KOYO International

ANNUAL REPORT

2019

Koyo International Limited - Annual Report 2019

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This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.

This annual report has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Ms. Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).

MISSION STATEMENT

COMMITMENT

INTEGRITY

PROFESSIONALISM

Provide better quality and service

Our mission statement applies regardless of business units. We strive to achieve our mission by adhering to our core values of commitment, integrity and professionalism – factors necessary for success and the attainment of excellence.

CHAIRMAN & EXECUTIVE DIRECTOR'S **MESSAGE**

Dear Shareholders,

On behalf of the Board of Directors, we are pleased to present our annual report for the financial year ended 31 December 2019 ("**FY2019**").

2019 was a difficult year for the construction industry. Notwithstanding the challenging operating environment, we are pleased to inform our shareholders that Koyo International Limited (the "**Company**", and together with its subsidiaries, the "**Group**"), achieved another positive performance with a net profit of $0.4 million for FY2019. This result is testament to the sound fundamentals of the Group and it is our pleasure to share with shareholders another positive year for the Group.

Financial Review

Total revenue for FY2019 was $19.9 million, a 16.4% decrease as compared to that for the financial year ended 31 December 2018 ("**FY2018**"). Net profit was $0.4 million, a 66.4% decrease from the $1.2 million in FY2018. The decrease in total revenue was attributable mainly to many projects approached completion and a new project being at the initial phase for the mechanical engineering segment.

As a result of prudent management of our projects, careful costs and cash flow management, the Group was able to increase its cash and cash equivalents to a healthy balance amounting to $23.5 million as at 31 December 2019. Our sound financial position will allow the Group to explore growth opportunities, both locally and overseas.

Dividend

In appreciation of our shareholders' long-term support and on account of the positive results, the Board is recommending a first and final (tax-exempt) dividend of $0.001 per share, to be approved by shareholders in the Annual General Meeting.

Share Buyback and Employee Share Option Scheme

The Company did not purchase any of its own shares during FY2019. In addition, no share options were granted to employees during the year under review.

There are no outstanding share options under the Koyo International Share Option Scheme 2011 as at 31 December 2019.

Outlook

The Group believes that the outlook for the construction sector will be challenging for 2020 in view of the continued uncertainties in the external environment and negative economic outlook in Singapore and major economies around the world impacted by COVID-19. All of these constraints make tenders far more competitive and profitability far lesser than were the cases previously.

Nevertheless, despite the strong headwinds, we believe that our proven track record and reputation, sound financial position, experienced professional management team, and secured pipeline of projects, will allow the Group to be well-positioned to ride out these difficulties.

Corporate Developments

In December 2019, we have secured a term contract for the servicing and maintenance of air-conditioning, mechanical and ventilation systems with a contract sum of approximately S$8 million over the 24 months contract period and have been awarded a number of electrical services contracts. With these contracts, the Group has contracts on hand that are collectively valued at approximately $116 million. These are multi-year contracts that cover up to the year 2026. In addition to the already secured contracts, the Group will also regularly tender for new projects and follow up on opportunities. The Group will continue to explore opportunities for revenue or prof it accretive acquisitions, and innovative practices to improve productivity and revenue.

Appreciation

Once again, we would like to express our appreciation and thanks to the members of the Board for their continuous guidance and invaluable contributions.

Lastly, we would also like to thank our valued shareholders, customers, suppliers and sub-contractors for their continued loyalty and support. Our heartfelt appreciation also goes to management and all staff for their commitment to the Group. By working together closely, we are confident that the Group will be in a position to achieve better results in the future.

Wong Loke Tan
Independent Non-Executive Chairman

Foo Suay Wei
Executive Director
15 April 2020

BUSINESS **OVERVIEW**

Koyo International Limited (the "**Company**" or "**Koyo**") has been listed on the Catalist of the SGX-ST since 2009 (the "**Listing**"). Since our Listing, Koyo is always actively reviewing its businesses in search of new opportunities and markets with the aim of focusing on high value products and services with long term potential to complement its growth. Currently, the principal activities of the Koyo and its subsidiaries (collectively, the "**Koyo Group**" or the "**Group**") can be broadly categorised into four core business segments. These include the 1) provision of mechanical and electrical ("**M&E**") engineering services; 2) supply of renewable energy and green products for building services; 3) property development and construction; and 4) supply of construction materials and ancillary services related to it. In the financial year ended 31 December 2019 ("**FY2019**"), the Group focused on M&E engineering services as other activities were not significant in FY2019, but we intend to expand our scope to include the Group's other businesses in the future.

Provision of Mechanical and Electrical Engineering Services

We offer a total solutions package which involves design, integration, build, implementation, test, commission and maintenance for our customers. This includes designing and installing of high and low-voltage electrical distribution systems, air conditioning and mechanical ventilation systems as well as fire protection systems. We also provide maintenance, repair and replacement services for commercial buildings, hotels, schools and libraries in Singapore. Our engineering designs and installation work are applicable to clients in the construction, marine, oil and gas, industrial and pharmaceutical industries. At Koyo, we aim to provide value to all customers by anticipating their every needs and problems. This will allow us to provide to our customers the best engineering solutions at the highest attainable standards, commensurating with the project requirements and budget.

Renewable Energy and Green Products

Koyo focuses on integrating environmental engineering and clean technologies for industries. We do so by providing an innovative, practical, and total solution to our clients in order for them to promote a sustainable environment and achieve greater energy efficiency.

We possess the necessary competitive strengths needed to differentiate ourselves. We offer a full suite of clean technologies ranging from large scale solar heat collector arrays, hot water storage tanks, high-temperature heat pumps, phase change materials, non-chemical water treatment, and liquid desiccant systems. We are also able to provide a vast array of services such as design-and-build, execution, and facilities management. Koyo will always strive to provide the most effective clean technology products to suit our customers' needs.

Property Development

In 2014, Koyo obtained shareholders' approval for expanding its business to include property development and construction, property management and property investment in order to expand its geographical scope to include countries outside of Singapore and participate in the growth prospects of the property industries in those countries. Doing so will allow the group to leverage on its existing core business, diversify its risks, and provide a new income stream.

Supply of Construction Materials

Koyo engages in the supply of construction materials related business which includes the procurement, supply and importation of essential construction materials including but not limited to reclamation sand, construction sand, armour rock, granite and other aggregates. As part of the business of supplying construction materials, we will also engage in the ownership, acquisition and operation of mines and concession to produce and process construction materials, including but not limited to sand and granite. We will also offer a series of services such as chartering, operation and management of sea going vessels, as well as provision of marine transportation, logistics and support services, including but not limited to stevedoring and dredging services. In 2015, shareholders' approval was obtained for the diversification of the Group's business to include, *inter alia*, the business of supply of construction materials.

A summary of Koyo's products and services is as follows:

A. M&E SERVICES

1) INTEGRATED M&E ENGINEERING

- Air-conditioning and Mechanical Ventilation
- Plumbing and Sanitary Installation
- Fire Prevention and Protection System
- Integrated Monitoring and Control Systems
- High Tension Electrical Distribution Systems
- Low Tension Electrical Distribution Systems
- Communications and Security Systems
- Facility Management

2) INDUSTRIAL ENGINEERING

Design, Integration and Implementation of:

- Waste Treatment Plant
- Dust Collector (Environmental Control) System
- Mechanical Handling System (incld. Container Cranes)
- Production Conveyors
- Industrial Machines and Pipe Work
- Cleanroom (Class 10 – 100,000)
- Energy Saving Systems
- Environmental Management Systems

3) OIL, GAS AND MARINE ENGINEERING

Provision of:

- Stainless Steel Piping and Ducting work
- Equipment Installation
- Electronics & Control Instrumentation Systems
- Heat Ventilation Airconditioning Systems

B. RENEWABLE ENERGY AND GREEN PRODUCTS

1) SOLAR WATER HEATING

- Solar heat collector arrays
- Pressurised / Non-pressurised hot water storage tanks
- High-temperature heat pumps

2) NON-CHEMICAL WATER TREATMENT SYSTEM

- Electrostatic water treatment

3) THERMAL ENERGY

- Phase Change materials

4) DEHUMIDIFICATION AND AIR-CONDITIONING

- Liquid desiccant system
- Regenerator
- Conditioner
- Degassing system with pneumatic expansion tank
- Condensate water collection system

C. PROPERTY DEVELOPMENT AND CONSTRUCTION

- Residential buildings
- Commercial buildings
- Hotels

D. SUPPLY OF CONSTRUCTION MATERIALS AND SERVICES

- Reclamation sand
- Construction sand
- Armour rock
- Granite and other aggregates
- Stevedoring / Dredging / Shipping
- Ownership / Acquisition of mines and concessions
- Chartering
- Marine transportation
- Logistic and support service

PERFORMANCE **REVIEW**

Revenue

Koyo recorded a revenue of approximately S$19.9 million for FY2019, a 16.4% decrease from the financial year ended 31 December 2018's ("**FY2018**") revenue of S$23.8 million, mainly due to lower revenue from mechanical engineering segments for the projects completed during the year and a new project being at the initial phase.

