accountancy from the Nanyang Technological University.

MR TAN HAN BENG

Lead Independent Director

He is currently a Director at PrimePartners Corporate Finance Pte Ltd where he is involved in advising companies listed on the Singapore Exchange Ltd ("SGX-ST") on the rules of the SGX-ST Listing Manual and corporate governance. He has over 19 years of professional accounting and financial experience including financial, internal and special audit engagements with a Big Four accounting firm. He is an accountant by training and is a Chartered Accountant of Singapore with the Institute of Singapore Chartered Accountants.

MR MAX NG CHEE WENG

Independent Director

He is the Managing Director of Gateway Law Corporation and Gateway IP Services, a regional intellectual property and commercial law practice, headquartered in Singapore with people and offices across ASEAN including in Malaysia, Philippines, Vietnam and Hong Kong. He specialises in intellectual property, fintech, data protection and privacy laws and is also an Accredited Mediator and a Fellow with the Singapore Institute of Arbitrators. He is also a Commissioner for Oaths and a Notary Public, and a member of the Singapore Institute of Directors. He is listed as a leading lawyer in his field in numerous publications such as Chambers Asia-Pacific, Legal 500, AsiaLaw Leading Lawyers and The International Who's Who of Business Lawyers. He is also admitted to practice before the High Court of Malaya, and in England and Wales.

MSTAN CHAY BOON

Independent Director

She has more than 29 years of working experience in the IT and fast-moving consumer goods industries covering Singapore, Asia Pacific and global regions. She had held several senior positions in multinational corporations including Managing Director at SAP Asia Pte Ltd and Vice President for Enterprise Group (South East Asia) at Hewlett-Packard. In her 21-year tenure with Hewlett Packard, she was involved in several management roles in charge of consumer, small medium business and enterprise segments. She has a Master of Business Administration from University of Dubuque, Iowa. She also holds a Bachelor degree with a dual major in Logistics/Transportation and International Business, and a minor in Industrial Psychology from Ohio State University, Ohio.

PROFILE OF KEY MANAGEMENT

MS LOO PEI FEN

Group Chief Marketing Officer

She first joined the Group in January 2004 and handles the marketing and communications portfolio across the Group and its subsidiaries, focusing on ValueClub and Hachi.tech. She has a Master of Marketing from the University of Newcastle and a Bachelor of Arts from the University of Southern California.

MR WOON YOON SIONG

Group Chief Technology Officer

He joined the Group in September 2011 and oversees the IT Infrastructure and software systems. He holds a Master of Science in Computer & Information Sciences from the National University of Singapore and has over 30 years of experience in IT systems. He is instrumental in the development of the Group's Enterprise Resource Planning and Point of Sales systems as well as the online marketplace, Hachi.tech.

MR NG KIANTECK

Senior Director – Special Projects

He is in charge of the productivity and efficiency functions across the Group. He joined the Group in 1996 and has over 20 years of experience in the IT industry. He holds a Bachelor of Science in Business Administration from the California State University, Los Angeles.

MR SEAH CHINTIONG

Managing Director – InCall Systems Pte Ltd

In 2001, he started InCall Systems, an Outsourced Business Service Provider which offers end-to-end integrated marketing solutions. He is responsible for the overall management and the daily operations of our database, call centre and direct marketing business. With more than 30 years of experience in the IT industry, he brings a dynamic and unique blend of technology experience and business expertise to the Company. He holds a Bachelor of Business Administration from the National University of Singapore and a Graduate Diploma in Systems Analysis from the Institute of Systems Science.

MR YONG KIM HON

General Manager – Merchandising, Inventory Control & Logistics

He is in charge of merchandising, inventory control and logistic of the Singapore retail operations. He joined the Group in 2003 and has over 14 years of experience in the IT industry. He holds a Bachelor degree of Computer and Communication Systems Engineering from Universiti Putra Malaysia.



Shop online to discover all the products in a Challenger store and more, with delivery or in-store pick up.

RETAIL NETWORK

CHALLENGER FLAGSHIP STORE

Bugis Junction

200 Victoria Street
#B1-26 Bugis Junction
Singapore 188021
Tel: 6513 4770
bf@challenger.sg

CHALLENGER SUPERSTORE

313 @ Somerset

313 Orchard Road
#04-01/02 313@Somerset
Singapore 238895
Tel: 6509 1533
313@challenger.sg

Ang Mo Kio Hub

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Bugis Junction

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bs@challenger.sg

Bedok Point

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bp@challenger.sg

Causeway Point

1 Woodlands Square
#04-07 Causeway Point
Singapore 738099
Tel: 6893 8721
cw@challenger.sg

Changi City Point

5 Changi Business Park Central 1
#01-56/57/58/59
Changi City Point
Singapore 486038
Tel: 6636 1052
cp@challenger.sg

The Clementi Mall

3155 Commonwealth
Avenue West
#04-56/57/58/59/60
The Clementi Mall
Singapore 129588
Tel: 6570 5766
cm@challenger.sg

Compass One

1 Sengkang Square
#03-17 Compass One
Singapore 545078
Tel: 6386 4390
com@challenger.sg

Eastpoint Mall

3 Simei Street 6
#B1-08 Eastpoint Mall
Singapore 528833
Tel: 6702 0285
ep@challenger.sg

Great World City

1 Kim Seng Promenade
#02-22/24 Great World City
Singapore 237994
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Hougang Mall

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hm@challenger.sg

IMM

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Tel: 6426 9123
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JEM

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Jurong Point

63 Jurong West Central 3
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Jurong Point Shopping Centre
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Lot One

21 Choa Chu Kang Avenue 4
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Singapore 689812
Tel: 6894 5868
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nex

23 Serangoon Central
#04-33/34 nex
Singapore 556083
Tel: 6634 6478
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Northpoint

930 Yishun Avenue 2
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Northpoint Shopping Centre
Singapore 769098
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Parkway Parade

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#04-01 Parkway Parade
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pp@challenger.sg

Plaza Singapura

68 Orchard Road
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ps@challenger.sg

Raffles City

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Shopping Centre
Singapore 179103
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RETAIL NETWORK

Sun Plaza

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Suntec City Mall

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Singapore 038983
Tel: 6238 6280
sc@challenger.sg

Tampines 1

10 Tampines Central 1
#04-24/25 Tampines 1
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Tel: 6260 6327
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Tiong Bahru Plaza

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CHALLENGER MINI

Bukit Panjang Plaza

1 Jelebu Road
#02-43/44 Bukit Panjang Plaza
Singapore 677743
Tel: 6314 3622
pg@challenger.sg

City Square Mall

180 Kitchener Road
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Singapore 208539
Tel: 6509 1309
cy@challenger.sg

Festive Mall

@ Our Tampines Hub

1 Tampines Walk
#01-94/95 Festive Mall
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Tel: 6386 8650
fm@challenger.sg

Junction 8 Shopping Centre

9 Bishan Place
#04-03A Junction 8
Shopping Centre
Singapore 579837
Tel: 6734 2270
j8@challenger.sg

Sembawang Shopping Centre

604 Sembawang Road
#01-25 Sembawang
Shopping Centre
Singapore 758459
Tel: 6481 4923
ss@challenger.sg

Tampines Mall

4 Tampines Central 5
#04-06/07 Tampines Mall
Singapore 529510
Tel: 6783 8748
tm@challenger.sg

The Seletar Mall

33 Sengkang West Avenue
#03-24 The Seletar Mall
Singapore 797653
Tel: 6702 2923
sm@challenger.sg

Thomson Plaza

301 Upper Thomson Road
#03-28/29 Thomson Plaza
Singapore 574408
Tel: 6457 3219
ts@challenger.sg

Waterway Point

83 Punggol Central
#B1-26 Waterway Point
Singapore 828761
Tel: 6385 8775
wp@challenger.sg

Westgate

3 Gateway Drive
#03-33 Westgate
Singapore 608532
Tel: 6465 9370
wg@challenger.sg

White Sands

1 Pasir Ris Central Street 3
#03-07/08 White Sands
Singapore 518457
Tel: 6384 9873
ws@challenger.sg

Yew Tee Point

21 Choa Chu Kang North 6
#B1-12/13 Yew Tee Point
Singapore 689578
Tel: 6465 8872
yt@challenger.sg



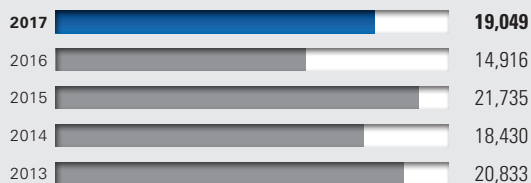
With 38 stores island-wide, we are always near
where you work, live and play.

GROUP 5-YEAR FINANCIAL HIGHLIGHTS

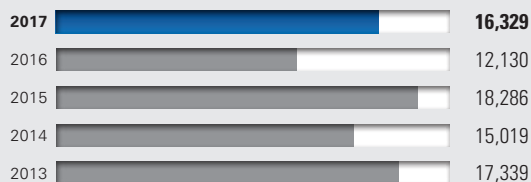
REVENUE (\$'000)



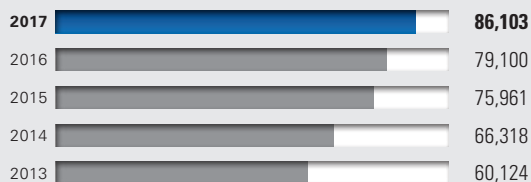
PROFIT BEFORE TAX (\$'000)



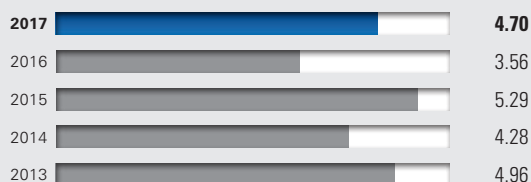
PROFIT AFTER TAX (\$'000)



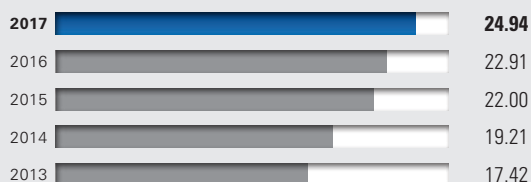
SHAREHOLDERS' FUNDS (\$'000)



EARNINGS PER SHARE – DILUTED (CENTS)



NET TANGIBLE ASSETS PER SHARE (CENTS)



	FY2017	FY2016	FY2015	FY2014	FY2013
KEY FINANCIAL RATIOS					
Net profit margin (%)	5.1%	3.6%	5.2%	4.2%	4.5%
Inventory turnover (days)	49	51	49	45	40
Trade receivable turnover (days)	9	5	6	6	8
Return on equity (%)	19%	15%	24%	23%	29%
Quick ratio (times)	2.26	1.82	1.73	1.46	1.24
Current ratio (times)	3.24	2.89	2.98	2.26	2.00

GROUP OPERATIONS REVIEW

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

	GROUP		VARIANCE INCREASE/ (DECREASE)	REMARKS
	31.12.2017 S\$'000	31.12.2016 S\$'000	S\$'000	
REVENUE	322,083	339,441	(17,358)	Revenue decrease mainly due to weaker performance from retail operations and lower revenue contribution from tradeshow division, partially offset by increase revenue from corporate sales division.
Changes in Inventories	(3,737)	(449)	3,288	Decrease in line with lower revenue recorded in FY2017.
Cost of Goods Purchased	(248,547)	(268,359)	(19,812)	
Other Consumables Used	(577)	(724)	(147)	
OTHER ITEMS OF INCOME				
Interest Income	517	505	12	Increase due to higher receipt of interest income from fixed deposits placed with banks.
Other Gains	468	1,168	(700)	Decrease mainly due to lower receipts of grants from Government.
OTHER ITEMS OF EXPENSE				
Depreciation Expense	(3,430)	(4,256)	(826)	Decrease mainly due to disposal of plant and equipment as a results of closure of retail stores.
Employee Benefits Expense	(24,706)	(25,212)	(506)	Decrease due to lower manpower costs resulted from lower headcount.
Other Expenses	(22,454)	(24,355)	(1,901)	Decrease mainly due to lower rental expenses arising from closure of stores during the year.
Other Losses	(568)	(2,843)	(2,275)	Decrease mainly due to absence of the one-off impairment provision made for investment in a last-mile delivery company in 2016.
PROFIT BEFORE TAX	19,049	14,916	4,133	
Income Tax Expenses	(2,720)	(2,786)	(66)	
PROFIT NET OF TAX	16,329	12,130	4,199	

GROUP OPERATIONS REVIEW

STATEMENT OF FINANCIAL POSITION

	GROUP		VARIANCE INCREASE/ (DECREASE)	
	31.12.2017 S\$'000	31.12.2016 S\$'000	(DECREASE) S\$'000	REMARKS
ASSETS				
NON-CURRENT ASSETS				
Other Financial Assets	3,886	6,134	(2,248)	Decrease mainly due to disposal of investment in SGD corporate bonds via redemption.
Property, Plant and Equipment	9,375	10,547	(1,172)	Decrease due to depreciation expense, partially offset by acquisition of equipment and renovation for flagship store.
Total Non-Current Assets	13,261	16,681	(3,420)	
CURRENT ASSETS				
Inventories	33,407	37,160	(3,753)	Decrease as a result of stronger sales in the month of December 2017.
Cash and Cash Equivalents	63,232	52,273	10,959	Increase due to operating profits, working capital generated from operations and proceeds from disposal of corporate bonds. These have been partially offset by payment of dividends and capital expenditure incurred for new and existing retail stores.
Trade and Other Receivables	8,232	5,052	3,180	Increase due to higher trade debt.
Other Assets	5,148	5,739	(591)	Decrease due to refund of rental deposits as a result of closure of stores.
Total Current Assets	110,019	100,224	9,795	
Total Assets	123,280	116,905	6,375	

GROUP OPERATIONS REVIEW

STATEMENT OF FINANCIAL POSITION

	GROUP		VARIANCE INCREASE/ (DECREASE)	REMARKS
	31.12.2017 S\$'000	31.12.2016 S\$'000	S\$'000	
EQUITY AND LIABILITIES				
NON-CURRENT LIABILITIES				
Deferred Tax Liabilities	22	22	–	
Other Liabilities	2,844	2,684	160	Increase due to higher deferment of the revenue recognition from membership administration fee.
Total Non-Current Liabilities	2,866	2,706	160	
CURRENT LIABILITIES				
Trade and Other Payables	22,272	22,221	51	
Provisions	1,886	1,736	150	Increase due to provision for restoration costs of new retail store.
Income Tax Payable	3,141	3,510	(369)	
Other Liabilities	6,673	7,224	(551)	Decrease due to decrease in deferment of the recognition of reward points granted to customers and deferment of revenue recognition from extended warranty, partially offset by higher membership administration fee recognition.
Total Current Liabilities	33,972	34,691	(719)	
Total Liabilities	36,838	37,397	(559)	
EQUITY				
Share Capital	18,775	18,775	–	
Retained Earnings	67,464	60,567	6,897	
Other Reserves	(136)	(242)	106	
Total Shareholders' Funds	86,103	79,100	7,003	
Non-Controlling Interests	339	408	(69)	
Total Equity	86,442	79,508	6,934	
Total Equity and Liabilities	123,280	116,905	6,375	

CORPORATE GOVERNANCE

The Board of Directors of Challenger Technologies Limited (the “Board”) is committed to achieving a high standard of corporate governance within the Group. Therefore, the Board has put in place effective and self-regulatory corporate governance practices for greater transparency, protection of shareholders’ interests and enhancement of long-term shareholder value and to strengthen investors’ confidence in its management and financial reporting.

This report outlines the Company’s corporate governance practices and structures in FY2017, with specific reference made to each of the principles of the Code of Corporate Governance 2012 (the “Code”). Deviations from the Code are explained. The Company has complied with the principles and guidelines of the Code where appropriate.

The Board’s Conduct of its Affairs

Principle 1: Every company should be headed by an effective board to lead and control the company. The board is collectively responsible for the long-term success of the company. The board works with management to achieve this objective and the management remains accountable to the board.