Cost of Sales

In line with the decreased revenue, cost of sales decreased by 19.6% to approximately S$14.7 million for FY2019. Gross profit decreased by 6.0% or S$336,000 to approximately S$5.2 million in FY2019 as compared to FY2018.

Gross Profit Margin

Koyo's gross profit margin strengthened by 2.9 percentage points to approximately 26.3% in FY2019. The increase was mainly due to an increase in gross profit margin for the mechanical engineering segment and for electrical engineering segment. The improved gross profit margin for both segments were mainly due to the recognition of variation orders from completed projects.

Profit before Tax

The Group recorded a pre-tax profit of S$0.4 million in FY2019. This was in line with the decrease in revenue.

Balance Sheet

We have maintained cash and bank balances of S$23.5 million and total assets of S$27.7 million against total liabilities of S$7.9 million as at 31 December 2019. Our net asset value per share stood at 10.41 cents as at 31 December 2019, an increase from 10.31 cents as at 31 December 2018, notwithstanding that the basic earnings per share decreased to 0.21 cents in FY2019 as compared to 0.61 cents in FY2018.

Trade and other receivables and contract assets decreased by S$1.7 million or 34.7% from S$4.9 million as at 31 December 2018 to S$3.2 million as at 31 December 2019. Trade receivables turnover days improved from 45 days in FY2018 to 21 days in FY2019.
Property, plant and equipment increased by 24.4% to approximately S$0.9 million as at 31 December 2019, mainly due to purchase of motor vehicles and the recognition of right-of-use asset.

Trade and other payables increased by approximately S$1.1 million or 22.0%, from S$5.0 million as at 31 December 2018 to S$6.1 million as at 31 December 2019. The increase was due to an amount due to customer of S$2.6 million relating to advance mobilization payment, offset by a decrease in trade and other payable of S$1.5 million.

FIVE-YEAR FINANCIAL **SUMMARY**

	2019 S$'000	2018 S$'000	2017 S$'000	2016 S$'000	2015 S$'000
Consolidated Income Statement					
Revenue	19,903	23,820	15,825	15,125	14,641
Profit before income tax	459	1,336	719	799	1,211
Profit attributable to equity holders of the Company	390	1,161	690	735	1,084
Consolidated Balance Sheet					
Property, plant and equipment	882	709	360	92	96
Cash and bank balances	23,505	20,838	17,567	15,638	14,393
Other assets	3,273	4,928	6,735	5,840	7,790
Total assets	27,660	26,475	24,662	21,570	22,279
Lease liabilities	209	145	70	-	-
Other liabilities	7,683	6,758	6,011	3,551	4,249
Total liabilities	7,892	6,903	6,081	3,551	4,249
Net assets	19,768	19,572	18,581	18,019	18,030
Share capital	4,477	4,477	4,449	4,449	4,199
Treasury shares	(630)	(630)	(630)	(630)	-
Other reserves	(261)	(194)	(186)	(248)	(150)
Retained profits	16,182	15,919	14,948	14,448	13,981
Shareholders' equity	19,768	19,572	18,581	18,019	18,030

	2019	2018	2017	2016	2015
Ratios					
Profit attributable to equity holders of the Company as a percentage of:					
Total revenue	1.96%	4.87%	4.36%	4.86%	7.40%
Average shareholders' equity (Note 1)	1.98%	6.09%	3.77%	4.08%	6.13%
Per share:					
Profit attributable to the equity holders of the Company (Note 2)	0.21 ¢	0.61 ¢	0.36 ¢	0.40 ¢	0.57 ¢
Net asset value of the Group (Note 3)	10.41 ¢	10.31 ¢	9.81 ¢	9.51 ¢	9.41 ¢
Dividends paid and / or proposed (Note 4)					
Final dividend	0.10 ¢	0.10 ¢	0.10 ¢	0.10 ¢	0.15 ¢

Notes:

1. Average shareholders' equity is computed based on the average of shareholders' equity as at the end of the current and previous financial year.
2. Earnings per share (basic) is computed based on the weighted average number of ordinary shares outstanding during the year.
3. Net asset value per share is computed by dividing the shareholders' equity by the number of ordinary shares in issue at each year end.
4. Please refer to Note 21 of the Notes to the Financial Statements for the treatment of the proposed dividend in the accounts. Dividend proposed for FY2019 is subject to the approval of shareholders at the annual general meeting.

CORPORATE **STRUCTURE**

CORPORATE **PROFILE**

Koyo Group consists of the holding company Koyo International Limited, and its directly wholly owned subsidiaries Koyo Engineering (S.E.Asia) Pte. Ltd. ("**Koyo Engineering**") and AVSC Technologies Pte. Ltd. ("**AVSC Technologies**"). Its two wholly owned indirect subsidiaries are Koyo M&E Pte. Ltd. ("**Koyo M&E**") and Koyo Eco Pte. Ltd. ("**Koyo Eco**"). Two sole proprietors, Renewal D+B and Keco Trading are wholly owned by Koyo M&E Pte. Ltd. and Koyo Eco Pte. Ltd respectively.

CERT NO.: OHS-SS506-0157
SS 506 : Part 1 : 2009

CERT NO.: OHS-2018-0647
BS OHSAS 18001 : 2007

CERT NO.: 2007-2-1609
ISO 9001 : 2015

CERT NO.: 2018-0743
ISO 14001 : 2015

SINGAPORE ACCREDITATION COUNCIL
Reg No: QS-2001-11

SINGAPORE 1000
SINGAPORE SME 1000
INTERNATIONAL 100

Koyo Engineering

Koyo Engineering is one of the leading home-grown M&E engineering specialist service provider and provides quality service to a wide range of diverse customers. Koyo Engineering has an extensive track record in project management and implementation of M&E services for industrial, commercial and residential buildings which include retrofitting works, alteration & addition works, new installation works, replacement works; design, integration and implementation of industrial engineering services; oil, gas and marine engineering services and facilities management.

By offering a full suite of M&E services, customers can have a vast array of services to choose from such services range from integrated, design-and-build, execution and maintenance to facilities management services. Today, Koyo Engineering serves customers from all industries, including those in the construction, marine, oil and gas, industrial and pharmaceutical industries as well as the public sector.

With Building and Construction Authority ("**BCA**") gradings of L5 for electrical engineering and the highest grading of L6 for (i) air-conditioning, refrigeration & ventilation works; and (ii) integrated building services, Koyo Engineering is able to undertake mechanical and electrical services work of unlimited value for public projects.

With over 36 years of experience in providing M&E engineering services, Koyo Engineering has been able to establish a reputation and a good track record for itself. Koyo Engineering had been awarded the prestigious SME 500 award in 2009. Today, Koyo Engineering has successfully completed more than 173 projects, which includes consulting, design, procurement and fabrication and construction projects.

Koyo Engineering is equipped with all the necessary competitive strengths needed to rank among the best of M&E service providers in the region. Koyo Engineering invests in training and constantly upgrades the skills of its workforce to be able to provide quality service to all its customers.

AVSC Technologies

AVSC Technologies aims to be one of the leading construction material suppliers in Singapore. To do so, AVSC Technologies offers a full range of services that is integral to the supply of construction materials in Singapore. These include the ownership of mines and concession for raw materials, shipping / chartering services, logistics planning and ancillary support services such as stevedoring and dredging.

With a BCA grading of L6 for the supply of basic construction materials (Workhead reference: SYO1C), AVSC is able to tender for unlimited value for the supply and delivery of reclamation sand. AVSC has also been granted an import licence for importing essential construction materials from the BCA, which allows AVSC to carry out the business of importing essential construction materials.

Koyo Eco

Koyo Eco focuses on integrating environmental engineering and clean technologies for industries by offering a full suite of clean technologies ranging from large scale solar heat collector arrays, hot water storage tanks, high-temperature heat pumps, phase change materials, non-chemical water treatment, electrical licensing services and liquid desiccant systems.

Koyo Group has integrated and installed what is arguably Singapore's largest capacity for phase change material with a chiller plant system. This is particularly important because phase change material can be used to help the chiller plant system to run at the most efficient level even during high or low load conditions. The proprietary blend of inorganic hydrated salts used as the phase change material can freeze at a range of temperature from 8 degree Celsius to 15 degree Celsius. This was successfully implemented at Cleantech 2 @ Cleantech Park, a premier development by Jurong Town Corporation.

Koyo International Limited has been awarded the prestigious Singapore 1000 Company award in 2019 by DP Information Group. In conclusion, we, at Koyo, aim to provide value to all our customers, anticipating their every need and problem regardless of business sector. This is the commitment that Koyo strictly adheres to. Koyo will always strive to provide the best engineering solutions at the highest attainable standards that will commensurate with the project requirements and budget.

BOARD **MEMBERS**

Wong Loke Tan
Independent Non-Executive Chairman
Wong Loke Tan is the Company's Independent Non-Executive Chairman, first appointed to the Board as Independent Non-Executive Director on 12 August 2016. He was appointed as the Independent Non-Executive Chairman on 23 February 2017 and was last re-elected on 29 April 2019. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee.

Mr Wong is a senior banker with over 30 years of banking experience in international banks and Singapore's longest established bank, OCBC Bank. His experience and expertise span across syndicated loans, project financing, structured trade financing and mergers and acquisitions.

He is particularly known in the business community for his extensive network and strong rapport with Singapore SMEs. Mr Wong remains active in the SME and corporate business circle.

Mr Wong left banking in June 2016 as a Senior Vice President with Maybank, Singapore. Currently, he sits on the Board of listed companies in Singapore and abroad including Union Steel Holdings Limited, Adventus Holdings Limited, K2 F&B Holdings Limited and International Cement Group Limited.

Mr Wong is dedicated to contributing to civic organisations such as the Saint Gabriel's School Management Committee. In 2018, he was awarded the Silver Medallion Service Award by the Ministry of Education in recognition of his contribution and service.

Mr Wong holds a Master of Business Administration degree from Brunel University, United Kingdom and an Executive Diploma in Directorship from the Singapore Management University and the Singapore Institute of Directors.

Foo Suay Lun
Executive Director
Foo Suay Lun was appointed as Executive Director on 1 June 2018. He joined Koyo in 2013 as a project manager. He oversees various projects and ensures the smooth operation and completion of such projects.

He is a Member of the Institute of Engineers Singapore. He holds a Bachelor of Engineering Mechanical Degree and Master of Science in Energy and Environment Technology and Economics from City, University of London.

Foo Chek Heng
Managing Director and
Chief Executive Officer
Foo Chek Heng was appointed as Managing Director on 21 January 2009 and was last re-elected on 29 April 2019. Chek Heng is a director of Koyo M&E since September 2006.

Chek Heng has more than 30 years of experience in the M&E services industry. He is the founder of Koyo and is responsible for the strategic direction, planning, development and investment of the long term growth of the business, as well as its overall general management and operations.

Chek Heng holds a Bachelor of Science (Honours) degree in Mechanical Engineering and a Master of Science degree in Mechanical Engineering (HVAC) from King's College, University of London.

At the moment, Chek Heng has taken leave of absence due to medical reasons. During his absence, his duties and responsibilities is being covered by Executive Director, Mr Foo Suay Wei.

Yeo Guat Kwang
Independent Non-Executive Director
Yeo Guat Kwang was appointed to the Board on 15 July 2009 and was last re-elected on 27 April 2017. He is the Chairman of the Nominating Committee and also a member of the Audit and Remuneration Committees.

Mr Yeo is an Assistant Director-General of National Trades Union Congress (NTUC), Chairman of the Migrant Workers Centre and Centre for Domestic Employees. He was a Member of Parliament from 1997 to 2015. Mr Yeo is also a Lead Independent Director of SIIC Environment Holdings Ltd.

Mr Yeo holds a Bachelor of Arts (2nd Upper Honours) from the National University of Singapore. He also has a Master Degree in Public Administration and Management from NUS Business School and LKY School of Public Policy, and a Doctor of Business Administration from United Business Institutes, Brussels. He has a Post Graduate Diploma in Education (with Merit) from the National Institute of Education.

Foo Suay Wei
Executive Director
Foo Suay Wei was appointed as Executive Director on 26 December 2014 and was last re-elected on 27 April 2018. He joined Koyo in August 2013 as Strategy and Business Development Manager and was promoted to Senior Manager in March 2014. He was previously an Assistant Director at the Monetary Authority of Singapore from 2009 to 2012.

Suay Wei oversees the operations of the Group and contributes to its business development and strategic plans.

Suay Wei was appointed Managing Director of Koyo Engineering on 28 October 2016.

Suay Wei is a member of the Institute of Singapore Chartered Accountants, a fellow of the Association of Chartered Certified Accountants, a member of the Chartered Alternative Investment Analyst, and the Chartered Financial Analyst Institute. He holds a Bachelor of Engineering degree from the National University of Singapore and a Master of Business Administration degree from the University of Cambridge.

Suay Wei is currently covering the duties and responsibilities of Mr Foo Chek Heng during his leave of absence.

Serena Lee Chooi Li
Independent Non-Executive Director
Serena Lee was appointed to the Board on 13 June 2007 and was last re-elected on 27 April 2018. She is the Chairman of the Remuneration Committee and also a member of the Audit and Nominating Committees.

Serena is a solicitor of England and Wales and is also an advocate and solicitor of the Supreme Court of Singapore. She was trained in London and has been practising in Singapore for more than twenty years in corporate/commercial, property and banking areas. She is currently a director at CTLC Law Corporation and is also a secretary for some 100 companies.

Serena holds a Bachelor of Law (2nd Upper Honours) degree from the University of Sheffield and was at Chester Law School before training as an Articled Clerk in Simmons & Simmons, London.

KEY MANAGEMENT **TEAM**

Dalat Kositanon – Corporate Services Director

Dalat Kositanon is the Corporate Services Director of Koyo Group. Her duties are to oversee the administrative and human resource functions. She has been with Koyo since 1994. Dalat holds a Postgraduate Diploma in Education and a Master of Arts degree (Psychology of Education), both from the Institute of Education, University of London.

Goh Chin Hiew – Operations / Commercial Division Director

Goh Chin Hiew is the Operations / Commercial Director of Koyo and has been with Koyo since February 1999. As the director of the Operations / Commercial Division, her job scope and responsibilities cover the tender, procurement, maintenance and quantity surveying departments.

Her current duties include tendering, procurement, liaising and coordinating projects for Koyo. She is also the management representative for the Integrated Management System. Chin Hiew has more than 20 years of experience in the engineering and construction industry. She holds a Diploma in Electrical Engineering from the Ngee Ann Polytechnic of Singapore.

Goh Hwee Hiong – Chief Financial Officer

Goh Hwee Hiong is the Chief Financial Officer of Koyo and has been with Koyo since September 2005. She has more than 6 years of experience in auditing and more than 10 years of experience in commerce as an accounts manager and finance manager.

Hwee Hiong is a member of the Institute of Singapore Chartered Accountants. She holds a Bachelor degree of Accountancy from the National University of Singapore.

Goh Teck Soon – Senior M&E Manager

Goh Teck Soon is the Project Manager overseeing major projects undertaken by Koyo. He has more than 20 years of experience in M&E engineering. He has been involved in various commercial and industrial projects including clean room construction in Singapore prior to joining Koyo in 2011. He holds a diploma in Mechanical Engineering from the Singapore Polytechnic.

SUSTAINABILITY REPORT

ORGANISATIONAL PROFILE

Koyo International Limited ("**Company**") was listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited ("**SGX-ST**") in 2009. Currently, the principal activities of the Koyo and its subsidiaries (collectively, "**Koyo Group" or "Group**") can be broadly categorised into four core business segments. These include the 1) provision of mechanical and electrical ("**M&E**") engineering services; 2) the supply of renewable energy products for building services; 3) property development and construction; and 4) the supply of construction materials and ancillary services related to it.

BOARD STATEMENT

The board of directors ("**Board**") is pleased to present the third Sustainability Report ("**Report**") of the Group. This Report is a culmination of the Group's commitment towards incorporating sustainability into its business operations through the presentation of economic, environmental, social and governance ("**ESG**") performance throughout the year. The Board consider sustainability issues as an integral part of our strategic formulation, oversee the identification and management of risks and opportunities relating to ESG issues which are material to our business.