Role of the Board

The Board provides leadership to the Group by setting up the corporate policies and strategic aims. The principal functions of the Board, apart from its statutory responsibilities, are:

- i. charting the corporate strategy and direction of the Group, including the approval of broad policies, strategies and financial objectives;
- ii. approving annual budgets, proposals for acquisitions, investments and disposals;
- iii. reviewing the financial results of the Group and approving the publishing of the same;
- iv. approving the annual reports of the Company and the audited financial statements of the Group;
- v. identifying the key stakeholder groups and recognising that their perceptions affect the Company’s reputation;
- vi. with the assistance of the Audit Committee (the “AC”), overseeing the processes for evaluating the adequacy of internal controls, risk management practices, financial reporting structures and compliance controls;
- vii. approving nominations to the Board and appointing key personnel;
- viii. evaluating the performance and approving the remuneration of key management personnel;

CORPORATE GOVERNANCE

- ix. generally managing the affairs of the Group;
- x. setting the Company's value and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and met; and
- xi. considering sustainability issues (e.g. environmental and social factors) in the formulation of its strategies.

Delegation to Sub-Committees

To ensure that specific issues are subject to in-depth reviews and discussions, certain functions have been delegated by the Board to committees of its members (the "Committees"). These Committees make recommendations to the Board, upon such reviews and discussions. Currently, there are three (3) Committees – the AC, the Nominating Committee (the "NC") and the Remuneration Committee (the "RC"). Each of these Committees has its own terms of reference. The Committees report to, and their actions are reviewed by, the Board.

Frequency of Meetings

The Board and Committees meet regularly and as and when warranted by particular circumstances as deemed appropriate by the Board. The Articles of Association of the Company also provide for telephonic meetings.

The number of meetings of the Board and Committees held in FY2017, as well as the attendance of each Board member thereat, are set out below:

	Board	Committees		
		Audit	Nominating	Remuneration
Number of meetings held	4	4	1	1
Board Members	Number of meetings attended			
Loo Leong Thye	4	4*	1*	1*
Tan Wee Ko	4	4*	1*	1*
Tan Han Beng	4	4	1	1
Max Ng Chee Weng	4	4	1	1
Tan Chay Boon	4	4	1	1

* By invitation

Matters Requiring Board Approval

The Board had previously approved and adopted internal control procedures and guidelines for the Company. Under such procedures and guidelines, the approval of the Board is required for any transaction exceeding S\$1 million in value not entered into in the ordinary course of business.

CORPORATE GOVERNANCE

Training for Directors

The Company is responsible for arranging and funding the training of Directors. Comprehensive briefings are conducted for new Directors to provide them with an insight to the operations of the Group and its corporate governance practices. Directors are also periodically briefed on the performance and developments in respect of the Group. Directors are also informed of changes in laws, regulations and risks impacting the Group. Where appropriate, the Company will arrange for Directors to attend seminars to obtain updates on business and regulatory changes relevant to the Group.

In addition to the above, Directors may also request further explanations, briefings or informal discussions on any aspects of the Group's operations or business issues from the management.

Letter to New Directors

The Company will provide formal letters of appointment for any newly appointed Directors, setting out their duties and obligations.

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the board, which is able to exercise objective judgment on corporate affairs independently, in particular, from management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the board's decision making.

Strong and independent element on the Board

As at the date of this report, the Board comprises five (5) members. Save for the Chief Executive Officer ("CEO"), Mr Loo Leong Thye and the Chief Financial Officer ("CFO"), Mr Tan Wee Ko, the rest of the Board is made up of non-executive and independent Directors (the "IDs"). Each Director has been appointed on the strength of his or her calibre and experience. Please refer to the section on the Board of Directors for their individual profiles.

As there are three (3) IDs on the Board for FY2017, the prevailing applicable requirement of the Code that at least one-third (1/3) of the Board be comprised of IDs is satisfied. All the board committee meetings are chaired by the IDs.

The NC adopts the Code's definition of what constitutes an ID. The Board, taking into account the views of the NC, considers an "independent" director as one who has no relationship with the Company, its related corporations, officers, its shareholders with shareholdings of 10% or more in the voting shares of the Company that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Group. The independence of each Director is reviewed annually by the NC.

CORPORATE GOVERNANCE

Mr Max Ng Chee Weng has served as an ID of the Company for more than nine (9) years since his initial appointment in 2006. The Board has subjected his independence to particularly rigorous review. Taking into account the view of the NC, the Board concurs that Mr Max Ng Chee Weng has continued to demonstrate his strong independence in character and judgement in the discharge of his responsibilities as a Director of the Company, and found no reason to understand that the length of his service has in any way dimmed his independence. Given his wealth of working experience and professionalism, the NC has found Mr Max Ng Chee Weng suitable to continue to act as an ID notwithstanding that he has served for more than nine (9) years from his initial appointment.

Mr Max Ng Chee Weng is also the Managing Director of Gateway Law Corporation, which provides legal and professional services to the Group from time to time. The NC is also of the view that the business relationship with Gateway Law Corporation will not interfere with the exercise of independent judgment by Mr Max Ng Chee Weng in his role as an ID and he has continued to demonstrate integrity and objectivity in the discharge of his duties. After due consideration and careful assessment, the NC considers that Mr Max Ng Chee Weng continues to be considered independent notwithstanding the services rendered and payment made to Gateway Law Corporation in the FY2017.

Both the NC and the Board of the view that Mr Max Ng Chee Weng, Mr Tan Han Beng and Ms Tan Chay Boon are independent and that there are no individuals or small groups of individuals who dominate the Board's decision making process. Mr Max Ng Chee Weng has abstained from deliberating on his independence.

Board Size

The Board periodically examines its size to ensure that it is of an appropriate number for effective decision making, taking into account the scope and nature of the operations of the Company. The Board is of the view that the size of five (5) is an appropriate size that facilitates effective decision making considering in particular the need to avoid undue disruptions from changes to the composition of the Board and the Committees, whilst noting the nature and scope of the Group's operations.

Competencies of Directors

The Board composition reflects the broad range of experience, skills and knowledge necessary for the effective stewardship of the Group. The Board comprises professionals who as a group possess competencies in accounting, finance, business, management and law, and knowledge and experience in strategic planning and the Group's industry and customer base. The NC and the Board are both of the view that the current Board and the Committees comprise persons whose diverse skills, experience and attributes provide for an effective Board. The profile of each Director is set out in this Annual Report.

The IDs constructively challenge and assist in the development of proposals on strategy, and assist the Committees and the Board in reviewing the performance of the management in meeting agreed goals and objectives, and monitor the reporting of performance. When necessary, the IDs have discussions amongst themselves without the presence of management.

CORPORATE GOVERNANCE

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities between the leadership of the board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.

Chairman

The Company has not created a separate position of Chairman as the Board is of the view that the current Board composition and the establishment of the Committees, namely, the AC, NC and RC, are sufficient to ensure accountability and independent decision-making.

The Board collectively ensures the following:

- i. in consultation with management, the timely scheduling of meetings to enable the Board to perform its duties responsibly, while not interfering with the flow of the Company's operations;
- ii. in consultation with management, the preparation of the agenda for Board meetings and ensures that adequate time is available for discussion of all agenda items;
- iii. the promotion of a culture of openness and debate at the Board;
- iv. effective communication with shareholders;
- v. in consultation with Management, the exercise of control over the quality, quantity and timeliness of information between Management and the Board; and
- vi. compliance with corporate governance best practices.

CEO

The CEO, Mr Loo Leong Thye, bears executive responsibility for the Group's business and implements the decisions and directions of the Board. For administrative purposes only, he is usually elected as the Chairman of each Board meeting.

In view of the above and in line with the Code, the Company has appointed an independent Non-Executive Director, Mr Tan Han Beng, to be the Lead Independent Director (the "Lead ID") to enhance the independence of the Board and to assist the Chairman in the discharge of his duties when the need arises. He is also available to shareholders where they have concerns and for which contact through normal channels of the CEO or the CFO has failed to resolve or is inappropriate.

CORPORATE GOVERNANCE

Board Membership

Principle 4: There should be a formal and transparent process for the appointment and reappointment of directors to the board.

Establishment, Composition and Membership of the NC

The Company has the NC, which makes recommendations to the Board on all appointments and re-appointments to the Board. The members of the NC meet at least once a year.

As the date of this report, the NC comprises three (3) IDs, hence fulfilling the requirement that the NC be made up of at least three (3) directors, the majority of whom, including the NC chairman, are independent. The Lead ID is a member of the NC.

The membership of the NC is as follows:

Chairman:	Max Ng Chee Weng	(ID)
Members:	Tan Han Beng	(Lead ID)
	Tan Chay Boon	(ID)

The NC has written terms of reference that describe the responsibilities of its members.

Responsibilities of the NC

The responsibilities of the NC are:

- i. to review the nominations for the appointments and re-appointments of Directors;
- ii. to review the independence of the Directors;
- iii. to review the adequacy of each Director's contribution at meetings and his or her ability and capacity in carrying out the duties as a Director;
- iv. to ensure that all Directors submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years;
- v. to decide on how the Board's performance may be evaluated, and propose objective performance criteria to assess effectiveness of the Board as a whole and the contribution of each Director;
- vi. the review of board succession plans for Directors; and
- vii. review of training and professional development programmes for the Board.

CORPORATE GOVERNANCE

Independence and Commitment of Directors

The NC determines on an annual basis, and as and when circumstance require, whether or not a Director is independent, for the purposes of the Code. The NC is of the view that the IDs are independent.

In assessing the performance of each individual Director, the NC considers whether he has multiple board representations and other principal commitments, and is able to and adequately carried out his duties as a Director notwithstanding such commitments. The NC is satisfied that sufficient time and attention to the affairs of the Company has been given by those Directors who have multiple board representations.

To address the competing time commitments that are faced when Directors serve on multiple boards, the NC has reviewed and the Board has determined and set the maximum number of listed company board appointments at not more than five (5) companies. Currently, none of the Directors holds more than five (5) directorships in listed companies.

Directors are encouraged to attend relevant training programmes conducted by the relevant institutions and organisations. The cost of such training will be borne by the Company.

Pursuant to the Articles of Association, at least one-third (1/3) of the Directors, are required to retire by rotation and submit themselves for re-election at each Annual General Meeting of the Company. Accordingly, the Directors will submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years.

The NC has recommended to the Board that Mr Loo Leong Thye and Mr Tan Han Beng be nominated for re-election at the forthcoming Annual General Meeting. In making the recommendation, the NC has considered the Director's overall contributions and performance.

Mr Loo Leong Thye will, upon re-election as a Director of the Company, remain as the Executive Director and the CEO.

Mr Tan Han Beng will, upon re-election as a Director of the Company, remain as the Chairman of the AC, and a member of the NC and RC, and the Board considers him, as the Lead ID, to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Selection and Appointment of New Directors

The Company does not have a formal process for the selection, appointment and re-appointment of new Directors to the Board. However, if required, the Company has procured or is able to procure search services, contacts and recommendations for the purposes of identifying suitably qualified and experienced persons for nomination and appointment to the Board.

CORPORATE GOVERNANCE

Key Information on Directors

The date of initial appointment and last re-election of each director, together with their directorships in other listed Companies are set out below:

Name	Age	Appointment	Date of initial appointment	Date of last election	Directorships in other listed companies
Loo Leong Thye	64	Executive Director & CEO	14/01/1984	28/04/2015	Present Directorships NIL Past Directorships (in the last three (3) preceding years) NIL
Tan Wee Ko	48	Executive Director & CFO	30/04/2013	25/04/2017	Present Directorships NIL Past Directorships (in the last three (3) preceding years) NIL
Max Ng Chee Weng	47	Independent Director	12/01/2006	28/04/2016	Present Directorships NIL Past Directorships (in the last three (3) preceding years) NIL
Tan Han Beng	43	Independent Director	01/03/2013	28/04/2016	Present Directorships NIL Past Directorships (in the last three (3) preceding years) NIL
Tan Chay Boon	58	Independent Director	01/03/2013	25/04/2017	Present Directorships NIL Past Directorships (in the last three (3) preceding years) NIL

Key information of each Director is disclosed in the profile of that Director as set out in this Annual Report.

CORPORATE GOVERNANCE

Board Performance

Principle 5: There should be a formal assessment of the effectiveness of the board as a whole and its committees and the contribution by each director to the effectiveness of the board.

Formal assessment of the Effectiveness of the Board and Contribution of each Director

The NC has adopted processes for the evaluation of the Board and the Committees' performance and effectiveness as a whole and the performance of individual Directors, based on performance criteria set by the Board. For FY2017, the NC has set performance targets in respect of sales, profits, gross profit margin and return on equity as gauges to measure and monitor the performance of the Board. Other performance criteria include qualitative and quantitative factors such as performance of principal functions and fiduciary duties, level of participation at Board and Committee meetings, guidance provided to the Management and attendance record.

The Board assesses its effectiveness as a whole through the completion of an appraisal form on the effectiveness of the Board, as well as on each individual Director. The NC collates the results of these appraisal forms and formally discusses the results collectively with other Directors of the Board to address any areas for improvement.

The NC has reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole for FY2017 and is of the view that the performance of each Director and the Board as a whole has been satisfactory.

Access to Information

Principle 6: In order to fulfil their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

Information from and Access to Management

Each member of the Board has complete access to such information regarding the Company as may be required for the discharge of his duties and responsibilities. Prior to each Board meeting, the members of the Board are each provided with the relevant documents and information necessary, including background and explanatory statements, financial statements, budgets, forecasts and progress reports of the Group's business operations, for them to comprehensively understand the issues to be deliberated upon and make informed decisions thereon.

As a general rule, notices are sent to the Directors at least one (1) week in advance of Board meetings, followed by the Board papers in order for the Directors to be adequately prepared for the meetings. Key management personnel attend board meetings to address queries from the Directors. The Directors also have unrestricted access to the Company's key management personnel. Requests for the Company's information by the Board are dealt with promptly.

CORPORATE GOVERNANCE

The Company Secretary

Directors have separate and independent access to the Company Secretary. The Company Secretary or his colleague attends all Board and Committee meetings and ensures that Board and/or Committee procedures and the provisions of applicable laws, the Articles of Association of the Company and the SGX-ST Listing Manual are followed. The Company Secretary also assists with the circulation of Board papers and updates the Directors on changes in laws and regulations relevant to the Group. The appointment and removal of the Company Secretary is a matter for the Board to decide on as a whole.

Professional Advisers

The Board (whether as individual members or as a group) has direct access to independent professional advisers, where so requested by them in the furtherance of their duties, at the expense of the Company.

Remuneration Matters

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.

Establishment, Composition and Membership of the RC

The Company has the RC, which makes recommendations to the Board on the framework of remuneration and the specific remuneration packages for each Director and the CEO. Recommendations of the RC have to be submitted to and endorsed by the entire Board.

As the date of this report, the RC comprises three (3) IDs, hence fulfilling the requirement that the AC be made up of at least non-executive three (3) directors, the majority of whom, including the RC chairman, are independent. The Lead ID is a member of RC.

The membership of the RC is as follows:

Chairman:	Max Ng Chee Weng	(ID)
Members:	Tan Han Beng	(Lead ID)
	Tan Chay Boon	(ID)

The RC has written terms of reference that describe the responsibilities of its members.

CORPORATE GOVERNANCE

Responsibilities of the RC

The responsibilities of the RC are:

- i. to recommend to the Board a framework of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits in kind;
- ii. to recommend specific remuneration packages for each Director, including the CEO;
- iii. to review the remuneration of key management personnel;
- iv. to review the level and structure of remuneration to align with the long-term interest and risk policies of the Company in order to attract, retain and motivate the Directors and key management personnel; and
- v. to review the Company's obligations arising in the event of termination of the employment of Directors and key management personnel.

The members of the RC are familiar with executive compensation matters as they manage their own businesses and/or are holding other directorships. The RC has access to expert advice regarding executive compensation matters, if required.

Level and Mix of Remuneration

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the Company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

Appropriate Remuneration to Attract, Retain and Motivate Directors

The remuneration, including incentive bonuses of the CEO, Mr Loo Leong Thye, is based on a service agreement made on 15 September 2003, as disclosed in the Company's IPO prospectus dated 5 January 2004. The service agreement was for an initial term of three (3) years and is automatically renewed for successive terms of two (2) years each after the initial term on such terms and conditions as the CEO and the Company may agree. Either of the CEO or the Company may terminate the relevant service agreement by giving three (3) months' written notice or payment in lieu thereof.

The Company has also entered into a service agreement with the Executive Director & CFO, Mr Tan Wee Ko, on 1 January 2014 for an initial term of three (3) years and is automatically renewed for successive terms of two (2) years each on such terms and conditions as may be mutually agreed.