In 2019, the Group conducted the review by focusing on the most pressing ESG issues impacting the business and its stakeholders. The Group has put in place stronger controls and processes to manage the material ESG factors, which in turn demonstrate Koyo's commitment to sustainability and addressing its stakeholders' primary concerns.

ABOUT THIS REPORT

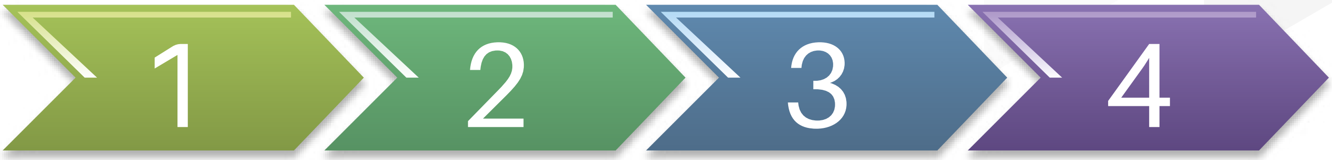
This report is guided by the Global Reporting Initiative ("**GRI**") G4 reporting guidelines, at core level. The GRI standards were adopted as it represents the global best practices for reporting on economic, environmental and social topics. Corresponding to G4's emphasis on materiality, the report highlights the key ESG related factors identified for the financial year ended 31 December 2019 ("**FY2019**") and the initiatives taken during the period. For FY2019, the report is focused on the Group's M&E engineering services which includes facilities management as other activities were not significant, but we intend to expand our scope of this report to include the Group's other businesses in the future. Through this report, we hope to share our commitment in sustainability and transparency with our various stakeholders, including customers, suppliers, employees, investors and regulators.

As part of our continual efforts to improve the coverage of our sustainability practices in the report, we welcome stakeholders to submit their questions or feedback on any aspect of our sustainability performance via the following email address: *mail@koyointernational.com*.

POLICY, PRACTICES AND PERFORMANCE REPORTING

SUSTAINABILITY REPORTING PROCESSES

Our sustainability process begins with the identification of relevant aspects of stakeholder engagement. Relevant aspects are then prioritised as material when identifying issues. The final list of issues that are material to us are the issues that have significant economic, environmental and social impacts or could substantively influence the assessments and decisions of our stakeholders. The end result of this process is a list of material factors disclosed in the sustainability report. The sustainability reporting process is as shown below:



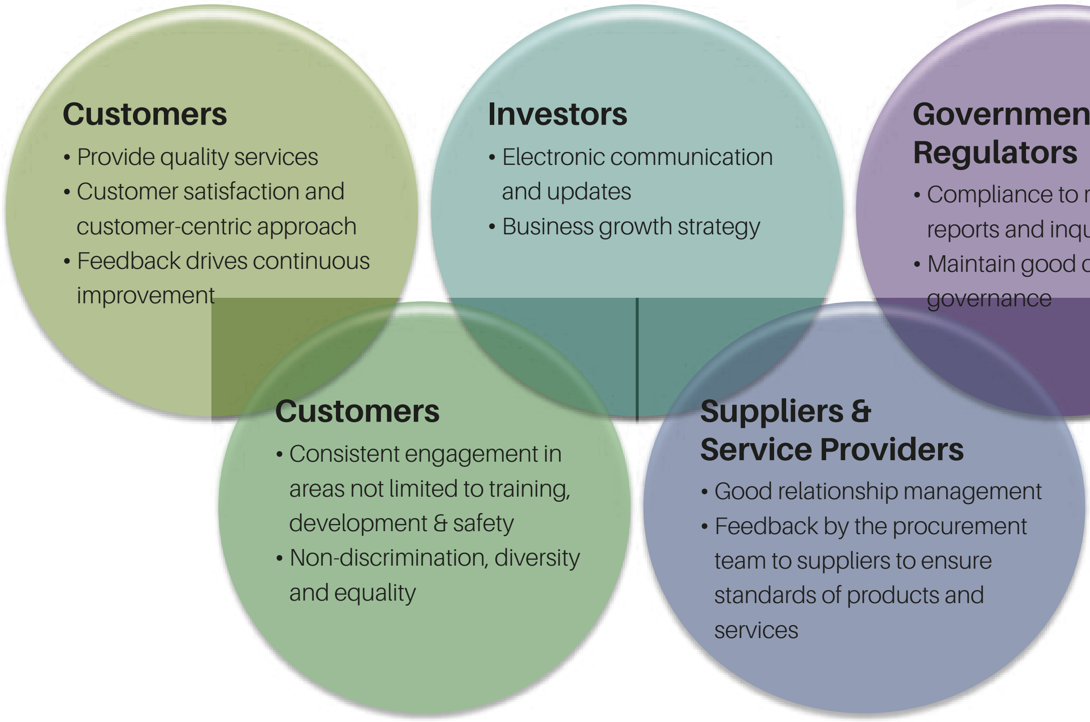
- **Identification** of the material factors that are of relevance to the Groups's activities
- **Prioritisation** of the material factors and identifies key sustainability factors to be reported upon
- **Validation** of the completeness of key sustainability factors identified to finalize the sustainability report
- **Review** focuses on the material factors in previous reporting period (if any) and also considers stakeholder's feedback, changing business landscape and emerging trends

SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT

An important starting point in our sustainability journey is to identify our stakeholders and material aspects relevant to our business. The interests and requirements of key stakeholders are also taken into account when formulating corporate strategies. These key stakeholders include, but are not limited to employees, suppliers & service providers, investors & shareholders, customers, and regulators.

We adopt both formal and informal channels of communication to understand the needs of key stakeholders and incorporate these into our corporate strategies to achieve mutually beneficial relationships. The following sets out our engagement platforms with our stakeholders:



MATERIAL ASPECTS ASSESSMENT

We made a materiality assessment during FY2019 based on the results of the previous year's materiality assessment. Factors that were deemed material last year were reviewed to ensure their relevance. A materiality review will be conducted annually, incorporating inputs from the stakeholder engagements.

To determine if an aspect is material, we assessed its potential impact on the economy, environment and society and the influence on the stakeholders and the Company. Aspects were identified and prioritised through senior management evaluations. Applying the guidance from GRI, we have identified the following material aspects:

MATERIAL ASPECTS

ECONOMIC PERFORMANCE

The Group firmly believes that focus on financial sustainability is critical and we aim to maximise returns for long-term profitability, thereby creating sustainable shareholder value. The Group's basic principle is that long-term profitability and shareholder value is ensured by taking into account the interests of stakeholders, such as shareholders, employees, suppliers and society as a whole.

In 2019, Koyo implemented a number of initiatives that contribute to the long-term sustainability of our businesses, including:

- Improving cash and working capital management to minimize cost and maximize returns; and
- Introducing and implementing better cost control and cost management measures.

Despite of the challenging economy, the Group continued its effort to drive a positive result in financial returns. The Group registered a net profit of approximately S$0.4 million notwithstanding the declined revenue by 16.4% to approximately S$19.9 million. The Group also maintained a strong balance sheet with an increase of $2.67 million in cash and bank balances at the end of FY2019 compared to FY2018. Looking ahead, the Group will continue to explore opportunities for revenue or profit accretive acquisitions, and innovative practices to improve productivity and revenue.

SUSTAINABILITY REPORT

For more detailed information regarding our FY2019 financial results, please refer to the following sections in our Annual Report 2019:

- Operating and Financial Review, pages 4 – 7
- Financial Statements, pages 52 – 113.

Early of 2020, the group activated its business continuity management ("**BCM**") in response to the COVID-19 pandemic. The BCM is a risk management process that identifies potential business impact caused by operational disruption, crisis or disaster. It provides a framework for building resiliency enabling an effective response that safeguards the interests of its key stakeholders, reputation, brand and value creating activities.

ENVIRONMENT

At Koyo, we strive to carry out our business operations in a socially responsible manner and are committed towards protecting the environment.

GREENMARK PROJECTS

As an M&E engineering services provider, the Group implements BCA Green Mark projects and we are committed to working with our valued business partners to construct high quality and energy efficient developments for the community. The BCA Green Mark scheme promotes greater energy efficiency, water efficiency, environment protection, indoor environmental quality and other green/ innovative features in infrastructure and building interiors.