CORPORATE GOVERNANCE

The remuneration of the Executive Directors includes a Director's fee, a fixed salary and a variable performance-related bonus which is designed to align the interests of the Directors with those of shareholders. Revisions to the terms of the service agreements are subject to review by the RC (taking into consideration the employment conditions within the IT industry and comparable companies), which then recommends the same to the Board for their consideration and approval.

Independent Directors are each paid a Director's fee for their effort and time spent, responsibilities and contributions to the Board, subject to the approval of shareholders at the Company's Annual General Meetings.

All revisions to the remuneration packages for the Directors and key management personnel are subject to review by and approval of the Board. Directors' fees are further subject to the approval of shareholders at the Annual General Meeting. Each member of the RC will abstain from reviewing and approving his or her own remuneration and the remuneration packages of persons related to him/her.

Disclosure on Remuneration

Principle 9: Each company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration in the company's annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management, and performance.

Directors' Remuneration

Breakdown of remuneration of each Director by % for FY2017 is as shown:

Remuneration Band & Name of Directors	Fixed Salary	Directors' Fees	Allowance & Others	Variable or Performance Related Income/Bonus	Total
<i>S\$1,050,000 to S\$1,099,999</i>					
Loo Leong Thye	38%	2%	1%	59%	100%
<i>S\$600,000 to S\$649,999</i>					
Tan Wee Ko	38%	3%	8%	51%	100%
<i>Below S\$50,000</i>					
Max Ng Chee Weng	–	100%	–	–	100%
Tan Han Beng	–	100%	–	–	100%
Tan Chay Boon	–	100%	–	–	100%

CORPORATE GOVERNANCE

Remuneration of Key Executives

The remuneration of its top five (5) key management personnel (who are not directors or the CEO) for FY2017 is as shown:

Remuneration Band & Name of Key Management Personnel	Fixed Salary	Allowance & Others	Variable or Performance Related Income/Bonus	Total
<i>\$S250,000 to \$S499,999</i>				
Woon Yoon Siong	85%	6%	9%	100%
<i>Below \$S250,000</i>				
Ng Kian Teck	74%	12%	14%	100%
Seah Chin Tiong	75%	13%	12%	100%
Loo Pei Fen	71%	14%	15%	100%
Yong Kim Hon	58%	13%	29%	100%

The Company has not disclosed exact details of the remuneration of each individual director and key management personnel as it is not in the best interests of the Company and employees to disclose such details due to the sensitive nature of such information. The annual aggregate remuneration paid to the top five (5) key management personnel of the Company (who are not directors or the CEO) for FY2017 is S\$1,126,000.

The remuneration of Ms. Loo Pei Fen, the daughter of the Company's CEO, Mr. Loo Leong Thye, falls within the band of S\$200,000 and S\$250,000 during FY2017. Save as disclosed, there are no other employees who are immediate family members of a Director and whose remuneration exceeds S\$50,000.

Accountability

Principle 10: The board should present a balanced and understandable assessment of the company's performance, position and prospects.

Quarterly and full yearly results are released via SGXNET within the respective time lines stipulated in the SGX-ST Listing Manual. In this regard, the Board, with the assistance of the management, continually strives to provide a balanced and understandable assessment of the Company's performance, position and prospects. The Board also has released other price sensitive public reports and reports to regulators, where required, and shall continue with its current practices to ensure compliance with legislative and regulatory requirements.

CORPORATE GOVERNANCE

Risk Management and Internal Controls

Principle 11: The board is responsible for the governance of risk. The board should ensure that management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the board is willing to take in achieving its strategic objectives.

The Board is responsible for the governance of risk and sets the tone and direction for the Group in the way risks are managed in the Group's businesses. The Board has ultimate responsibility for approving the strategy of the Group in a manner which addresses stakeholders' expectations and does not expose the Group to an unacceptable level of risk. However, such systems are designed to manage rather than eliminate completely the risk of failure to business objectives. It should also be noted that any system could only provide reasonable and not absolute assurance against material misstatement, losses or fraud.

The Board approves, and reviews at least on an annual basis, the key risk management policies and ensures a sound system of risk management and internal controls and monitors performance against them. In addition to determining the approach to risk governance, the Board sets and instills the right risk focused culture throughout the Group for effective risk governance.

The Board has approved a group risk management framework for the identification of key risks within the business which is aligned with the ISO 31000:2009 Risk Management framework.

The AC is responsible for overseeing risk governance and the related roles and responsibilities of the AC on risk governance include the following:

- proposing the risk governance approach and risk policies for the Group to the Board;
- reviewing the risk management methodology adopted by the Group;
- reviewing the strategic, financial, operational, regulatory, compliance, information technology and other emerging risks relevant to the Group identified by management; and
- reviewing management's assessment of risks and management's action plans to mitigate such risks.

As per its usual practice, the management presented an annual report to the AC and the Board on the Group's risk profile, the status of risk mitigation action plans and the results of various assurance activities carried out on the adequacy of the Group's internal controls including financial, operational, compliance and information technology controls. Such assurance activities include controlled self-assessment performed by the management, internal and external audits conducted by external professional service firms.

CORPORATE GOVERNANCE

The Board has obtained a written confirmation from the CEO and CFO:

- (a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) regarding the adequacy and effectiveness of the Group's risk management systems and internal control systems.

Based on the risk management framework and internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by the management, various Board Committees and the Board, the AC and the Board are of the opinion that the Group's risk management framework and internal controls including financial, operational, compliance and information technology controls, were adequate and effective for FY2017 to address the risks which the Group considers relevant and material to its current business environment and scope of operations.

The Board notes that the system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. The Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard or against the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities.

Audit Committee

Principle 12: The board should establish an audit committee with written terms of reference which clearly set out its authority and duties.

Establishment, Composition and Membership of the AC

The Company has the AC, which reports to the Board on all matters requiring audit in respect of the Company.

As the date of this report, the AC comprises three (3) IDs, hence fulfilling the requirement that the AC be made up of at least three (3) non-executive directors, the majority of whom, including the AC chairman, are independent.

The membership of the AC is, as follows:

Chairman:	Tan Han Beng	(Lead ID)
Members:	Max Ng Chee Weng	(ID)
	Tan Chay Boon	(ID)

The AC has written terms of reference that clearly set out its authority and duties.

CORPORATE GOVERNANCE

Responsibilities of the AC

The responsibilities of the AC are:

- i. to review the quarterly financial statements and the accompanying statements presented for approval, before endorsement by the Board so as to ensure the integrity of information to be released;
- ii. to review the scope and results of the audit of the Group and its cost effectiveness, and the independence and objectivity of the external auditors;
- iii. to review the nature and extent of non-audit services by the external auditors, when necessary and to seek a balance in the maintenance of objectivity;
- iv. to review significant financial reporting issues and judgments to ensure the integrity of financial statements and any formal announcements relating to the Company's financial statements;
- v. to review the adequacy of the Company's internal controls including financial, operational, compliance and information technology controls established by the management;
- vi. to review and ratify all interested person transactions, if any, to ensure that they comply with the approved internal control procedures and have been conducted on an arm's length basis;
- vii. to meet with the internal auditors and external auditors without the presence of the management at least once a year;
- viii. to review the independence of the external auditors annually; and
- ix. to oversee risk governance (refer to detailed disclosure under Principle 11).

The members of the AC have sufficient financial management expertise, as determined by the Board in its business judgment, to discharge the AC's functions.

Summary of the AC's activities

The AC met four (4) times during the year under review. Details of members' attendance at the meetings are set out in Principle 1 above. The CFO, Company Secretary, internal auditors and external auditors are invited to these meetings. Other members of senior management level are also invited to attend as appropriate to present reports.

The AC has met with the external auditors and the internal auditors, without the presence of the management at least once in FY2017.

CORPORATE GOVERNANCE

During FY2017, the AC met on a quarterly basis and reviewed the quarterly and full year announcements, material announcements and all related disclosures to the shareholders before submission to the Board for approval. In the process, the AC reviewed the audit plan and audit committee report presented by the external auditors. The external auditors provides regular updates and periodic briefing to the AC on changes or amendments to accounting standards to enable the members of the AC to keep abreast of such changes and its corresponding impact on the financial statements, if any.

The AC also reviewed the annual financial statements and discussed with the Management, the CFO and the external auditors the significant accounting policies, judgment and estimate applied by the Management in preparing the annual financial statements. Following the review and discussions, the AC then recommended to the Board for approval of the audited annual financial statements.

The aggregate amount of fees paid to the external auditors and other independent auditors for FY2017 was approximately S\$152,000. The audit fees to the external auditors amounted to approximately S\$114,000 and non-audit fees (in connection with the provision of income tax compliance work and review of results announcement service) amounted to approximately S\$32,000. The audit fees paid to the other independent auditors for FY2017 amounted to approximately S\$5,000 and non-audit fees (in connection with the provision of income tax compliance work) amounted to approximately S\$1,000. The AC, having reviewed such non-audit services, is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors.

The Board of Directors and AC are satisfied that the appointment of different auditing firms would not compromise the standard and effectiveness of the audit of the Group. The Group confirms that it has complied with Rule 712 and Rule 715 of the SGX-ST Listing Manual in relation to its auditing firms.

The AC has reviewed arrangements by which the staff of the Company may, in confidence, raise concerns about (such as possible improprieties in matters of financial reporting or other matters), with the object of ensuring that arrangements are in place for the independent investigation of such matters for appropriate follow-up action. In this regard, the AC had since adopted a whistle-blowing policy with effect from FY2007 and further enhanced in FY2014 (the "Whistle-Blowing Policy"). The AC oversees the administration of the Whistle-Blowing Policy. Periodic reports will be submitted to the AC stating the number and the complaints received, the results of the investigations, follow-up actions and unresolved complaints.

The Whistle-Blowing Policy encourages employees and external parties to raise concerns, in confidence, about possible irregularities to an independent third party provider, Yang Lee and Associates. During FY2017, there were no complaints, concerns or issues received.

CORPORATE GOVERNANCE

Internal Audit

Principle 13: The company should establish an internal audit function that is independent of the activities it audits.

The Group outsources its internal audit function to Yang Lee & Associates (“IA”). The IA reports directly to the AC and internal control weaknesses identified during the internal audit reviews and the recommended corrective actions are reported to the AC periodically.

The AC reviews and approves the internal audit scope and plan to ensure that there is sufficient coverage of the Group’s activities. It also oversees the implementation of the internal audit plan and ensures that management provides the necessary co-operation to enable the IA to perform its function.

The IA is guided by the International Standards for the Professional Practice of Internal Auditing (IIA Standards) issued by the Institute of Internal Auditors.

The AC annually reviews the adequacy of the internal audit function to ensure that the internal audits are performed effectively. The AC is satisfied that the IA is staffed by qualified and experienced personnel.

The IA completed two (2) reviews during FY2017 in accordance with the internal control testing plan developed under the Group Risk Management Framework and approved by the AC.

Shareholder Rights, Communication with Shareholders, and Conduct on Shareholder Meetings

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders’ rights, and continually review and update such governance arrangements.

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

Principle 16: Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

All shareholders are treated fairly and equitably to facilitate their ownership rights. The Board recognises the importance of maintaining transparency and accountability to its shareholders. The Board’s policy is that all shareholders should be informed in a comprehensive manner and on a timely basis of all material developments that impact the Group.

CORPORATE GOVERNANCE

The Company's Articles of Association allow all shareholders to appoint proxy/proxies to attend general meetings and vote on his/her/their behalf.

The Board is mindful of its obligations to provide timely disclosure of material information to shareholders of the Company and does so through:

- i. annual reports issued to all shareholders. Non-shareholders may access the SGX-ST website for copies of the Company's annual reports;
- ii. quarterly and full yearly announcements of, and press briefings on, its financial statements on the SGXNET;
- iii. other announcements on the SGXNET;
- iv. media releases on major developments regarding the Company; and
- v. the Company's website at www.challengerasia.com through which shareholders can access information on the Company.

The Company regards its Annual General Meeting as an opportunity to communicate directly with shareholders and therefore encourages greater shareholder participation, whether in person or by proxy. The CEO and other Directors attend the Annual General Meetings and are available to answer questions and address concerns from shareholders.

The Company has specifically entrusted an investor relations team comprising the CEO and the CFO with the responsibility of facilitating communications with shareholders and analysts and attending to their queries or concerns.

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate.

Resolutions are as far as possible, structured separately and may be voted upon independently. Resolutions are passed at general meetings by poll.

In compliance with the prevailing rules of the SGX-ST Listing Manual, all resolutions will be voted on by way of poll at general meetings held on and after 1 August 2015. This will entail shareholders being invited to vote on each of the resolutions by poll, using polling slips (instead of voting by hands), thereby allowing all shareholders present or represented at the meeting to vote on a one share, one vote basis. The voting results of all votes cast for, or against, each resolution will then be screened at the meeting and announced to the SGX-ST after the meeting.

CORPORATE GOVERNANCE

Securities Transactions by Officers and Employees

In compliance with Rule 1207(19) as set out in the SGX-ST Listing Manual on dealings in securities, the Company, Directors and employees of the Company are advised not to deal in the Company's shares on short-term considerations or when they are in the possession of unpublished price-sensitive information. The Company prohibits dealings in its shares by its officers and employees during the period commencing two (2) weeks before the announcement of the Company's quarterly results or one (1) month before the announcement of the Company's full year results, and ending on the date of the announcement of the results.

Interested Person Transactions ("IPT"s)

When a potential conflict of interest arises, the Director concerned does not participate in discussion and refrains from exercising any influence over other members of the Board.

The Company has established internal control policies to ensure that IPTs are properly reviewed and approved and are conducted at arm's length basis.

Saved as disclosed in the audited financial statements of this Annual Report, the Company confirms that there were no individual interested person transactions above S\$100,000, as defined in Chapter 9 of the SGX-ST Listing Manual, entered into during FY2017.

Material Contracts

There were no material contracts entered into by the Company during FY2017 or still subsisting as at 31 December 2017 which involved the interests of any of the Directors, CEO or controlling shareholders of the Company.

Corporate Social Responsibility

We believe that environmentally-friendly practices complement business efficiency. Our staff are encouraged to reduce, recycle and reuse and we advocate corporate social responsibility towards the environment by incorporating these processes in our daily operations. We encourage the use of non-woven bags in our retail outlets.

Sustainability Reporting

We have started our journey towards sustainability reporting and are working towards finalising our inaugural report by 31 December 2018.

STATEMENT BY DIRECTORS

The Directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 31 December 2017.

1. Opinion of the Directors

In the opinion of the Directors,

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

The Board of Directors approved and authorised these financial statements for issue.

2. Directors

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

Loo Leong Thye (Chief Executive Officer)
 Tan Wee Ko
 Max Ng Chee Weng
 Tan Chay Boon
 Tan Han Beng

3. Directors' Interests in Shares and Debentures

The Directors of the Company holding office at the end of the reporting year were not interested in shares in or debentures of the Company or other related body corporate as recorded in the register of directors' shareholdings kept by the Company under section 164 of the Companies Act, Chapter 50 ("the Act") except as follows:

Name of directors and company in which interests are held	At beginning of the reporting year	At end of the reporting year
The company: Challenger Technologies Limited	Number of ordinary shares of no par value	
Loo Leong Thye	148,324,250	148,324,250
Tan Wee Ko	1,788,000	1,788,000
Max Ng Chee Weng	17,500	17,500

STATEMENT BY DIRECTORS

3. Directors' Interests in Shares and Debentures (Continued)

Name of directors and company in which interests are held	Shareholdings in which directors are deemed to have an interest	
	At beginning of the reporting year	At end of the reporting year
The company: Challenger Technologies Limited	Number of ordinary shares of no par value	
Loo Leong Thye	39,955,700	40,055,700
Max Ng Chee Weng	11,500	11,500

By virtue of section 7 of the Act, Mr Loo Leong Thye with the above interests is deemed to have an interest in the Company and in all the related body corporates of the Company.

The Directors' interests as at 21 January 2018 were the same as those at the end of the reporting year.

4. Arrangements to Enable Directors to Acquire Benefits by Means of the Acquisition of Shares and Debentures

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

5. Options

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

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

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

6. Independent Auditor

RSM Chio Lim LLP has expressed willingness to accept re-appointment.