ENVIRONMENTAL ASPECT AND IMPACT ASSESSMENT

Our two main subsidiaries namely, Koyo Engineering (S.E. Asia) Pte Ltd and Koyo M&E Pte Ltd are ISO 14001:2015 certified. The ISO 14001:2015 Environmental Management System provides for a framework that our subsidiaries can follow to manage environmental aspects, fulfil environmental compliance obligations and address environmental risks and opportunities. As such, we carry out environmental aspect and impact assessments for our work.

WASTE MANAGEMENT

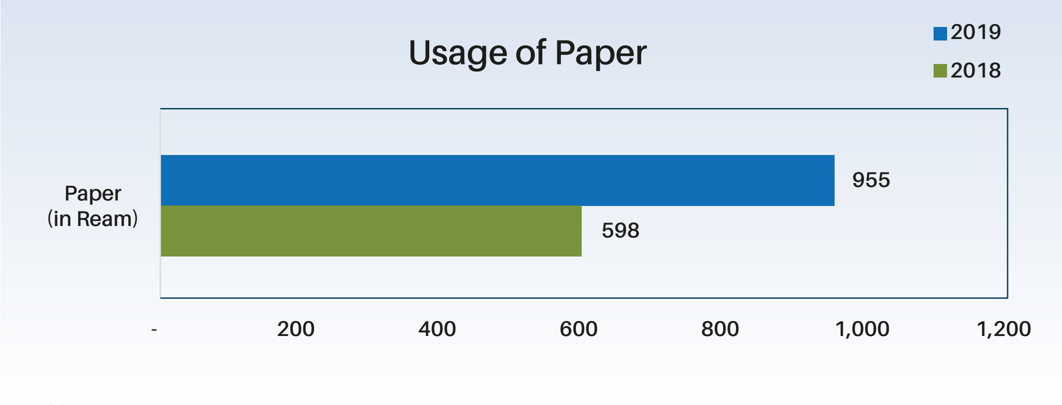
The Group adopts the Reduce, Reuse and Recycle ("**3Rs**") methodology to manage our waste. We believe that by practising the 3Rs, we can help to protect the environment and conserve limited resources. The Group believes that every small effort counts and goes a long way in contributing to the conservation and protection of the earth's natural resources. We aim to reduce the paper consumption in head office by 5% in the financial year ending 31 December 2020 ("**FY2020**").

SUSTAINABILITY REPORT

Our waste management efforts are focused mainly on paper. We are constantly working to reduce waste from our operations, as well as finding efficient ways to recycle. Measures were communicated to all the new and existing employees through induction and informal meetings to reduce, reuse or recycle whenever possible.

REDUCE	REUSE	RECYCLE
Employees are educated to print double-sided documents.	Employees are encouraged to reuse paper for note taking during meetings.	Waste cardboard and paper are sent for recycling.
Paperless work flow system is being implemented to store documents electronically.	Employees are also encouraged to use waste paper as draft paper.	
	Employees are encouraged not to print documents for discussion purposes and display them on screens instead.	

The paper consumption with the previous year trend is illustrated as follows:



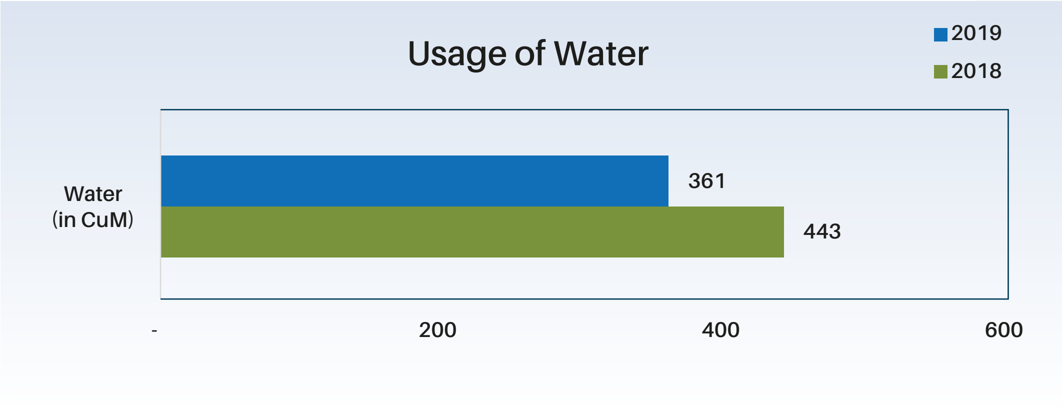
Note:
1) REAM : 500 sheets of paper

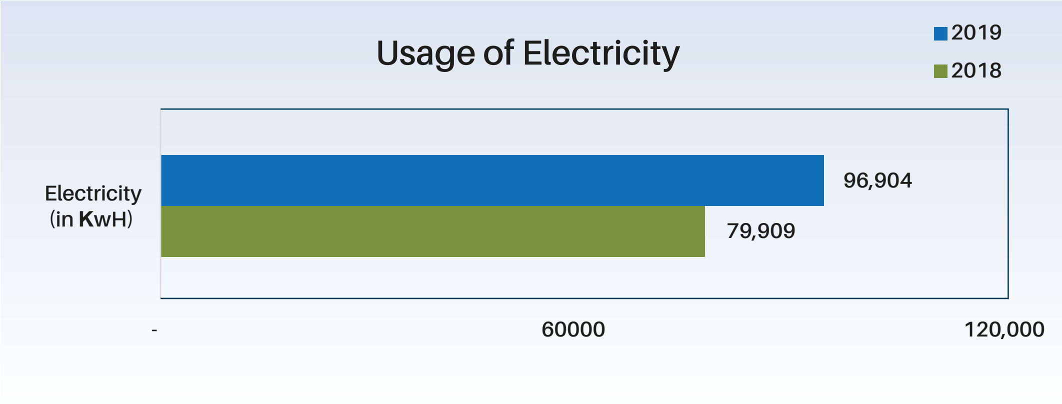
The increase of paper consumption in FY2019 was mainly due to additional checklists used for the new project of facilities management and demand arisen from new site offices. The Group has increased its consumption by 59.7%, and is far from the target set for a reduction of 5% in FY2019.

CONSERVATION OF ENERGY AND WATER

The Group believes that the efficient use of natural resources such as energy and water will contribute positively to sustainable growth for the Group in the long term. As part of our continuous efforts, we have installed more energy-efficient lightings, thereby reducing electricity consumption and use water-efficient fittings and fixtures where appropriate in our corporate office to reduce water consumption. We aim to reduce the energy consumption in head office by 5% in FY2020.

The Group has put up reminders of energy conservation practices such as switching off lights and equipment when not in use, to encourage employees to play their part in reducing energy consumption. The energy and water consumption with the previous year trend are being illustrated as follows:





Note:
1) CUM : Cubic Meter
2) KWH : Kilowatt hour

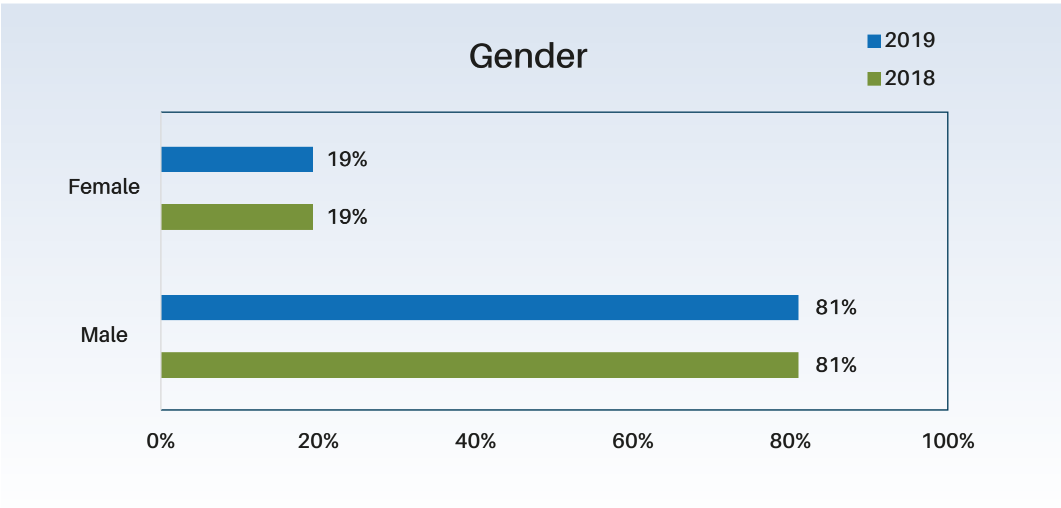
Based on the illustrations, there was an increase in energy consumption from FY2018 to FY2019, by 21.3% which is far from the target set for a reduction of 5% for FY2019. The rise in the consumption for energy in FY2019 was largely due to a new renovated room used for facilities management operations which was extended from the previous storage room, and also an increase in headcount. However, we saved water consumption with the discipline of on-time repair of broken facility. With the pandemic of COVID-19, we would anticipate an increase in water consumption for FY2020 due to the advisory from Ministry of Manpower, for observing good personal hygiene, washing hands with soap and water frequently.