STATEMENT BY DIRECTORS

7. Report of Audit Committee

The members of the Audit Committee at the date of this report are as follows:

Tan Han Beng	–	Chairman of Audit Committee
Max Ng Chee Weng	–	Independent director
Tan Chay Boon	–	Independent director

The Audit Committee performs the functions specified by section 201B (5) of the Act. Among other functions, it performed the following:

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

Other functions performed by the Audit Committee are described in the report on corporate governance included in the annual report of the Company. It also includes an explanation of how independent auditor objectivity and independence is safeguarded where the independent auditors provide non-audit services.

The Audit Committee has recommended to the Board of Directors that the independent auditor, RSM Chio Lim LLP, be nominated for re-appointment as independent auditors at the next Annual General Meeting of the Company.

STATEMENT BY DIRECTORS

8. Directors' Opinion on the Adequacy of Internal Controls

Based on the internal controls established and maintained by the Company, work performed by the internal and external auditors, and reviews performed by management, other committees of the Board and the Board, the Audit Committee and the Board are of the opinion that the Company's internal controls, addressing financial, operational and compliance risks, are adequate as at the end of the reporting year 31 December 2017.

9. Subsequent Developments

There are no significant developments subsequent to the release of the Group's and the Company's preliminary financial statements, as announced on 9 February 2018, which would materially affect the Group's and the Company's operating and financial performance as of the date of this report.

On behalf of the Directors

Loo Leong Thye
Executive Director & Chief Executive Officer

Tan Wee Ko
Executive Director & Chief Financial Officer

20 March 2018

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report to the Members of CHALLENGER TECHNOLOGIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Challenger Technologies Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group, and statement of changes in equity of the Company for the reporting year then ended, and notes to the financial statements, including accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the 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 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the reporting year ended on that date.

Basis for opinion

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

Key audit matters

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

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report to the Members of CHALLENGER TECHNOLOGIES LIMITED

Net realisable value of inventories

Refer to Notes 2A and 2C to the financial statements for the relevant accounting policy and critical judgment and Note 18 for the breakdown of inventories for the reporting year end.

The Group's principal activities are in the retailing of Information Technology ("IT") and IT related products that is subject to changing consumer demands. As at 31 December 2017, the Group had inventories of \$33,407,000 (2016: \$37,160,000) carried on its balance sheet. The cost of inventories may not be recoverable in full if those inventories are damaged, or if they become obsolete, or if their selling prices have declined. Judgement is required to assess the appropriate level of allowance for obsolete inventories which may be ultimately sold below cost or remained unsold as a result of a reduction in consumer demand.

The estimate of allowance for obsolete inventories is based on the age of these inventories, prevailing market conditions in the IT and related products retail industry and historical allowance experience, which requires management's judgement. Management applies judgement in determining the appropriate allowance for obsolete inventories based upon a detailed technical assessment of inventories concerned, considering of future demand and future selling price for the products and ageing analysis of inventories. This methodology relies upon assumptions made in determining appropriate allowance percentages categories of inventories.

Our procedures include:

- Comparing the net realisable value of a sample of products to subsequent selling prices;
- Reviewing a sample of reseller agreements with suppliers that includes a price protection policy that allows the Group to claim from manufacturers' price differences between the original and revised retail prices;
- Reviewing the appropriateness of the inventory allowance policy adopted by management (taking into considerations the historical information and management's technical assessment) and the Group's adherence to it;
- Reviewing the inventories turnover days and ageing of inventories to assess if there were any significant build up of aged inventories; and
- Assessing the adequacy of disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report to the Members of CHALLENGER TECHNOLOGIES LIMITED

Other information

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

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

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

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and 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.

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report to the Members of CHALLENGER TECHNOLOGIES LIMITED

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

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

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

INDEPENDENT AUDITOR'S REPORT

Independent Auditor's Report to the Members of CHALLENGER TECHNOLOGIES LIMITED

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 Woo E-Sah.

RSM Chio Lim LLP
Public Accountants and
Chartered Accountants
Singapore

20 March 2018

Effective from reporting year ended 31 December 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year Ended 31 December 2017

		Group	
	Notes	2017 \$'000	2016 \$'000
Revenue	5	322,083	339,441
Interest income	6	517	505
Other gains	7	468	1,168
Changes in inventories of finished goods		(3,737)	(449)
Purchase of goods and consumables		(248,547)	(268,359)
Other consumables used		(577)	(724)
Depreciation expense	14	(3,430)	(4,256)
Employee benefits expense	8	(24,706)	(25,212)
Other expenses	9	(22,454)	(24,355)
Other losses	7	(568)	(2,843)
Profit before tax from continuing operations		19,049	14,916
Income tax expense	10	(2,720)	(2,786)
Profit from continuing operations, net of tax		16,329	12,130
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax	23	(21)	(47)
Reclassified from equity to profit or loss as a reclassification adjustment	17	80	37
Available-for-sale financial assets, net of tax	17	47	12
Other comprehensive income for the year, net of tax:		106	2
Total comprehensive income		16,435	12,132
Profit attributable to owners of the parent, net of tax		16,218	12,285
Profit/(Loss) attributable to non-controlling interests, net of tax		111	(155)
Profit net of tax		16,329	12,130
Total comprehensive income attributable to owners of the parent		16,324	12,287
Total comprehensive income attributable to non-controlling interests		111	(155)
Total comprehensive income		16,435	12,132
Earnings per share		Cents	Cents
Earnings per share currency unit			
Basic			
Continuing operations	12	4.70	3.56
Diluted			
Continuing operations	12	4.70	3.56

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

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2017

		Group		Company	
	Notes	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
ASSETS					
<u>Non-current assets</u>					
Property, plant and equipment	14	9,375	10,547	9,173	10,382
Investments in subsidiaries	15	–	–	5,524	8,072
Investment in associate	16	–	–	–	–
Other financial assets	17	3,886	6,134	3,577	5,825
Total non-current assets		13,261	16,681	18,274	24,279
<u>Current assets</u>					
Inventories	18	33,407	37,160	33,259	36,837
Trade and other receivables	19	8,232	5,052	8,324	5,972
Other assets	20	5,148	5,739	5,053	5,490
Cash and cash equivalents	21	63,232	52,273	52,985	41,950
Total current assets		110,019	100,224	99,621	90,249
Total assets		123,280	116,905	117,895	114,528
EQUITY AND LIABILITIES					
<u>Equity attributable to owners of the parent</u>					
Share capital	22	18,775	18,775	18,775	18,775
Retained earnings		67,464	60,567	67,276	63,876
Other reserves	23	(136)	(242)	56	(71)
Equity, attributable to owners of the parent		86,103	79,100	86,107	82,580
Non-controlling interests		339	408	–	–
Total equity		86,442	79,508	86,107	82,580
<u>Non-current liabilities</u>					
Deferred tax liabilities	10	22	22	–	–
Other liabilities, non-current	24	2,844	2,684	1,156	1,000
Total non-current liabilities		2,866	2,706	1,156	1,000
<u>Current liabilities</u>					
Other liabilities, current	24	6,673	7,224	5,521	5,679
Provisions	25	1,886	1,736	1,886	1,736
Trade and other payables	26	22,272	22,221	20,497	20,380
Income tax payable		3,141	3,510	2,728	3,153
Total current liabilities		33,972	34,691	30,632	30,948
Total liabilities		36,838	37,397	31,788	31,948
Total equity and liabilities		123,280	116,905	117,895	114,528

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

STATEMENTS OF CHANGES IN EQUITY

Year Ended 31 December 2017

	Total Equity \$'000	Attributable to Parent sub-total \$'000	Share Capital \$'000	Retained Earnings \$'000	Other Reserves \$'000	Non- controlling Interests \$'000
Group						
Current year:						
Opening balance at 1 January 2017	79,508	79,100	18,775	60,567	(242)	408
Changes in equity:						
Total comprehensive income for the year	16,355	16,244	–	16,218	26	111
Reclassification adjustment on sale of available-for-sale investment from reserves	80	80	–	–	80	–
Dividends paid (Notes 13 & 15)	(9,501)	(9,321)	–	(9,321)	–	(180)
Closing balance at 31 December 2017	86,442	86,103	18,775	67,464	(136)	339
Previous year:						
Opening balance at 1 January 2016	76,665	75,961	18,775	57,430	(244)	704
Changes in equity:						
Total comprehensive income for the year	12,095	12,250	–	12,285	(35)	(155)
Issue of share capital to non-controlling interests	159	–	–	–	–	159
Reclassification adjustment on sale of available-for-sale investment from reserves	37	37	–	–	37	–
Dividends paid (Notes 13 & 15)	(9,448)	(9,148)	–	(9,148)	–	(300)
Closing balance at 31 December 2016	79,508	79,100	18,775	60,567	(242)	408

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

STATEMENTS OF CHANGES IN EQUITY

Year Ended 31 December 2017

	Total Equity \$'000	Share Capital \$'000	Retained Earnings \$'000	Other Reserves \$'000
Company				
Current year:				
Opening balance at 1 January 2017	82,580	18,775	63,876	(71)
Changes in equity:				
Total comprehensive income for the year	12,768	–	12,721	47
Reclassification adjustment on sale of available-for-sale investment from reserves	80	–	–	80
Dividends paid (Note 13)	(9,321)	–	(9,321)	–
Closing balance at 31 December 2017	86,107	18,775	67,276	56
Previous year:				
Opening balance at 1 January 2016	76,683	18,775	58,028	(120)
Changes in equity:				
Total comprehensive income for the year	15,008	–	14,996	12
Reclassification adjustment on sale of available-for-sale investment from reserves	37	–	–	37
Dividends paid (Note 13)	(9,148)	–	(9,148)	–
Closing balance at 31 December 2016	82,580	18,775	63,876	(71)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2017

	Group	
	2017 \$'000	2016 \$'000
Cash flows from operating activities		
Profit before tax	19,049	14,916
Adjustments for:		
Depreciation of property, plant and equipment	3,430	4,256
Losses on disposal of plant and equipment	85	300
Allowance for impairment on other financial assets	–	2,303
Losses on disposal of available-for-sale financial assets	125	12
Interest income	(517)	(505)
Net effect of exchange rate changes in consolidating foreign operations	12	(74)
Operating cash flows before working capital changes	22,184	21,208
Trade and other receivables	(3,180)	728
Other assets	591	(778)
Inventories	3,753	502
Trade and other payables	(51)	3,480
Other liabilities	(391)	(1,413)
Net cash flows from operations	22,906	23,727
Income taxes paid	(3,089)	(2,671)
Net cash flows from operating activities	19,817	21,056
Cash flows from investing activities		
Interest received	517	505
Addition in available-for-sale financial assets	–	(151)
Proceeds from disposal of plant and equipment	–	11
Proceeds from disposal of available-for-sale financial assets	2,250	500
Purchase of plant and equipment (Note 21A)	(2,075)	(2,019)
Net cash flows from/(used in) investing activities	692	(1,154)
Cash flows from financing activities		
Dividends paid to equity owners	(9,321)	(9,148)
Dividends paid to non-controlling interests	(180)	(300)
Investment in a subsidiary by non-controlling interests	–	159
Repayment of finance lease	–	(20)
Net cash flows used in financing activities	(9,501)	(9,309)
Net increase in cash and cash equivalents	11,008	10,593
Cash and cash equivalents, consolidated statement of cash flows, beginning balance	52,273	41,653
Effect of exchange rate adjustments	(49)	27
Cash and cash equivalents, consolidated statement of cash flows, ending balance (Note 21)	63,232	52,273

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

1. General

The Company is incorporated in Singapore with limited liability. It is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"). The financial statements are presented in Singapore dollars and they cover the Company (referred to as "parent") and the subsidiaries.

The Board of Directors approved and authorised these financial statements for issue on the date of the statement by Directors.

The principal activities of the Company are to provide IT products and services through the sale of IT and related products.

The principal activities of the subsidiaries and associate are described in Notes 15 and 16 to the financial statements.

The registered office is: 1 Ubi Link, Challenger TechHub Singapore 408553. The Company is situated in Singapore. The principal place of business is in Singapore.

Accounting convention

The financial statements have been prepared in accordance with the Financial Reporting Standards in Singapore ("FRSs") and the related Interpretations to FRS ("INT FRS") as issued by the Singapore Accounting Standards Council and the Companies Act, Chapter 50. The financial statements are prepared on a going concern basis under the historical cost convention except where an FRSs require an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in FRSs may not be applied when the effect of applying them is not material. The disclosures required by FRSs need not be provided if the information resulting from that disclosure is not material. Other comprehensive income comprises items of income and expense (including reclassification adjustments) that are not recognised in profit or loss, as required or permitted by FRSs.

Basis of preparation of the financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgements in the process of applying the entity's accounting policies. The areas requiring management's most difficult, subjective or complex judgements, or areas where assumptions and estimates are significant to the financial statements, are disclosed at the end of this footnote, where applicable.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

1. General (Continued)

Basis of presentation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries. The consolidated financial statements are the financial statements of the Group in which the assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions, including income, expenses and cash flows are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee and cease when the reporting entity loses control of the investee. Control exists when the Group has the power to govern the financial and operating policies so as to gain benefits from its activities.

Changes in the Group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the Group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as available-for-sale financial assets in accordance with FRS 39.

The Company's separate financial statements have been prepared on the same basis, and as permitted by the Companies Act, Chapter 50, the Company's separate statement of profit or loss and other comprehensive income is not presented.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information

2A. Significant accounting policies

Revenue recognition

The revenue amount is the fair value of the consideration received or receivable from the gross inflow of economic benefits during the reporting year arising from the course of the activities of the entity and it is shown net of any related sales taxes and rebates. Revenue from the sale of goods is recognised when significant risks and rewards of ownership are transferred to the buyer, there is neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and the amount of revenue and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue from rendering of services that are not significant transactions is recognised as the services are provided or when the significant acts have been completed. Interest income is recognised using the effective interest method. Dividend from equity instruments is recognised as income when the entity's right to receive dividend is established.

The consideration received from the sale of goods to customers under the customer loyalty programme is allocated to the goods sold and the points issued (award credits) that are expected to be redeemed. The consideration allocated to the award credits is measured at the fair value of the points. It is recognised as a liability (deferred revenue) on the statement of financial position and recognised as revenue when the points are redeemed, have expired or are no longer expected to be redeemed. The amount of revenue recognised is based on the number of award credits that have been redeemed, relative to the total number expected to be redeemed.

Warranty service revenues are recognised rateably over the warranty period; warranty-related costs are recognised as incurred. The unearned warranty service revenues are recognised as a liability on the statement of financial position.

Membership administration fees are recognised rateably over the membership period after recognition of a portion of fees as initial setup revenue. The unearned membership administration fees are recognised as a liability on the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Government grants

A government grant is recognised at fair value when there is reasonable assurance that the conditions attaching to it will be complied with and that the grant will be received. Grants in recognition of specific expenses are recognised as income over the periods necessary to match them with the related costs that they are intended to compensate, on a systematic basis. A grant related to depreciable assets is allocated to income over the period in which such assets are used in the project subsidised by the grant. A government grant related to assets, including non-monetary grants at fair value, is presented in the statement of financial position by setting up the grant as deferred income.

Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute for the Singapore employees to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). Certain subsidiaries overseas have defined contribution retirement benefit plans in which employees are entitled to join upon fulfilling certain conditions. The assets of the fund may or may not be held separately from those of the entity in an independently administered fund. The entity contributes an amount equal to a fixed percentage of the salary of each participating employee. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Foreign currency transactions

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

Translation of financial statements of other entities

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Income tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss. For such items recognised outside profit or loss the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority.