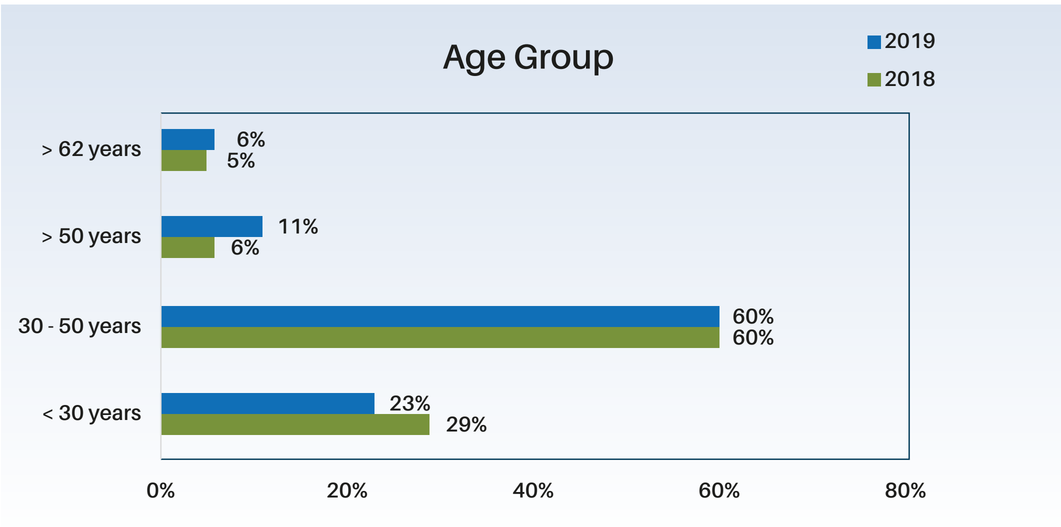
Nevertheless, we are committed to continuously optimizing the usage of such precious resources by investing in energy-saving products and driving water-use efficiency in our operations.

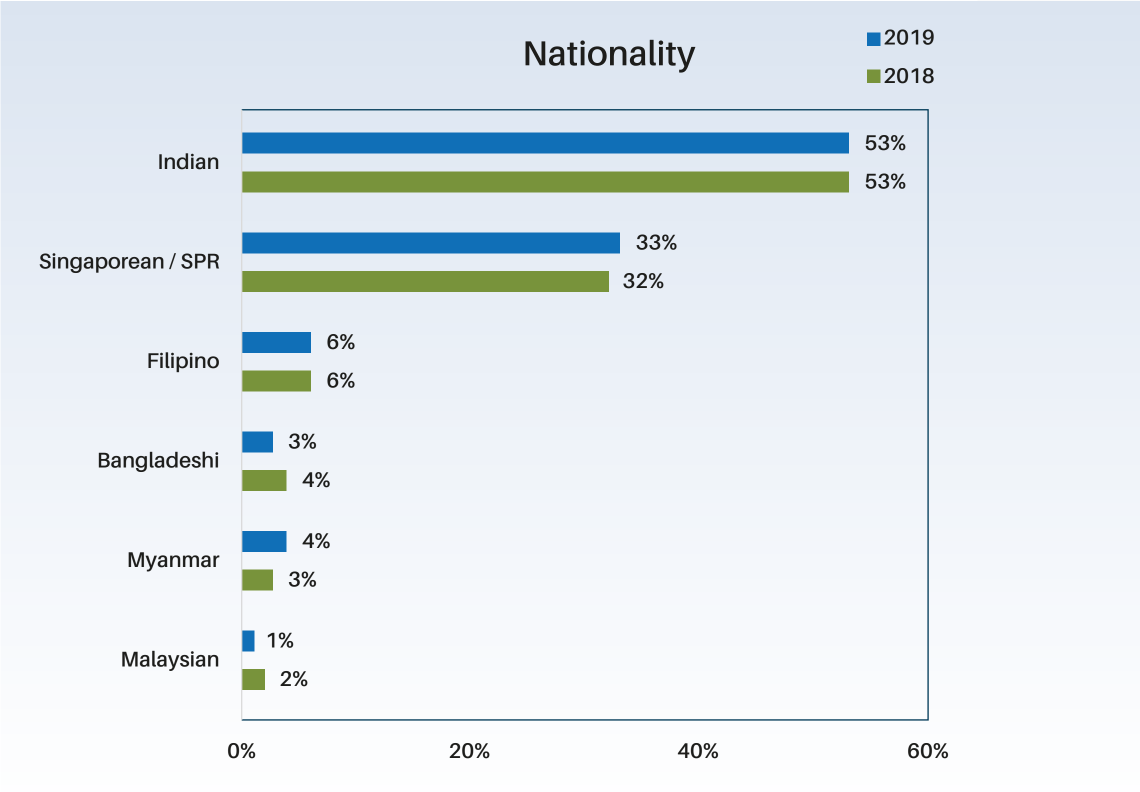
SOCIAL

DIVERSITY AND FAIR EMPLOYMENT

We embrace diversity, and at the same time expect employees to be aligned with Group's vision and strategic initiatives of enhancing overall business performance and to deliver sustainable growth. The age of our staff ranges from 20s to 70s. We maintain the same ratio of male to female staff of approximately 4 : 1 for FY2018 and FY2019. The higher ratio of male to female employees is not uncommon in the construction industry due to the nature of the work. Our staff consists of people coming from different nationalities and academic qualifications. We strive for fair treatment of all our employees, regardless of nationalities, age, gender and educational levels.







We always give preference to the hiring of local talent. We are committed to providing competitive remuneration and benefits to our employees. We are also committed to safeguarding our employees' health and safety against any potential workplace hazards. We aim to maintain the same percentage of local hires in FY2020.

CODE OF CONDUCT

New employees are provided a Code of Business Conduct, which is a standard of general employee conduct which the employee agrees to abide by, as well as a Whistle-blowing policy. The Group ensures compliance with labour and employment laws, including working hours. Furthermore, the Group does not condone discrimination against anyone because of age, gender, national origin, disability, religion, sexual orientation, marital or maternity status, union membership or political opinion, among others. Non-compliance in relation to discrimination may be reported to the line manager, HR or through our whistleblowing system. We aim to have 0 incidence of discrimination cases in FY2020.

TRAINING AND EDUCATION

Koyo understands that there is a continuous need to upgrade staff skills and knowledge. This is beneficial to the staff's development and the Company. Thus, staff are encouraged to go for courses and seminars to upgrade themselves and improve their skills. Staff are also sent by the Company, to attend courses to obtain skills or certifications that are necessary in the course of their work, examples of courses include "Respond to Fire Emergency in Buildings", "WSQ Develop A Risk Management Implementation Plan", "Specialist Diploma in Building Information Modelling", "Executive development Programme of Dfma (Design for Manufacturing and Assembly)" conducted by Ministry of Manpower ("MOM") Accredited Providers and Building & Construction Authority Academy.

OCCUPATIONAL HEALTH AND SAFETY

Our two main subsidiaries namely, Koyo Engineering (S.E. Asia) Pte Ltd and Koyo M&E Pte Ltd are OHSAS 18001:2007 certified. The OHSAS 18001:2007 provides for a framework to maintain the Group's commitment to prevent ill-health and injury through the implementation of OHS Management System that meets the requirements of OHSAS 18001: 2007 standard requirement.

We put the safety of everyone above all in whatever we do. This has since become the overriding principle that guides us in our work. We also believe that safety is everyone's responsibility and we are committed to building a strong and positive safety-oriented culture in our workplace to promote safety and create a safe working environment for everyone.