The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries and associates except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Property, plant and equipment

Depreciation is provided on a straight-line basis to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets. The annual rates of depreciation are as follows:

Leasehold property	–	3.8%
Renovations	–	12.5% to 33%
Plant and equipment	–	10% to 100%

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

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

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

Cost includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period. See Note 25 on provisions.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Leases

Leases are classified as finance leases if substantially all the risks and rewards of ownership are transferred to the lessee. All other leases are classified as operating leases. At the commencement of the lease term, a finance lease is recognised as an asset and as a liability in the statement of financial position at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments, each measured at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine, the lessee's incremental borrowing rate is used. Any initial direct costs of the lessee are added to the amount recognised as an asset. The excess of the lease payments over the recorded lease liability are treated as finance charges which are allocated to each reporting year during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the reporting years in which they are incurred. The assets are depreciated as owned depreciable assets. Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. For operating leases, lease payments are recognised as an expense in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Subsidiaries

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

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

Associates

An associate is an entity including an unincorporated entity in which the reporting entity has a significant influence and that is neither a subsidiary nor a joint arrangement of the reporting entity. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Associates (Continued)

In the equity accounted financial statements (economic interest financial statements), the accounting for investments in an associate is on the equity method. An investment in an associate includes goodwill on acquisition, which is accounted for in accordance with FRS 103 Business Combinations. However the entire carrying amount of the investment is tested under FRS 36 for impairment, by comparing its recoverable amount (higher of value in use and fair value) with its carrying amount, whenever application of the requirements in FRS 39 indicates that the investment may be impaired. Under the equity method the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets. The carrying value and the net book value of an investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange. The investor's profit or loss includes its share of the investee's profit or loss and the investor's other comprehensive income includes its share of the investee's other comprehensive income. Losses of an associate in excess of the reporting entity's interest in the relevant associate are not recognised except to the extent that the reporting entity has an obligation. Profits and losses resulting from transactions between the reporting entity and an associate are recognised in the financial statements only to the extent of unrelated reporting entity's interests in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates are changed where necessary to ensure consistency with the policies adopted by the reporting entity. The reporting entity discontinues the use of the equity method from the date that when its investment ceases to be an associate and accounts for the investment in accordance with FRS 39 from that date. Any gain or loss is recognised in profit or loss. Any investment retained in the former associate is measured at fair value at the date that it ceases to be an associate.

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Business combinations

Business combinations are accounted for by applying the acquisition method of accounting. There were no acquisitions during the reporting year.

Non-controlling interests

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant Note. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Inventories

Inventories are measured at the lower of cost (first in first out method) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. A write down on cost is made where the cost is not recoverable or if the selling prices have declined. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Impairment of non-financial assets

Irrespective of whether there is any indication of impairment, an annual impairment test is performed at about the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use. The carrying amount of other non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is recognised in profit or loss. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

Financial assets

Initial recognition, measurement and derecognition:

A financial asset is recognised on the statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument. The initial recognition of financial assets is at fair value normally represented by the transaction price. The transaction price for financial asset not classified at fair value through profit or loss includes the transaction costs that are directly attributable to the acquisition or issue of the financial asset. Transaction costs incurred on the acquisition or issue of financial assets classified at fair value through profit or loss are expensed immediately. The transactions are recorded at the trade date.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Financial assets (Continued)

Irrespective of the legal form of the transactions performed, financial assets are derecognised when they pass the “substance over form” based on the derecognition test prescribed by FRS 39 relating to the transfer of risks and rewards of ownership and the transfer of control. Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Subsequent measurement:

Subsequent measurement based on the classification of the financial assets in one of the following categories under FRS 39 is as follows:

1. Financial assets at fair value through profit or loss: As at end of the reporting year date there were no financial assets classified in this category.
2. Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets that are for sale immediately or in the near term are not classified in this category. These assets are carried at amortised costs using the effective interest method (except that short-duration receivables with no stated interest rate are normally measured at original invoice amount unless the effect of imputing interest would be significant) minus any reduction (directly or through the use of an allowance account) for impairment or uncollectibility. Impairment charges are provided only when there is objective evidence that an impairment loss has been incurred as a result of one or more events that occurred after the initial recognition of the asset (a ‘loss event’) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The methodology ensures that an impairment loss is not recognised on the initial recognition of an asset. Losses expected as a result of future events, no matter how likely, are not recognised. For impairment, the carrying amount of the asset is reduced through use of an allowance account. The amount of the loss is recognised in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. Typically the trade and other receivables are classified in this category.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Financial assets (Continued)

3. Held-to-maturity financial assets: As at end of the reporting year date there were no financial assets classified in this category.
4. Available-for-sale financial assets: These are non-derivative financial assets that are designated as available-for-sale on initial recognition or are not classified in one of the previous categories. These assets are carried at fair value. Changes in fair value of available-for-sale financial assets (other than those relating to foreign exchange translation differences on monetary investments) are recognised in other comprehensive income and accumulated in a separate component of equity under the heading revaluation reserves. Such reserves are reclassified to profit or loss when realised through disposal. When there is objective evidence that the asset is impaired, the cumulative loss is reclassified from equity to profit or loss as a reclassification adjustment. A significant or prolonged decline in the fair value of the investment below its cost is considered to be objective evidence of impairment. If, in a subsequent period, the fair value of an equity instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss, it is reversed against revaluation reserves and is not subsequently reversed through profit or loss. However for debt instruments classified as available-for-sale impairment losses recognised in profit or loss are subsequently reversed if an increase in the fair value of the instrument can be objectively related to an event occurring after the recognition of the impairment loss. The financial assets are classified as non-current assets unless management intends to dispose of the investments within 12 months of the end of the reporting year. Usually non-current investments in equity shares and debt securities are classified in this category but it does not include subsidiaries, joint ventures, or associates. Unquoted investments are stated at cost less allowance for impairment in value where there are no market prices, and management is unable to establish fair value by using valuation techniques except that where management can establish fair value by using valuation techniques the relevant unquoted investments are stated at fair value. For unquoted equity instruments impairment losses are not reversed.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Cash and cash equivalents

Cash and cash equivalents include bank and cash balances, on demand deposits and any highly liquid debt instruments purchased with an original maturity of three months or less. For the statement of cash flows the item includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand, if any, that form an integral part of cash management.

Financial liabilities

Initial recognition, measurement and derecognition:

A financial liability is recognised on the statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument and it is derecognised when the obligation specified in the contract is discharged or cancelled or expires. The initial recognition of financial liability is at fair value normally represented by the transaction price. The transaction price for financial liability not classified at fair value through profit or loss includes the transaction costs that are directly attributable to the acquisition or issue of the financial liability. Transaction costs incurred on the acquisition or issue of financial liability classified at fair value through profit or loss are expensed immediately. The transactions are recorded at the trade date.

Subsequent measurement:

Subsequent measurement based on the classification of the financial liabilities in one of the following two categories under FRS 39 is as follows:

1. Liabilities at fair value through profit or loss: Liabilities are classified in this category when they are incurred principally for the purpose of selling or repurchasing in the near term (trading liabilities) or are derivatives (except for a derivative that is a designated and effective hedging instrument) or have been classified in this category because the conditions are met to use the "fair value option" and it is used. All changes in fair value relating to liabilities at fair value through profit or loss are charged to profit or loss as incurred.
2. Liabilities at amortised cost: These liabilities are carried at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2A. Significant accounting policies (Continued)

Fair value measurement

When measuring fair value, management uses the assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. It is a market-based measurement, not an entity-specific measurement. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value. In making the fair value measurement, management determines the following: (a) the particular asset or liability being measured (these are identified and disclosed in the relevant notes below); (b) for a non-financial asset, the highest and best use of the asset and whether the asset is used in combination with other assets or on a stand-alone basis; (c) the market in which an orderly transaction would take place for the asset or liability; and (d) the appropriate valuation techniques to use when measuring fair value. The valuation techniques used maximise the use of relevant observable inputs and minimise unobservable inputs. These inputs are consistent with the inputs a market participant may use when pricing the asset or liability.

The fair value measurements categorise the inputs used to measure fair value by using a fair value hierarchy of three levels. These are recurring fair value measurements unless stated otherwise in the relevant notes to the financial statements. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability. The level is measured on the basis of the lowest level input that is significant to the fair value measurement in its entirety. Transfers between levels of the fair value hierarchy are deemed to have occurred at the beginning of the reporting year. If a financial instrument measured at fair value has a bid price and an ask price, the price within the bid-ask spread or mid-market pricing that is most representative of fair value in the circumstances is used to measure fair value regardless of where the input is categorised within the fair value hierarchy. If there is no market, or the markets available are not active, the fair value is established by using an acceptable valuation technique.

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2B. Other explanatory information

Segment reporting

The reporting entity discloses financial and descriptive information about its consolidated reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. Generally, financial information is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

Provisions

A liability or provision is recognised when there is 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 a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Changes in estimates are reflected in profit or loss in the reporting year they occur.

2C. Critical judgements, assumptions and estimation uncertainties

The critical judgements made in the process of applying the accounting policies that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities currently or within the next reporting year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2C. Critical judgements, assumptions and estimation uncertainties (Continued)

Net realisable value of inventories:

A review is made on inventory for excess inventory and declines in net realisable value below cost and an allowance is recorded against the inventory balance for any such declines. The review requires management to consider the price protection and other return policies with suppliers and future demand for the products. In any case the realisable value represents the best estimate of the recoverable amount and is based on the acceptable evidence available at the end of the reporting year and inherently involves estimates regarding the future expected realisable value. The usual considerations for determining the amount of allowance or write-down include ageing analysis, technical assessment and subsequent events. In general, such an evaluation process requires significant judgement and materially affects the carrying amount of inventories at the end of the reporting year. Possible changes in these estimates could result in revisions to the stated value of the inventories. The carrying amount of inventories at the end of the reporting year is disclosed in Note 18 on inventories.

Customer loyalty programme:

The Group operates the ValueClub, Challenger membership scheme. The Group allocates the consideration received from the sale of goods to the goods sold and the points issued under its ValueClub Reward Points Customer Loyalty Programme (the "Programme"). The consideration allocated to the points issued is measured at their fair values. Fair values are determined by considering, among others, the following factors: the range of products available to the customers, the prices at which the Group sells the products which can be redeemed and the changing patterns in the redemption rates.

The carrying amount of the Group's deferred revenue in relation to the Programme at the end of the reporting year is disclosed in Note 24C on other liabilities.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

2. Significant Accounting Policies and Other Explanatory Information (Continued)

2C. Critical judgements, assumptions and estimation uncertainties (Continued)

Useful lives of property, plant and equipment:

The estimates for the useful lives and related depreciation charges for property, plant and equipment are based on commercial and other factors which could change significantly as a result of innovations and in response to market conditions. The depreciation charge is increased where useful lives are less than previously estimated lives, or the carrying amounts written off or written down for technically obsolete items or assets that have been abandoned. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the specific asset or class of assets at the end of the reporting year affected by the assumption is disclosed in Note 14 on property, plant and equipment.

Measurement of impairment of subsidiary:

Where an investee is in net equity deficit and or has suffered losses a test is made whether the investment in the investee has suffered any impairment. This determination requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. The carrying amount of the specific asset (or class of assets) at the end of the reporting year affected by the assumption is \$5,524,000.

3. Related Party Relationships and Transactions

FRS 24 on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances below.

The ultimate controlling party is Mr Loo Leong Thye.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

3. Related Party Relationships and Transactions (Continued)

3A. Related party transaction:

There are transactions and arrangements between the reporting entity and related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances are unsecured without fixed repayment terms and interest unless stated otherwise.

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

Significant related party transactions:

	Group	
	Other related parties	
	2017	2016
	\$'000	\$'000
Fees to a firm in which a director has an interest	160	377

3B. Key management compensation:

	Group	
	2017	2016
	\$'000	\$'000
Salaries and other short-term employee benefits	3,177	2,434

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

	Group	
	2017	2016
	\$'000	\$'000
Remuneration of directors of the company	1,662	1,124
Remuneration of directors of the subsidiaries	451	527
Fees to directors of the company	114	106
Fees to director of a subsidiary	–	5

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

3. Related Party Relationships and Transactions (Continued)

3B. Key management compensation: (Continued)

Further information about the remuneration of individual directors is provided in the report on corporate governance.

Key management personnel include the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The above amounts for key management compensation are for the Directors and other key management personnel.

4. Financial Information by Operating Segments

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

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by FRS 108 Operating Segments. This disclosure standard has no impact on the reported results or financial position of the reporting entity.

For management purposes the reporting entity is organised into the following major strategic operating segments that offer different products and services: (1) IT products and services, (2) electronic signage services and (3) telephonic call centre and data management services. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies.

The segments and the types of products and services are as follows:

The IT products and services segment is involved in retailing a large selection of IT products including personal computers, notebooks, printers, scanners, digital imaging solutions, personal digital assistants, mobile and wireless connectivity solutions, audio-visual and projection equipment, and related peripherals.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

4. Financial Information by Operating Segments (Continued)

4A. Information about reportable segment profit or loss, assets and liabilities (Continued)

The electronic signage services segment is involved in the supply and installation of electronic signages and provision of electronic signage services.

The telephonic call centre and data management services segment carries on the business of telephonic call centre, data management services and direct marketing services.

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

The management reporting system evaluates performances based on a number of factors. However the primary profitability measurement to evaluate segment's operating results comprises two major financial indicators: (1) earnings from operations before depreciation and amortisation, interests and income taxes (called "Recurring EBITDA") and (2) profit before tax from continuing operations.

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

4. Financial Information by Operating Segments (Continued)

4B. Profit or loss from continuing operations and reconciliations

	IT products and services \$'000	Electronic signage \$'000	Telephonic call centre and data management services \$'000	Total \$'000
Continuing operations 2017				
Revenue by segment				
Total revenue by segment	315,195	2,412	4,839	322,446
Inter-segment sales and services	(42)	–	(321)	(363)
Total revenue	315,153	2,412	4,518	322,083
Recurring EBITDA	20,973	457	532	21,962
Interest income	491	–	26	517
Depreciation	(3,353)	(9)	(68)	(3,430)
Profit before tax from continuing operations	18,111	448	490	19,049
Income tax expense				(2,720)
Profit from continuing operations				16,329
Continuing operations 2016				
Revenue by segment				
Total revenue by segment	333,426	1,197	5,088	339,711
Inter-segment sales and services	(83)	–	(187)	(270)
Total revenue	333,343	1,197	4,901	339,441
Recurring EBITDA	17,673	200	794	18,667
Interest income	505	–	–	505
Depreciation	(4,126)	(9)	(121)	(4,256)
Profit before tax from continuing operations	14,052	191	673	14,916
Income tax expense				(2,786)
Profit from continuing operations				12,130

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

4. Financial Information by Operating Segments (Continued)

4C. Assets and reconciliations

	IT products and services \$'000	Electronic signage \$'000	Telephonic call centre and data management services \$'000	Unallocated \$'000	Total \$'000
2017					
Total assets for reportable segments	83,428	1,310	3,324	–	88,062
Unallocated:					
Cash and cash equivalents	–	–	–	31,332	31,332
Other financial assets	–	–	–	3,886	3,886
Total group assets	83,428	1,310	3,324	35,218	123,280
2016					
Total assets for reportable segments	88,678	802	5,704	–	95,184
Unallocated:					
Cash and cash equivalents	–	–	–	15,587	15,587
Other financial assets	–	–	–	6,134	6,134
Total group assets	88,678	802	5,704	21,721	116,905

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

4. Financial Information by Operating Segments (Continued)

4D. Liabilities and reconciliations

	IT products and services \$'000	Electronic signage \$'000	Telephonic call centre and data management services \$'000	Unallocated \$'000	Total \$'000
2017					
Total liabilities for reportable segments	29,302	250	4,123	–	33,675
Unallocated: Deferred and current tax liabilities	–	–	–	3,163	3,163
Total group liabilities	29,302	250	4,123	3,163	36,838
2016					
Total liabilities for reportable segments	29,366	184	4,315	–	33,865
Unallocated: Deferred and current tax liabilities	–	–	–	3,532	3,532
Total group liabilities	29,366	184	4,315	3,532	37,397

4E. Other material items and reconciliations

	IT products and services \$'000	Electronic signage \$'000	Telephonic call centre and data management services \$'000	Total \$'000
Expenditure for non-current assets				
2017	2,159	2	182	2,343
2016	2,228	8	45	2,281

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

4. Financial Information by Operating Segments (Continued)

4F. Geographical information

	Revenue		Non-current Assets	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Singapore	322,083	339,441	9,342	10,487
People's Republic of China	–	–	32	60
Subtotal for all foreign countries	–	–	32	60
Total continuing operations	<u>322,083</u>	<u>339,441</u>	<u>9,374</u>	<u>10,547</u>

Revenues are attributed to countries on the basis of the customer's location, irrespective of the origin of the goods and services. The non-current assets are analysed by the geographical area in which the assets are located. The non-current assets exclude any financial instruments.

4G. Information about major customers

There are no customers with revenue transactions of over 10% of the Group revenue.