Our Health and Safety Policy is one key way in which we implement the safety principle in our work. We achieved zero workplace incident in 2019. We will continuously strive to improve the way we carry out our work safely together with our business partners to achieve our goal of zero incident

We achieve our goal by managing risk at work, equipping our work crew with competent skills, providing SHE training and conducting campaigns to raise safety awareness at work.

In 2019, Koyo Engineering (S.E. Asia) Pte Ltd received the recognition award for the continuous WHS contribution and the success of our client's inaugural WSH forum and contractors.

SAFETY TRAINING

We strongly believe that to equip our workforce with competent skill and knowledge to carry out the work safely is one of the cornerstones of success for the Group. Selected staff are trained on risk management to build on their fundamentals of hazard identification and risk assessment at the workplace.

SAFETY CAMPAIGN

From time to time, we hold safety campaigns at our various work sites to heighten awareness on Health and Safety matters and promote positive behaviour amongst the work crew. An effective campaign may help to eliminate any doubts that the work crew might have, boost the morale of the workforce, reduces costly mistakes and prevent injury.

MANAGING RISKS

We manage risk at work through preparing risk assessment for every job, communicate hazards and risks at pre-task discussions (i.e. tool box meetings), intervene unsafe observations, carry out safety inspections and conduct management walkabouts to support and ensure safety compliance.

SUSTAINABILITY REPORT

GOVERNANCE

The Company adheres closely to the principles and guidelines of the Code of Corporate Governance 2018 (“**Code**”) and other applicable laws, rules and regulations, including the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”). We endeavor to comply to the best extent possible, with the principles, provisions and practices set out in the Code and accompanying practice guidance. Please refer to the Annual report pages 24 to 50 on the details of the Company’s corporate governance practices.

DATA PROTECTION

Koyo protects the privacy and confidentiality of our customers’ information. We do not divulge or sell personal information to third parties for marketing or promotional purposes. All employees are guided by Koyo’s Code of Business Conduct. In FY2019, there was no identified case regarding breach of customer privacy or loss of customer data. We aim to maintain zero breaches in this aspect in FY2020.

WHISTLE BLOWING POLICY

Our whistle blowing policy provides a mechanism for employees and external parties to report concerns over alleged wrongful acts. There were no whistleblowing cases in FY2019.

COMPLIANCE WITH LAWS AND REGULATIONS

Koyo actively ensures that all our activities and operations comply with existing regulatory requirements. We carry out regular reviews of legal and other requirements. Any changes and non-compliance with the relevant laws are made known to the management, and actions will be taken to ensure compliance.

CORPORATE GOVERNANCE

Koyo International Limited (the "**Company**") is committed to maintaining a high standard of corporate governance within the Company and its subsidiaries (the "**Group**"). Good corporate governance establishes and maintains an ethical environment in the Group, which strives to enhance the interests of the shareholders of the Company ("**Shareholders**").

This Corporate Governance Report ("**CG Report**") describes the Company's corporate governance practices that were in place during the financial year ended 31 December 2019 ("**FY2019**") with the reference made to the principles and guidelines set out in the Code of Corporate Governance 2018 ("**2018 Code**") and the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**") and where applicable, it has specified and explained the areas and reason(s) for any deviations from the 2018 Code.

BOARD MATTERS

Board's Conduct of its Affairs

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

The Board of Directors' ("**Board**") principal functions include, among others, supervising the overall management of the business and affairs of the Group and setting the Group's corporate and strategic policies and direction. The principal duties of the Board include the following:

- Protecting and enhancing long-term value and return to its shareholders;
- Providing leadership and guidance on corporate strategy, business directions, risk management policy and implementation of corporate objectives;
- Reviewing and approving the annual budget, corporate policies, strategies and objectives for the Group;
- Ensuring the effectiveness and integrity of Management;
- Conducting periodic reviews of the Group's risk management systems and the adequacy and effectiveness of internal controls, including financial, operational, compliance and information controls, and assessing actions needed to address and monitor any areas of concern;
- Approving nominations to the Board and appointment of key management personnel;
- Ensuring the Group's compliance with all relevant and applicable laws and regulations; and
- Assuming responsibility for the corporate governance of the Group.

All Directors objectively discharge their duties and responsibilities at all times as fiduciaries and take decisions in the interests of the Company. The Board holds the Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Directors facing conflicts of interest recuse themselves from meetings discussions and decisions involving the issues of conflict.

CORPORATE GOVERNANCE

To assist the Board in discharging its responsibilities effectively and efficiently, the Board has delegated certain responsibilities to the three Board committees, namely, the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") (collectively, "**Board Committees**"). The Board Committees operate within clearly defined terms of reference and they play an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference of the Board Committees are reviewed on a regular basis to ensure their continued relevance. The Board meets regularly 4 times a year to oversee the business affairs of the Group. The Board is free to seek clarification and information from Management on all matters within their purview.

Ad-hoc meetings are convened at such other times as may be necessary to address any specific significant matters that may arise. Important matters concerning the Group are also put to the Board for its decision by way of written resolutions. Meetings via telephone or video conference are permitted by the Company's Constitution.

Details of the attendance of the Board members at the meetings of the Board and Board Committees for FY2019 are as follows:

	Board	**Audit Committee**	**Nominating Committee**	**Remuneration Committee**	**Annual General Meeting**
No. of meetings held	4	2	1	1	1
Name of Directors			**No. of Meetings attended**		
Wong Loke Tan	4	2	1*	1	1
Foo Chek Heng	4	2*	1	1*	1
Yeo Guat Kwang	4	2	1	1	1
Serena Lee Chooi Li	4	2	1	1	1
Foo Suay Lun	3	1*	N/A	N/A	1
Foo Suay Wei	4	2*	1*	1*	1

N/A denotes not applicable
*By invitation

Matters that are specifically reserved for the Board's approval include:

1. Reviewing the composition of the Board annually;

2. Reviewing Board succession plans for Directors, in particular the Managing Director/Chief Executive Officer ("**CEO**");

3. Corporate strategy and business plans;

4. Capital expenditures;

5. Capital borrowings and financial commitments;

6. Material interested person transactions;

7. Major funding proposals, investments, acquisitions and divestments;

8. Budgets, financial results announcement, annual report and audited financial statements;

9. Internal controls and risk management strategies and execution;

10. Appointment of Directors and key management personnel;

11. Convening of shareholders' meetings; and

12. Declaration of interim dividends and proposal of final dividends.

To ensure Directors can fulfill their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, market or operations which may be provided by accredited training providers such as the Singapore Institute of Directors.

The Directors are also updated regularly with changes to the Listing Manual Section B: Rules of Catalist of the SGX-ST ("**Rules of Catalist**"), risk management, corporate governance, insider trading and the key changes in the relevant regulatory requirements and financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as Board or Board Committees members.

New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are circulated to the Board. The Company Secretary informs the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Annually, the external auditors will update the AC and the Board on the new and revised financial reporting standards that are applicable to the Company or the Group.

All newly appointed Directors will undergo an orientation programme where the Director would be briefed on the Group's strategic direction, governance practices, business and organisation structure as well as the expected duties of a Director of a listed company. Appropriate external trainings for Directors conducted by the Singapore Institute of Directors and other organisation will be arranged when necessary. The Company will also provide training for newly appointed Directors who have no prior experience as a Director of a Singapore public listed company as prescribed by the SGX-ST under Rule 406(3)(a) and Practice Note 4D of the Rules of Catalist. To get a better understanding of the Group's business, the Director will also be given the opportunity to visit the Group's operational facilities and meet with key management personnel. Newly appointed Directors will also be issued a formal letter setting out their duties and obligations.

The Management provides the Board with adequate and timely information as well as a review of the Group's performance prior to the Board meetings to enable the Directors to make informed decisions and discharge their duties and responsibilities. In view of the Company's half yearly reporting requirements, the Management provides the Board with its accounts on a half yearly basis. Financial information, reports and assessments are provided for circular meetings as well to provide sufficient information to the Board to make their decision. On an ongoing basis, all Directors have separate and independent access to the Group's Management and the Company Secretary, should they have any queries on the affairs of the Group.

All Directors have separate and independent access to the Management and the Company Secretary at all times through email, telephone and face-to-face meetings. The role of the Company Secretary, the appointment and removal of whom is a matter for the Board to decide, includes ensuring that Board procedures are followed; applicable rules and regulations are complied with, ensuring good information flow within the Board and its committees and between senior management and Non-Executive Directors, facilitating the Directors' orientation programme, and assisting with professional developments as required. Any additional materials or information requested by the Directors to make informed decisions is promptly furnished. Under the direction of the Chairman, the Company Secretary ensures timely and good information flows within the Board and its Board Committees and between the

Management and independent Directors. The Company Secretary and/or her representative administer, attend and prepare the minutes of all Board and Board Committee meetings.