5. Revenue

	Group	
	2017 \$'000	2016 \$'000
IT products and services	313,328	332,174
Electronic signage services – rendering of services	2,412	1,197
Rental income	1,504	982
Telephonic call centre and data management services	4,839	5,088
	<u>322,083</u>	<u>339,441</u>

6. Interest Income

	Group	
	2017 \$'000	2016 \$'000
Interest income from financial institutions	<u>517</u>	<u>505</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

7. Other Gains and (Other Losses)

	Group	
	2017	2016
	\$'000	\$'000
Foreign exchange adjustment gains	26	65
Sundry income	125	357
Government grant income	317	746
Losses on disposal of plant and equipment	(85)	(300)
Losses on disposal of available-for-sale financial assets	(124)	(12)
Allowance for impairment on trade receivable (Note 19)	(20)	–
Allowance for impairment on other financial assets	–	(2,303)
Inventories written off (Note 18)	(323)	(175)
Inventories written down (Note 18)	(16)	(53)
Net	<u>(100)</u>	<u>(1,675)</u>
Presented in profit or loss as:		
Other gains	468	1,168
Other losses	<u>(568)</u>	<u>(2,843)</u>
Net	<u>(100)</u>	<u>(1,675)</u>

8. Employee Benefits Expense

	Group	
	2017	2016
	\$'000	\$'000
Short term employee benefits expense	21,381	21,881
Contributions to defined contribution plans	3,325	3,331
Total employee benefits expense	<u>24,706</u>	<u>25,212</u>

9. Other Expenses

The major components and other selected components include the following:

	Group	
	2017	2016
	\$'000	\$'000
Rental expenses (Note 28)	14,606	15,723
Cards surcharges	<u>3,331</u>	<u>3,670</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

10. Income Tax

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

	Group	
	2017	2016
	\$'000	\$'000
<u>Current tax expense:</u>		
Current tax expense	3,136	3,213
Over adjustments in respect of prior periods	(416)	(427)
Total income tax expense	<u>2,720</u>	<u>2,786</u>

The income tax in profit or loss varied from the amount of income tax amount determined by applying the Singapore income tax rate of 17.0% (2016: 17.0%) to profit or loss before income tax as a result of the following differences:

	Group	
	2017	2016
	\$'000	\$'000
Profit before tax	<u>19,049</u>	<u>14,916</u>
Income tax expense at the above rate	3,238	2,536
Expenses not deductible for tax purposes	298	836
Stepped income exemption	(257)	(334)
Over adjustments to tax in respect of prior periods	(416)	(427)
Effect of different tax rates in different countries	–	(45)
Deferred tax assets not recognised	–	220
Previously unrecognised deferred tax assets recognised this year	(143)	–
Total income tax expense	<u>2,720</u>	<u>2,786</u>

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

10. Income Tax (Continued)

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

	Group	
	2017	2016
	\$'000	\$'000
Excess of book over tax depreciation on plant and equipment	(221)	(28)
Deferred revenue	109	121
Provisions	(4)	(9)
Tax loss	251	(304)
Deferred tax assets not recognised	–	220
Previously unrecognised deferred tax assets recognised this year	(143)	–
Others	8	–
Total deferred tax income recognised in profit or loss	–	–

10C. Deferred tax balance in the statements of financial position:

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Deferred tax liabilities:</u>				
Excess of net book value of plant and equipment over tax values	(362)	(583)	(353)	(561)
Total deferred tax liabilities	(362)	(583)	(353)	(561)
<u>Deferred tax assets:</u>				
Deferred revenue	327	436	327	436
Provisions	45	41	45	41
Tax losses	346	597	–	272
Deferred tax assets not recognised	(370)	(513)	(19)	(188)
Others	(8)	–	–	–
Total deferred tax assets	340	561	353	561
Net total of deferred tax liabilities	(22)	(22)	–	–

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

10. Income Tax (Continued)

10C. Deferred tax balance in the statements of financial position: (Continued)

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

Certain subsidiaries of the Group have unutilised tax losses of approximately \$2,035,000 (2016: \$3,516,000), available to offset against future profits. No deferred tax assets have been recognised on these tax losses as the future profit streams of these subsidiaries are not probable. The realisation of the future income tax benefits from tax carryforwards is available for unlimited future period and subject to applicable laws and agreement by relevant tax authorities, except that unutilised tax losses of \$2,006,000 (2016: \$1,999,000) which is related to a subsidiary in the People's Republic of China, whereby the unutilised tax losses carryforwards can only be carried forward for a period of 5 years from the date in which the losses were incurred. These unutilised tax losses will expire as follows:-

	Unutilised tax losses	
	2017 \$'000	2016 \$'000
<u>Year of expiry</u>		
2019	607	607
2020	570	570
2021	822	822
2022	7	–
	<u>2,006</u>	<u>1,999</u>

Temporary differences arising in connection with interests in subsidiaries and associates are insignificant.

11. Items in the Consolidated Statement of Profit or Loss and other Comprehensive Income

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

	Group	
	2017 \$'000	2016 \$'000
Audit fees to independent auditor of the company	114	119
Audit fees to other independent auditors	5	3
Other fees to the independent auditor of the company	32	31
Other fees to the other independent auditors	<u>1</u>	<u>–</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

12. Earnings Per Share

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

	Group	
	2017 \$'000	2016 \$'000
Numerators: Earnings attributable to equity		
Continuing operations: Attributable to equity holders	16,218	12,285
	No: '000	No: '000
Denominators: Weighted average number of equity shares		
Basic	345,208	345,208

The weighted average number of equity shares refers to shares in circulation during the reporting period.

Basic earnings per share ratio is based on the weighted average number of common shares outstanding during each period. There is no dilution of earnings per share as there are no dilutive potential ordinary shares outstanding as at the end of the reporting year.

13. Dividends on Equity Shares

	Rate per share – cents		Company	
	2017	2016	2017 \$'000	2016 \$'000
Final tax exempt (1-tier) dividend paid for FY2016 (2016: FY2015)	1.60	1.55	5,523	5,351
Interim exempt (1-tier) dividend paid	1.10	1.10	3,798	3,797
Total dividends paid in the year			9,321	9,148

In respect of the current reporting year, the Directors propose that a final dividend of 2.20 cents per share with a total of \$7,595,000 be paid to shareholders after the Annual General Meeting to be held on 26 April 2018. There are no income tax consequences. This dividend is subject to approval by shareholders at the next Annual General Meeting and has not been included as a liability in these financial statements. The proposed dividend is payable in respect of all ordinary shares in issue at the end of the reporting year and including any new qualifying shares issued up to the date the dividend becomes payable. There are no income tax consequences of the dividends to shareholders.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

14. Property, Plant and Equipment

Group	Leasehold property \$'000	Renovations \$'000	Plant & equipment \$'000	Total \$'000
<u>Cost:</u>				
At 1 January 2016	7,200	8,426	15,868	31,494
Foreign exchange adjustments	–	–	(1)	(1)
Additions	–	755	1,526	2,281
Disposals	–	(1,217)	(1,618)	(2,835)
At 31 December 2016	7,200	7,964	15,775	30,939
Additions	–	853	1,490	2,343
Disposals	–	(541)	(871)	(1,412)
At 31 December 2017	7,200	8,276	16,394	31,870
<u>Accumulated depreciation:</u>				
At 1 January 2016	1,939	5,555	11,166	18,660
Depreciation for the year	277	1,529	2,450	4,256
Disposals	–	(1,097)	(1,427)	(2,524)
At 31 December 2016	2,216	5,987	12,189	20,392
Depreciation for the year	277	1,138	2,015	3,430
Disposals	–	(527)	(800)	(1,327)
At 31 December 2017	2,493	6,598	13,404	22,495
<u>Carrying value:</u>				
At 1 January 2016	5,261	2,871	4,702	12,834
At 31 December 2016	4,984	1,977	3,586	10,547
At 31 December 2017	4,707	1,678	2,990	9,375

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

14. Property, Plant and Equipment (Continued)

Company	Leasehold property \$'000	Renovations \$'000	Plant & equipment \$'000	Total \$'000
<u>Cost:</u>				
At 1 January 2016	7,200	8,270	15,045	30,515
Additions	–	750	1,468	2,218
Disposals	–	(1,193)	(1,555)	(2,748)
At 31 December 2016	7,200	7,827	14,958	29,985
Additions	–	853	1,346	2,199
Disposals	–	(541)	(807)	(1,348)
At 31 December 2017	7,200	8,139	15,497	30,836
<u>Accumulated depreciation:</u>				
At 1 January 2016	1,939	5,480	10,614	18,033
Depreciation for the year	277	1,503	2,302	4,082
Disposals	–	(1,094)	(1,418)	(2,512)
At 31 December 2016	2,216	5,889	11,498	19,603
Depreciation for the year	277	1,136	1,918	3,331
Disposals	–	(527)	(744)	(1,271)
At 31 December 2017	2,493	6,498	12,672	21,663
<u>Carrying value:</u>				
At 1 January 2016	5,261	2,790	4,431	12,482
At 31 December 2016	4,984	1,938	3,460	10,382
At 31 December 2017	4,707	1,641	2,825	9,173

Details of leasehold property:

Description/Location	Tenure of land/ (Gross Floor Area)	Tenure of land/ last valuation date
Singapore:		
1 Ubi Link, Challenger TechHub, Singapore 408553	Property: 30 years from 2004/ (2,500 square metres)	Industrial building/ Not revalued

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

15. Investments in Subsidiaries

	Company	
	2017	2016
	\$'000	\$'000
Unquoted equity shares:		
Balance at beginning of the year	8,072	5,153
Additions	–	2,750
Less: Allowance for impairment	(2,548)	–
Add: Allowance for impairment written back	–	169
Balance at the end of the year	<u>5,524</u>	<u>8,072</u>
Total balance comprising:		
Unquoted equity shares at cost:	10,670	10,741
Allowance for impairment	(5,146)	(2,669)
Balance at the end of the year	<u>5,524</u>	<u>8,072</u>
Movements in allowance for impairment:		
Balance at beginning of the year	2,669	4,302
Impairment loss charge to profit or loss included in other losses	2,548	–
Impairment loss written back charge to profit or loss included in other gains	(71)	(169)
Impairment allowance used	–	(1,464)
Balance at end of the year	<u>5,146</u>	<u>2,669</u>
	Company	
	2017	2016
	\$'000	\$'000
Analysis of amount denominated in non-functional currencies:		
Malaysian Ringgit	818	818
Hong Kong Dollar	<u>238</u>	<u>238</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

15. Investments in Subsidiaries (Continued)

The subsidiaries held by the Company and its subsidiaries are listed below:

Name of subsidiaries, country of incorporation, place of operations and principal activities (and independent auditors)	Cost in books of the group		Effective percentage of equity held	
	2017	2016	2017	2016
	\$'000	\$'000	%	%
CBD eVision Pte Ltd ^(a) Singapore Electronic signage business	1,500	1,500	100	100
Valore Lifestyle Pte. Ltd. ^{(c)(d)} Singapore Provision of IT products and services	614	685	100	100
Challenger Holding (HK) Private Limited ^(b) Hong Kong Investment holding (Yin Wing Ho & Co.)	238	238	100	100
Challenge Ventures Pte. Ltd. ^(a) Singapore Other investment holding companies and asset or portfolio management	7,500	7,500	100	100
Challenger Technologies (M) Sdn. Bhd. ^{(c)(d)} Malaysia Dormant	818	818	100	100
	<u>10,670</u>	<u>10,741</u>		
<u>Held through Challenger Holding (HK)</u> <u>Private Limited</u>				
Valore (Shanghai) Limited ^{(c)(d)} People's Republic of China Dormant	309	309	100	100
Valore (Shenzhen) Private Limited ^(b) People's Republic of China Procurement of IT products (Shenzhen HuaLong Certified Public Accountants)	<u>2,145</u>	<u>2,145</u>	<u>100</u>	<u>100</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

15. Investments in Subsidiaries (Continued)

Name of subsidiaries, country of incorporation, place of operations and principal activities (and independent auditors)	Cost in books of the group		Effective percentage of equity held	
	2017	2016	2017	2016
	\$'000	\$'000	%	%
<u>Held through Challenge Ventures Pte. Ltd.</u>				
Incall Systems Pte. Ltd. ^(a)				
Singapore				
Telephonic call centre and data management services				
	1,069	1,069	70	70
Andios Pte. Ltd. ^{(c)(d)}				
Singapore				
Software development and online market place for mobile phone and accessories				
	1,020	1,020	67	67
Hachi.Sg Pte. Ltd. ^(a)				
Singapore				
Online sale of computer hardware, software and accessories				
	2,000	2,000	100	100
Hachi MY Sdn. Bhd. ^(c)				
Malaysia				
Online sale of computer hardware, software and accessories				
	3	–	100	100

(a) Audited by RSM Chio Lim LLP, a member of RSM International.

(b) Other independent auditors. Audited by firms of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member. Their names are indicated above.

(c) Not audited as it is immaterial.

(d) In the process of liquidation.

As is required by Rule 716 of the Listing Manual of The Singapore Exchange Securities Trading Limited the Audit Committee and the Board of Directors of the Company have satisfied themselves that the appointment of different auditors for certain of its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

15. Investments in Subsidiaries (Continued)

The decreasing performance of subsidiary, Challenge Ventures Pte Ltd was considered sufficient evidence to trigger the impairment test. Accordingly the cost of investment of \$7,500,000 in this subsidiary has been impaired to the recoverable amount.

During the reporting year share capital amounting to \$71,000 of Valore Lifestyle Pte Ltd was returned to the Company. The allowance for impairment of \$71,000 was therefore reversed.

The subsidiary that has non-controlling interests that is considered material to the reporting entity and additional disclosures on them (amounts before inter-company eliminations) are presented below.

	Group	
	2017 \$'000	2016 \$'000
<u>Name of the subsidiary: Incall Systems Pte. Ltd.</u>		
1. The profit allocated to NCI of the subsidiary during the reporting year	131	188
2. Accumulated NCI of the subsidiary at the end of the reporting year	339	394
3. The summarised financial information of the subsidiary (not adjusted for the percentage ownership held by the group and amounts before inter-company eliminations) is as follows:		
Dividend paid to non-controlling interest	180	300
Current assets	5,160	5,628
Non-current assets	189	76
Current liabilities	2,515	2,692
Non-current liabilities	1,705	1,701
Revenues	4,839	5,088
Profit for the reporting year	438	628
Total comprehensive income	438	628
Operating cash flows, increase (decrease)	280	(64)
Net cash flows, (decrease)	(475)	(1,109)

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

16. Investment in Associate

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Carrying value:				
Unquoted equity shares at cost	311	311	311	311
Less: Allowance for impairment	(311)	(311)	(311)	(311)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The associate held by the Company is listed below:

Name of associate, country of incorporation, place of operations and principal activities	Percentage of equity held by group	
	2017	2016
	%	%
Challenger Infortech (Beijing) Co., Ltd ^(a)		
People's Republic of China		
Dormant	<u>40</u>	<u>40</u>

(a) The financial statements for the associate for the reporting year ended 31 December 2017 and 31 December 2016 were not available. The Group has recognised its share of loss up to the cost of investment totalling \$311,000 (2016: \$311,000) which is not material to the Group. The associate is currently dormant and in the process of closure.

17. Other Financial Assets

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Balance is made up of:-				
Investments available-for-sale at fair value through other comprehensive income ("FVTOCI")	3,577	5,825	3,577	5,825
Unquoted investments at cost	309	309	-	-
	<u>3,886</u>	<u>6,134</u>	<u>3,577</u>	<u>5,825</u>
Analysis of amounts denominated in non-functional currency:				
United States Dollar	<u>285</u>	<u>285</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

17. Other Financial Assets (Continued)

17A. Movements in other financial assets

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Investments available-for-sale at FVTOCI:-</u>				
Movements during the year:				
Fair value at beginning of the year	5,825	6,288	5,825	6,288
Disposals	(2,375)	(512)	(2,375)	(512)
Gain on available-for-sale financial assets, reclassified from equity to profit or loss as a reclassification adjustment	80	37	80	37
Increase in fair value through other comprehensive income	47	12	47	12
Fair value at end of the year	<u>3,577</u>	<u>5,825</u>	<u>3,577</u>	<u>5,825</u>

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Unquoted investments at cost:-</u>				
Movements during the year:				
Cost at beginning of the year	2,612	2,461	-	-
Additions	-	151	-	-
Allowance for impairment	(2,303)	(2,303)	-	-
Cost at end of the year	<u>309</u>	<u>309</u>	<u>-</u>	<u>-</u>

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Movements in allowance for impairment:				
Balance at beginning of the year	2,303	-	-	-
Impairment loss charge to profit or loss included in other losses (Note 7)	-	2,303	-	-
Balance at end of the year	<u>2,303</u>	<u>2,303</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

17. Other Financial Assets (Continued)

17B. Disclosures relating to investments

The information gives a summary of the significant sector concentrations within the investment portfolio including Level 1, 2 and 3 securities:

Investments available-for-sale at FVTOCI:-

		Group		Company	
	Level	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<u>Quoted corporate bonds in Singapore</u>					
Real estate industry	1	–	509	–	509
<u>Unquoted corporate bonds in Singapore</u>					
Real estate industry	2	509	1,534	509	1,534
Transport and logistics industry	2	771	752	771	752
Banking industry	2	2,297	2,264	2,297	2,264
Travel and lodging industry	2	–	509	–	509
Financial services industry	2	–	257	–	257
Subtotal		3,577	5,316	3,577	5,316
Total investments available-for-sale at FVTOCI					
		3,577	5,825	3,577	5,825

The rate of interest for the interest earning bonds is ranged between 2.6% to 5.5% (2016: 2.6% to 5.5%) per annum.

A summary of the maturity dates of corporate bonds as at the end of reporting year is as follows:

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Within 1 to 3 years	509	2,037	509	2,037
After 3 years	3,068	3,788	3,068	3,788
	3,577	5,825	3,577	5,825

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

17. Other Financial Assets (Continued)

17B. Disclosures relating to investments (Continued)

Unquoted investments at cost:-

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Unquoted equity</u>				
<u>shares in Singapore</u>				
Logistics industry	24	24	-	-
<u>Unquoted equity</u>				
<u>shares in United States of</u>				
<u>America</u>				
Information				
technology industry	285	285	-	-
Total unquoted				
investments at cost	309	309	-	-

The fair value of the unquoted investments as available-for-sale financial assets is deemed to be not reliably measurable as the probabilities of the various estimates within the range cannot be reasonably assessed as used in estimating fair values. Consequently the investment is carried at cost less allowance for impairment. As far as unquoted equity instruments are concerned, in cases where it is not possible to reliably measure the fair value, such instruments are carried at cost less accumulated allowance for impairment. Impairment losses recognised in profit or loss for equity investments are not reversed.

17C. Fair value measurements (level 2) recognised in the statement of financial position

Financial instruments traded in over-the-counter market include corporate bonds that are valued based on broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

17. Other Financial Assets (Continued)

17C. Fair value measurements (level 2) recognised in the statement of financial position (Continued)

Sensitivity analysis for price risk:

There are investments in corporate bonds or similar instruments. Such investments are exposed to market price risk arising from uncertainties about future values of the investment securities. Sensitivity analysis: The effect is as follows:

	Group and Company	
	2017	2016
	\$'000	\$'000
A hypothetical 10% increase in the market index of quoted corporate bonds would have an effect on pre-tax profit of	–	51
A hypothetical 10% increase in the over-the-counter price of unquoted corporate bonds would have an effect on pre-tax profit of	358	532

For similar price decreases in the fair value of the above financial assets, there would be comparable impacts in the opposite direction.

The hypothetical changes in basis points are not based on observable market data (unobservable inputs).

There were no significant transfers between Level 1 and 2 of the fair value hierarchy.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

18. Inventories

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Goods for resale	33,407	37,160	33,259	36,837
Inventories are stated after allowance				
Movements in allowance:				
Balance at beginning of the year	70	17	70	17
Charged to profit or loss included in other losses (Note 7)	16	53	16	53
Balance at end of the year	86	70	86	70
The write-downs of inventories charged to profit or loss included in other losses (Note 7)	323	175	323	170

There are no inventories pledged as security for liabilities.

19. Trade and other Receivables

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Trade receivables:				
Outside parties	4,479	2,077	3,400	1,251
Subsidiaries (Note 3)	–	–	1,033	1,568
Less allowance for impairment	(20)	–	–	–
Net trade receivables – subtotal	4,459	2,077	4,433	2,819
Other receivables:				
Subsidiaries (Note 3)	–	–	2,400	2,618
Less allowance for impairment	–	–	(1,895)	(1,895)
Advance payments to suppliers	3,003	2,079	2,889	2,060
Other receivables	770	896	497	370
Net other receivables – subtotal	3,773	2,975	3,891	3,153
Total trade and other receivables	8,232	5,052	8,324	5,972
Movements in above allowance:				
Balance at beginning of the year	–	–	(1,895)	(1,230)
Charged to profit or loss included under other losses (Note 7)	(20)	–	–	(665)
Balance at end of the year	(20)	–	(1,895)	(1,895)

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

20. Other Assets

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Deposits to secure services	4,284	4,873	4,208	4,670
Prepayments	864	866	845	820
	<u>5,148</u>	<u>5,739</u>	<u>5,053</u>	<u>5,490</u>

21. Cash and Cash Equivalents

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Not restricted in use	<u>63,232</u>	<u>52,273</u>	<u>52,985</u>	<u>41,950</u>
Interest earning balances	<u>31,332</u>	<u>17,587</u>	<u>25,087</u>	<u>15,587</u>

The rates of interest for the cash on interest earning balances ranged between 0.52% and 1.66% (2016: 0.54% and 1.65%) per annum.

21A. Non-cash transactions:

- (a) Included in additions to plant and equipment is an amount of \$268,000 (2016: \$241,000) being provision for restoration costs capitalised (Note 25).
- (b) During the reporting year ended 31 December 2016, there was acquisition of certain plant and equipment with a total cost of \$20,000 acquired by means of finance lease. The finance lease has been fully repaid during the year ended 31 December 2016.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

22. Share Capital

	Group and Company Number of shares issued '000	Share capital \$'000
<u>Ordinary shares of no par value:</u>		
Balance at 1 January 2016, 31 December 2016 and 31 December 2017	345,208	18,775

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

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

Capital management:

The objectives when managing capital are: to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the reporting year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity (that is, share capital and reserves).

The Group and the Company do not have any external borrowings. The debt-to-adjusted capital ratio therefore does not provide a meaningful indicator of the risk of borrowings.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

23. Other Reserves

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Foreign currency translation reserve (Note 23A)	(192)	(171)	–	–
Available-for-sale financial assets reserve (Note 23B)	56	(71)	56	(71)
Total at the end of the year	(136)	(242)	56	(71)

All the reserves classified on the face of the statement of financial position as retained earnings represents past accumulated earnings and are distributable as cash dividends. The other reserves are not available for cash dividends unless realised.

23A. Foreign currency translation reserve

	Group	
	2017	2016
	\$'000	\$'000
At beginning of the year	(171)	(124)
Exchange differences on translating foreign operations	(21)	(47)
At end of the year	(192)	(171)

The currency translation reserve accumulates all foreign exchange differences arising from the translation of financial statements of entities that are denominated in currencies other than the presentation currency of the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

23. Other Reserves (Continued)

23B. Available-for-sale financial assets reserve

	Group and Company	
	2017	2016
	\$'000	\$'000
At beginning of the year	(71)	(120)
Gain on available-for-sale financial assets, reclassified from equity to profit or loss as a reclassification adjustment	80	37
Gains on remeasuring available-for-sale financial assets	47	12
At end of the year	<u>56</u>	<u>(71)</u>

The available-for-sale financial assets reserve arises from the annual remeasurement of the available-for-sale financial assets. It is not distributable until it is released to the profit or loss on the disposal of the investments.

24. Other Liabilities

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Non-current:</u>				
Membership administration fees (Note 24A)	1,156	1,000	1,156	1,000
Star Shield warranty (Note 24B)	<u>1,688</u>	<u>1,684</u>	<u>–</u>	<u>–</u>
Total non-current other liabilities	<u>2,844</u>	<u>2,684</u>	<u>1,156</u>	<u>1,000</u>
<u>Current:</u>				
Membership administration fees (Note 24A)	3,494	3,033	3,494	3,018
Star Shield warranty (Note 24B)	1,148	1,377	–	–
Customer loyalty programmes (Note 24C)	1,922	2,713	1,922	2,562
Customer vouchers	<u>109</u>	<u>101</u>	<u>105</u>	<u>99</u>
Total current other liabilities	<u>6,673</u>	<u>7,224</u>	<u>5,521</u>	<u>5,679</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

24. Other Liabilities (Continued)

24A. Membership administration fees

The Group operates the ValueClub, the Challenger membership scheme and Hachi membership scheme, where membership administration fees are received from members at the start of the membership scheme for a period of 2 years and 1 year respectively.

With effect from 1 November 2017, Hachi membership has been integrated into one single membership scheme under the ValueClub. The balance of the deferred membership administration fees as at 1 November 2017 has been transferred to the Company.

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Revenue deferred relating to membership administration fees:</u>				
Balance at beginning of the year	4,033	4,302	4,018	4,302
Revenue deferred in respect of membership administration fees received	4,995	4,073	4,995	4,052
Revenue recognised on a time-proportion basis	(4,378)	(4,342)	(4,363)	(4,336)
Balance at end of the year	<u>4,650</u>	<u>4,033</u>	<u>4,650</u>	<u>4,018</u>
Presented in the statements of financial position:				
Non-current	1,156	1,000	1,156	1,000
Current	<u>3,494</u>	<u>3,033</u>	<u>3,494</u>	<u>3,018</u>
Total	<u>4,650</u>	<u>4,033</u>	<u>4,650</u>	<u>4,018</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

24. Other Liabilities (Continued)

24B. Star shield warranty

The Group operates the Star Shield Warranty Scheme, where extended warranties protection can be purchased from the Group. The extended warranties may cover up to a period of 1, 2 or 3 years after expiry of the manufacturer's standard warranty period.

	Group	
	2017 \$'000	2016 \$'000
<u>Revenue deferred relating to Star Shield Warranty:</u>		
Balance at beginning of the year	3,061	3,582
Revenue deferred in respect of cash received	1,149	1,256
Revenue recognised on a time-proportion basis	(1,374)	(1,777)
Balance at end of the year	<u>2,836</u>	<u>3,061</u>
Presented in the statements of financial position as:		
Non-current	1,688	1,684
Current	<u>1,148</u>	<u>1,377</u>
Total	<u>2,836</u>	<u>3,061</u>

24C. Customer loyalty programme

The Group operates the (a) ValueClub, the Challenger membership scheme, where every dollar spent on the purchase of the Group's products entitles the member to earn one reward point. Reward points accumulated can be used to redeem specific products at specific retail locations, or cash vouchers issued by the Company; (b) Hachi membership scheme, where every dollar spent on purchase of products entitles the member to earn rebates for offset against the next purchase.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

24. Other Liabilities (Continued)

24C. Customer loyalty programme (Continued)

With effect from 1 November 2017, Hachi membership has been integrated into one single membership scheme under the ValueClub. The balance of the deferred loyalty points as at 1 November 2017 has been transferred to the Company.

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Revenue deferred relating to customer loyalty programme:				
Balance at beginning of the year	2,713	3,274	2,562	3,274
Revenue deferred in respect of award credits earned	2,401	3,118	2,401	2,205
Revenue recognised on discharge of obligations for award credits	(3,192)	(3,679)	(3,041)	(2,917)
Balance at end of the year	<u>1,922</u>	<u>2,713</u>	<u>1,922</u>	<u>2,562</u>

25. Provisions

Provision for dismantling and removing the items and restoring the outlet premises relating to property, plant and equipment:

	Group and Company	
	2017 \$'000	2016 \$'000
Movement in above provision:		
Balance at beginning of the year	1,736	1,892
Additions – included in property, plant and equipment	268	241
Used	(118)	(397)
Balance at end of the year	<u>1,886</u>	<u>1,736</u>

The provision is based on the present value of costs to be incurred to remove leasehold improvements from leased outlets and properties. The estimate is based on quotations from external contractors. The unwinding of discount is not significant.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

26. Trade and Other Payables

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Trade payables:</u>				
Outside parties and accrued liabilities	21,274	20,926	20,178	20,073
Trade payables – subtotal	21,274	20,926	20,178	20,073
<u>Other payables:</u>				
Subsidiaries (Note 3)	–	–	–	85
Advances paid	704	1,117	88	65
Deposits received	195	128	185	128
Other payables	99	50	46	29
Other payables – subtotal	998	1,295	319	307
Total trade and other payables	22,272	22,221	20,497	20,380

27. Financial Instruments: Information on Financial Risks

27A. Categories of financial assets and liabilities

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

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
<u>Financial assets:</u>				
Cash and cash equivalents	63,232	52,273	52,985	41,950
Loans and receivables	5,229	2,973	5,435	3,912
Available-for-sale financial assets	3,886	6,134	3,577	5,825
At end of the year	72,347	61,380	61,997	51,687
<u>Financial liabilities:</u>				
Trade and other payables measured at amortised cost	21,568	21,104	20,409	20,315
At end of the year	21,568	21,104	20,409	20,315

Further quantitative disclosures are included throughout these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

27. Financial Instruments: Information on Financial Risks (Continued)

27B. Financial risk management

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

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

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

27C. Fair values of financial instruments

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

27. Financial Instruments: Information on Financial Risks (Continued)

27D. Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents, receivables and certain other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial assets; the maximum amount the entity could have to pay if the guarantee is called on; and the full amount of any payable commitments at the end of the reporting year. Credit risk on cash balances with banks and any other financial instruments is limited because the counter-parties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings. For credit risk on receivables an ongoing credit evaluation is performed on the financial condition of the debtors and a loss from impairment is recognised in profit or loss. The exposure to credit risk with customers is controlled by setting limits on the exposure to individual customers and these are disseminated to the relevant persons concerned and compliance is monitored by management.

Cash and cash equivalents balances as disclosed in Note 21 are with maturities of less than 12 months.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 30 to 60 days (2016: 30 to 60 days). But some customers take a longer period to settle the amounts.

- (a) Ageing analysis of the trade receivables amounts that are past due as at the end of the reporting year but not impaired:

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Trade receivables:				
1 to 30 days	148	132	48	21
31 to 60 days	133	114	41	4
Over 60 days	40	26	33	21
Total	321	272	122	46

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

27. Financial Instruments: Information on Financial Risks (Continued)

27D. Credit risk on financial assets (Continued)

- (b) As at the end of reporting year there were no amounts that were impaired.

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

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Top 1 customer	511	111	58	43
Top 2 customers	582	176	98	64
Top 3 customers	641	229	122	83

Available-for-sale financial assets: these were investments in unquoted equity shares with no fixed maturity and corporate bonds with maturity dates. The summary of the maturity dates for corporate bonds are disclosed in Note 17 to the financial statements.

27E. Liquidity risk – financial liabilities maturity analysis

There are no liabilities contracted to fall due after twelve months at the end of the reporting year. The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. The average credit period taken to settle trade payables is about 30 days (2016: 30 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

Bank facilities:

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Undrawn borrowing facilities	40,895	42,541	40,795	42,411
Unused bank guarantees	6,103	6,103	5,946	5,946

The undrawn borrowing facilities are available for operating activities and to settle other commitments. Borrowing facilities are maintained to ensure funds are available for the operations.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

27. Financial Instruments: Information on Financial Risks (Continued)

27F. Interest rate risk

The interest rate risk exposure is from changes in fixed rate and floating interest rates and it mainly concerns financial liabilities which are both fixed rate and floating rate. The interest from financial assets including cash balances and corporate bonds are not significant.

Sensitivity analysis: The effect on pre-tax profit is not significant.

27G. Foreign currency risks

Analysis of amounts denominated in major non-functional currencies:

Group	Chinese Renminbi \$'000	Hong Kong Dollar \$'000	United States Dollar \$'000	Total \$'000
2017:				
Financial assets:				
Cash	107	–	1	108
At end of the year	107	–	1	108
Net financial assets at end of the year	107	–	1	108
2016:				
Financial assets:				
Cash	97	–	253	350
At end of the year	97	–	253	350
Net financial assets at end of the year	97	–	253	350

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

27. Financial Instruments: Information on Financial Risks (Continued)

27G. Foreign currency risks (Continued)

Company	Chinese Renminbi \$'000	Hong Kong Dollar \$'000	United States Dollar \$'000	Total \$'000
<u>2017:</u>				
<u>Financial assets:</u>				
Cash	107	–	–	107
Loans and receivables	–	500	–	500
At end of the year	107	500	–	607
Net financial assets at end of the year	107	500	–	607
<u>2016:</u>				
<u>Financial assets:</u>				
Cash	97	–	198	295
Loans and receivables	–	717	–	717
At end of the year	97	717	198	1,012
Net financial assets at end of the year	97	717	198	1,012

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

Sensitivity analysis: The effect on pre-tax profit is not significant.

27H. Equity price risk

There are investments in corporate bonds and unquoted equity shares. As a result, such investments are exposed to market price risk arising from uncertainties about future values of the investment securities. The fair values of these assets and sensitivity analysis are disclosed in Note 17.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

28. Operating Lease Payment Commitments – As Lessee

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

	Group		Company	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Not later than one year	12,004	11,974	11,847	11,892
Later than one year and not later than five years	9,353	13,529	9,321	13,057
Rental expense for the year (Note 9)	14,606	15,723	14,432	15,535

Operating lease payments represent rentals payable by the Group and Company for its retail outlets and office premises. The lease rental terms are negotiated for an average of one to three years and rentals are subject to an escalation clause but the amount of the rent increase is not to exceed a certain percentage.

29. Operating Lease Income Commitments – As Lessor

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

	Group and Company	
	2017	2016
	\$'000	\$'000
Not later than one year	290	279
Rental income for the year (Note 5)	1,504	982

Operating lease income is for rental receivable from product and branding display at certain retail outlets. The lease to the tenant is on a yearly basis.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

30. Contingent Liabilities

	Company	
	2017	2016
	\$'000	\$'000
Corporate guarantee given to bank in favour of a subsidiary	350	350
Undertaking to support subsidiaries with deficits	1,704	1,924

31. Changes and Adoption of Financial Reporting Standards

For the current reporting year new or revised Singapore Financial Reporting Standards and the related Interpretations to FRS ("INT FRS") were issued by the Singapore Accounting Standards Council. Those applicable to the reporting entity are listed below. These applicable new or revised standards did not require any modification of the measurement methods or the presentation in the financial statements.

FRS No.	Title
FRS 7	Amendments to FRS 7: Disclosure Initiative
FRS 12	Amendments to FRS 12: Recognition Of Deferred Tax Assets For Unrealised Losses

32. New or amended standards in issue but not yet effective

Companies listed on the Singapore Exchange ("SGX") currently reporting under SFRSs are required to comply with new Singapore Financial Reporting Standards (International) (SFRS(I)s) (issued by the Singapore Accounting Standards Council) that would be equivalent to the International Financial Reporting Standards ("IFRS") (issued by the International Accounting Standards Board (IASB)) for reporting years beginning on after 1 January 2018. The new framework is referred to as SFRS(I)s. SFRS(I) 1 First-time Adoption of Singapore Financial Reporting Standards (International) will be adopted in the financial statements when it becomes mandatory. Based on the current accounting treatment of the account balances management does not anticipate that the application of SFRS(I) 1 will have a material impact on the financial position and / or financial performance of the entity.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

32. New or amended standards in issue but not yet effective (Continued)

For the future reporting years new or revised Singapore Financial Reporting Standards (International) and the related Interpretations to SFRS(I)s ("SFRS(I) INT") were issued by the Singapore Accounting Standards Council and these will only be effective for future reporting years. Those applicable to the reporting entity for future reporting years are listed below.

SFRS(I) No.	Title	Effective date for periods beginning on or after
SFRS(I) 1	First-time Adoption of Singapore Financial Reporting Standards (International)	1 Jan 2018
SFRS(I) 9	Financial Instruments	1 Jan 2018
SFRS(I) 15	Revenue from Contracts with Customers. Amendments to, Clarifications to SFRS(I) 15 Revenue from Contracts with Customers	1 Jan 2018
SFRS(I) 16	Leases and Leases – Illustrative Examples & Amendments to Guidance on Other Standards	1 Jan 2019

SFRS(I) 9

SFRS(I) 9 Financial Instruments will replace SFRS(I) 1-39 effective for annual periods beginning on or after 1 January 2018. It contains requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition. SFRS(I) 9 requires all recognised financial assets to be subsequently measured at amortised cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which they are held and their contractual cash flow characteristics. For financial liabilities, SFRS(I) 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch. For the impairment of financial assets, SFRS(I) 9 introduces an "expected credit loss" ("ECL") model based on the concept of providing for expected losses at inception of a contract; recognition of a credit loss should no longer wait for there to be objective evidence of impairment. For hedge accounting, SFRS(I) 9 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures. The recognition and derecognition provisions are carried over almost unchanged from SFRS(I) 1-39.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

32. New or amended standards in issue but not yet effective (Continued)

SFRS(I) 9 (Continued)

Management has performed a preliminary assessment of the impact of SFRS(I) 9 on the financial statements based on an analysis of the entity's financial assets and financial liabilities and on the basis of the facts and circumstances that exist as at 31 December 2017 (see accounting policy in Note 2 and disclosures in Note 17). Information of the anticipated impact is as follows:

- (a) The investments in unquoted equity securities at cost of \$309,000 will have to be measured at fair value. The entity does not anticipate this SFRS(I) 9 will have a material impact on the financial position and / or financial performance of the entity.

SFRS(I) 15

SFRS(I) 15 Revenue from Contracts with Customers effective for annual periods beginning on or after 1 January 2018 replaces other standards on revenue and the related interpretations. It establishes a single and comprehensive framework for revenue recognition to apply consistently across transactions, industries and capital markets, with a core principle (based on a five-step model to be applied to all contracts with customers), enhanced disclosures, and new or improved guidance (e.g., the point at which revenue is recognised, accounting for variable consideration, costs of fulfilling and obtaining a contract, etc.). SFRS(I) 15 will be adopted in the financial statements when it becomes mandatory and the full retrospective method of transition to the new standard will be used.

On the basis of the current accounting treatment of the major sources of revenue (see accounting policy in Note 2 and disclosures in Note 5 on revenue) and on the performance of a preliminary assessment of the impact of SFRS(I) 15 as at 31 December 2017 on the basis of the facts and circumstances that exist at that date, the application of SFRS(I) 15 may have a material impact on the financial position and financial performance of the entity. Information of the anticipated impact is as follows:

- (a) Revenue recognition of membership administration fees – A portion of membership administration fees paid is recognised upfront to the extent of the expenses recognised that are recoverable under FRS18 Revenue. Under SFRS(I) 15, the membership administration fees are to be deferred in full over the membership period.

Name of account	Under SFRS(I) 15 2017 \$'000
Decrease in revenue	232
Increase in other liabilities	(2,109)
Decrease in opening retained earnings	<u>1,877</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2017

32. New or Amended Standards in Issue but not yet Effective (Continued)

SFRS(I) 16

SFRS(I) 16 Leases is effective for annual periods beginning on or after 1 January 2019 and it replaces SFRS(I) 1-17 and its related interpretations. For the lessee, the biggest change introduced is that almost all leases will be brought onto the statements of financial position under a single model (except leases of less than 12 months and leases of low-value assets), eliminating the distinction between operating and finance leases. For the lessor, the accounting remains largely unchanged and the distinction between operating and finance leases is retained. SFRS(I) 16 will be adopted in the financial statements when it becomes mandatory, with the following effects: For the entity's non-cancellable operating lease commitments of \$21,357,000 as at 31 December 2017 (Note 28), a preliminary assessment indicates that these arrangements will continue to meet the definition of a lease under SFRS(I) 16. Thus, the reporting entity will have to recognise a right-of-use asset and a corresponding liability in respect of all these leases (unless they qualify for low value or short-term leases upon the application of SFRS(I) 16) which might have a material impact on the amounts recognised in the financial statements. However, it is not practicable to provide a reasonable financial estimate of that effect until the detailed review by management is completed. As for the finance leases of a lessee, as the financial statements have already recognised an asset and a related finance lease liability for the lease arrangement, the application of SFRS(I) 16 is not expected to have a material impact on the amounts recognised in the financial statements.

STATISTICS OF SHAREHOLDINGS

As at 13 March 2018

Distribution of Shareholdings

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	67	6.71	1,965	0.00
100 – 1,000	82	8.22	55,001	0.02
1,001 – 10,000	358	35.87	1,764,981	0.51
10,001 – 1,000,000	468	46.89	30,671,656	8.88
1,000,001 and above	23	2.31	312,714,358	90.59
TOTAL	998	100.00	345,207,961	100.00

Twenty Largest Shareholders

No.	Name	No. of Shares	%
1	Loo Leong Thye	148,352,250	42.97
2	Ng Leong Hai	83,067,500	24.06
3	Ong Sock Hwee	34,924,350	10.12
4	DB Nominees (Singapore) Pte Ltd	9,159,000	2.65
5	Lim Yew Hoe	5,377,950	1.56
6	Loo Pei Fen (Lu Peifen)	4,492,500	1.30
7	Wang Tong Peng @ Wang Tong Pang	3,073,399	0.89
8	DBS Nominees (Private) Limited	3,003,557	0.87
9	Citibank Nominees Singapore Pte Ltd	2,210,670	0.64
10	United Overseas Bank Nominees (Private) Limited	1,950,257	0.56
11	Tan Wee Ko	1,788,000	0.52
12	Law Kim Hong Rosalind	1,571,499	0.46
13	Loh Tee Yang	1,501,599	0.43
14	Ng Kwong Chong or Liu Oi Fui Ivy	1,387,000	0.40
15	Wong Tong Liew	1,380,000	0.40
16	Ng Hian Hai or Cheo Chye Eng	1,330,000	0.39
17	Hong Leong Finance Nominees Pte Ltd	1,328,500	0.38
18	Lur Aik Beng	1,288,000	0.37
19	Ng Kian Teck	1,200,000	0.35
20	Phillip Securities Pte Ltd	1,188,827	0.34
	TOTAL	309,574,858	89.66

STATISTICS OF SHAREHOLDINGS

As at 13 March 2018

Substantial Shareholders

Name of shareholders	Direct interest		Deemed interest	
	No. of Shares	%	No. of Shares	%
Loo Leong Thye	148,352,250	42.97%	40,055,700	11.60%*
Ng Leong Hai	83,067,500	24.06%	–	–
Ong Sock Hwee	34,924,350	10.12%	–	–

* Mr Loo Leong Thye is deemed to be interested in the 5,131,350 shares held by his daughter and son, and 34,924,350 shares held by his wife, Madam Ong Sock Hwee.

Percentage of Shareholdings in Public Hands

Based on the information available to the Company as at 13 March 2018, approximately 20.44% of the issued ordinary shares of the Company is held by the public. Accordingly, the Company has complied with Rule 723 of the SGX-ST Listing Manual.

NOTICE OF ANNUAL GENERAL MEETING

CHALLENGER TECHNOLOGIES LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No: 198400182K

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CHALLENGER TECHNOLOGIES LIMITED will be held at 1 Ubi Link, Challenger TechHub, Singapore 408553 on Thursday, 26 April 2018 at 10.00 a.m. for the following purposes:–

AS ORDINARY BUSINESS:–

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2017 together with the report of the Auditors and the Statement by Directors.
(Resolution 1)
2. To declare a final tax exempt (one-tier) dividend of 2.20 cents per ordinary share for the financial year ended 31 December 2017.
(Resolution 2)
3. To re-elect the following directors retiring pursuant to Article 107 of the Company's Articles of Association:
 - (a) Mr Loo Leong Thye **(Resolution 3)**
 - (b) Mr Tan Han Beng **(Resolution 4)**

[See Explanatory Note (1)]
4. To approve the payment of Directors' fees of S\$122,000 for the financial year ending 31 December 2018, to be paid quarterly in arrears.
(Resolution 5)
5. To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Resolution 6)
6. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS:–

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:–

7. That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to allot and issue shares or convertible securities or exercise of any share option or vest any share award outstanding or subsisting from time to time (whether by way of rights, bonus or otherwise) and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities which may be issued pursuant to such authority shall not exceed fifty per cent (50%) of the issued share capital of the Company, of which the aggregate number of shares and convertible securities which may be issued other than on a *pro-rata* basis to the existing Shareholders of the Company shall not exceed twenty per cent (20%) of the issued share capital of the Company (the percentage of issued share capital being based on the issued share capital at the time such authority is given after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee share options on issue at the time such authority is given and any subsequent consolidation or subdivision of shares) and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (2)]

(Resolution 7)

BY ORDER OF THE BOARD

CHIA FOON YEOW
Company Secretary
Singapore
11 April 2018

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

- (1) Mr Loo Leong Thye will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer.

Mr Tan Han Beng will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee, and the Board considers him, as the Lead Independent Director, to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

- (2) The Ordinary Resolution 7 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 or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, to allot and issue shares and convertible securities in the Company up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company 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 twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company. The percentage of the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time the proposed Ordinary Resolution is passed after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of awards outstanding or subsisting at the time the proposed Ordinary Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a General Meeting, expire at the next Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

- (i) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the above Meeting. Where such member's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (ii) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the above Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- (iii) "Relevant Intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act (Chapter 50).
- (iv) A proxy need not be a member of the Company.
- (v) If a member is a corporation, the instrument appointing the relevant member's proxy must be under its common seal or the hand of its attorney or a duly authorised officer.
- (vi) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1 Ubi Link, Challenger TechHub, Singapore 408553 not less than forty-eight (48) hours before the time fixed for holding the above Meeting in order for the proxy to be entitled to attend and vote at the above Meeting.
- (vii) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited seventy-two (72) hours before the time fixed for holding the above Meeting in order for the Depositor to be entitled to attend and vote at the above Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the above Meeting of the Company 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 above Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the above Meeting of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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CHALLENGER TECHNOLOGIES LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No: 198400182K

**PROXY FORM
ANNUAL GENERAL MEETING****IMPORTANT:**

1. This Annual Report is also forwarded to investors who have used their CPF monies to buy shares in the Company at the request of their CPF Approved Nominees, and is sent solely for their information only.
2. The Proxy Form is, therefore, not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, _____ (Name)

of _____ (Address)

being a member/members of CHALLENGER TECHNOLOGIES LIMITED (the "Company") hereby appoint(s):

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings		Class of Shares
			No. of Shares	%	

and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings		Class of Shares
			No. of Shares	%	

as my/our proxy/proxies to vote for me/us on my/our behalf, at the Annual General Meeting ("AGM") of the Company, to be held on Thursday, 26 April 2018 at 10.00 a.m, and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific directions as to voting are given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/their discretion.

No.	Resolutions relating to:	No. of votes	No. of votes
		For*	Against*
	Ordinary Business		
1	Adoption of the Audited Financial Statements for the financial year ended 31 December 2017 together with the report of the Auditors and Statement by Directors.		
2	Payment of proposed final tax exempt (one-tier) dividend of 2.20 cents per ordinary share for the financial year ended 31 December 2017.		
3	Re-election of Mr Loo Leong Thye as a Director.		
4	Re-election of Mr Tan Han Beng as a Director.		
5	Approval of Directors' fees amounting to S\$122,000 for the financial year ending 31 December 2018 to be paid quarterly in arrears.		
6	Re-appointment of RSM Chio Lim LLP as Auditors and to fix their remuneration.		
	Special Business		
7	Authority to allot and issue new shares or convertible securities or exercise of any share option or vest any share award pursuant to Section 161 of the Companies Act, Cap. 50, and the Listing Manual of the Singapore Exchange Securities Trading Limited.		

* Please indicate your vote "For" or "Against" with a tick (✓) within the box provided.

Dated this _____ day of _____, 2018.

Total number of shares held in:	
(a) CDP Register	
(b) Register of Members	

 Signature(s) of Member(s) or
 Common Seal of Member(s) or
 Duly Authorised Attorney/Officer of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes

1. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where such member's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in this proxy form.
2. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in this proxy form.
3. "Relevant Intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act (Chapter 50).
4. A proxy need not be a member of the Company.
5. Please insert the total number of shares held by the appointor. If the appointor has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), the appointor should insert that number of shares accordingly. If the appointor has shares registered in his name in the Register of Members of the Company, the appointor should insert that number of shares accordingly. If the appointor has both shares entered against his name in the Depository Register and registered in his name in the Register of Members, the appointor should insert the aggregate number of shares respectively. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the appointor.
6. This proxy form must be deposited at the Company's registered office at 1 Ubi Link, Challenger TechHub, Singapore 408553 not less than forty-eight (48) hours before the time set for the Meeting.
7. This proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form 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.
8. Where this proxy form 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 this proxy form, failing which this proxy form shall be treated as invalid.

Affix
Postage
Stamp

The Company Secretary
Challenger Technologies Limited
1 Ubi Link
Challenger TechHub
Singapore 408553

General

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 11 April 2018.



Experience
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2017
Annual Report



Company Registration Number: 198400182K