The Board in the furtherance of its duties, may seek independent professional advice at the Company's expense.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.

The Board comprises six (6) members with half of the Board comprising Independent Directors. There are three (3) Independent Non-Executive Directors and three (3) Executive Directors on the Board. As at the date of this CG Report, the Board members are as follows:

Wong Loke Tan	(Independent Non-Executive Chairman)
Foo Chek Heng	(Managing Director and CEO)
Foo Suay Wei	(Executive Director)
Foo Suay Lun	(Executive Director)
Yeo Guat Kwang	(Independent Non-Executive Director)
Serena Lee Chooi Li	(Independent Non-Executive Director)

The Company is in compliance with Guideline 2.1 of the Code of Corporate Governance 2012 and Rule 406(3)(c) of the Rules of Catalist as the Independent Directors make up half of the Board. The NC is satisfied that the Board has substantial independent elements to ensure that objective judgment is exercised on corporate affairs. However, the Board notes that Provision 2.3 of the 2018 Code requires Non-executive Directors to make up a majority of the Board. After due deliberation, the Board has assessed and is satisfied that the current Board possesses a strong element of independence, and there are adequate checks and balances, facilitated by internal practices to ensure objective and independent decision making without excessive influence by the Management. The NC and Board will review the board composition as and when required and institute changes when the need arises.

The independence of each Director is reviewed annually by the NC. The NC and Board, takes into account relationships or circumstances, including those identified by the 2018 Code that are relevant in its determination as to whether a Director is independent. Moreover, all the independent Directors are not associated, directly or indirectly, with the Company's 5% shareholders in the current or immediate past financial year to enhance the independent element on the Board.

The NC is of the view that Mr Wong Loke Tan, Mr Yeo Guat Kwang and Ms Serena Lee Chooi Li are independent. The Board has determined after taking into account the views of the NC, that the aforementioned Directors are independent in conduct, character and judgement and has no relationships with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the aforementioned Directors independent business judgement in the best interests of the Company. In performing the NC's review of the independence of the aforementioned Directors, Mr Yeo Guat Kwang and Ms Serena Lee Chooi Li, being members of the NC, has each abstained from participating in the review of the assessment of his/her independence. In addition, in performing the Board's review of the independence of the aforementioned Directors, Mr Wong Loke Tan, Mr Yeo Guat Kwang and Ms Serena Lee Chooi Li, each abstained from participating in the review of the assessment of his/her independence. The Independent Non-Executive Directors have also confirmed their independence in accordance with the 2018 Code.

In considering whether an Independent Director who has served on the Board for 9 years is still independent, the Board takes into consideration the following factors:

a. The considerable amount of experience and wealth of knowledge that the Independent Director brings to the Company;

b. The attendance and active participation in the proceedings and decision-making process of the Board and Board Committees meetings;

c. Provision of continuity and stability to the Management at the Board level as the Independent Director has developed deep insight into the business of the Company and possesses experience and knowledge of the business; and

d. The qualification and expertise provides reasonable checks and balances for the Management.

In line with Guideline 2.4 of the Code of Corporate Governance 2012, the NC had conducted a rigorous review on the independence of the Independent Non-Executive Directors who have served on the Board for more than 9 years, Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang and considers that Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang are independent even though they have served on the Board beyond 9 years. The relevant factors that were taken into consideration in determining the independence of Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang are set out below.

Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang have:

(i) contributed constructively throughout their terms of appointment in the Company;
(ii) sought clarification and amplification as they deemed necessary, including through direct access to key management personnel;
(iii) provided impartial advice and insights,
(iv) exercised his/her independent judgment at Board and Board Committees meetings in doing so; and
(v) will continue to add value to the Board.

The following assessments were also conducted and deliberated by the Board before arriving at the conclusion:

(i) review of Board and Board Committee meetings minutes to assess questions and voting actions of Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang; and
(ii) Ms Serena Lee Chooi Li's and Mr Yeo Guat Kwang's declaration of independence.

Based on the aforementioned, the Board is of the view that Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang have been and have the ability to continue exercising independent judgment in the best interests of the Company in the discharging of their duties as Independent Directors of the Company. Ms Serena Lee Chooi Li and Mr Yeo Guat Kwang had abstained from the NC's and Board's review of their independence.

There are no Directors who is deemed independent by the Board, notwithstanding the existence of a relationship as stated in the 2018 Code that would otherwise deem him/or not to be independent.

The Board's policy in identifying Director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender.

The Board has taken the following steps to maintain or enhance its balance and diversity:

- Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and

- Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board.

The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.

The Board through the NC, has examined the Board and Board Committees and is of the view that the Board and Board Committees are of an appropriate size, and comprise Directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The NC is of the view that no individual or small group of individuals dominates the Board's decision-making process.

The Independent Non-Executive Directors have met at least once without the presence of the Management in FY2019.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

The roles of the Chairman and the Managing Director/CEO are separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making. The Chairman and the Managing Director/CEO are not related to each other nor are they immediate family members.

As the Independent Non-Executive Chairman, Mr Wong Loke Tan bears the responsibility for overseeing the business of the Board and, together with the AC, ensures the integrity and effectiveness of the governance process of the Board. He leads the Board discussions and ensures that Board meetings are convened when necessary. In addition, the Chairman promotes a culture of openness and debate at the Board; ensures that the Directors receive complete, adequate and timely information; encourages constructive relations within the Board and between the Board and management; and facilitates the effective contribution of non-executive Directors. The Chairman chairs the annual general meetings ("**AGM**") and ensures constructive communication between shareholders, the Board and management.

As Managing Director/CEO, Mr Foo Chek Heng bears the executive responsibilities for the overall daily operations of the Group's various businesses. He also oversees the execution of the business and corporate strategy decisions made by the Board. Due to medical reasons, Mr Foo Chek Heng has taken a leave of absence, as announced on SGXNET on 24 January 2020. In his absence, the Executive Director, Mr Foo Suay Wei will cover his duties and responsibilities.

All major decisions made by the Board are subject to majority approval of the Board.

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and reappointment of Directors, taking into account the need for progressive renewal of the Board.

As at the date of this CG Report, the Board comprises six (6) Directors, three (3) of whom are Executive Directors while three (3) are Independent Non-Executive Directors.

CORPORATE GOVERNANCE

Name of Directors	Position	Date of Initial Appointment	Date of Last Re-election /Re-appointment
Wong Loke Tan	Independent Non-Executive Chairman	12.08.2016(1)	29.04.2019
Foo Chek Heng(2)	Managing Director/CEO	21.01.2009	29.04.2019
Foo Suay Wei(3)	Executive Director	26.12.2014	27.04.2018
Foo Suay Lun(4)	Executive Director	01.06.2018	29.04.2019
Yeo Guat Kwang	Independent Non-Executive Director	15.07.2009	27.04.2017
Serena Lee Chooi Li	Independent Non-Executive Director	13.06.2007	27.04.2018

Notes:

(1) Mr Wong Loke Tan was re-designated from an Independent Director to the Independent Non-Executive Chairman on 23 February 2017.
(2) Mr Foo Chek Heng is the father of Mr Foo Suay Wei and Mr Foo Suay Lun.
(3) Mr Foo Suay Wei is the son of Mr Foo Chek Heng and is the brother of Foo Suay Lun.
(4) Mr Foo Suay Lun is the son of Mr Foo Chek Heng and is the brother of Foo Suay Wei.

The NC comprises Mr Yeo Guat Kwang as Chairman, Mr Foo Chek Heng and Ms Serena Lee Chooi Li as members, a majority of whom, including the NC Chairman are independent. The NC has adopted specific written terms of reference which includes:

a) reviewing and recommending the nomination or re-nomination of Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel, having regard to the Director's contribution and performance;

b) reviewing each of the Director's independence annually;

c) reviewing whether or not a Director is able to and has been adequately carrying out his duties as a Director;

d) reviewing of training and professional development programmes for the Board and Directors:

e) considering whether or not a Director who has multiple board representations is able to and has been adequately carrying out his duties as a Director of the Company;

f) reviewing the composition of the Board annually; and

g) reviewing of Board succession plans for Directors.

The NC also ensures that the Board, as a whole, possesses the core competencies required by the Code. All Directors are required to submit themselves for re-nomination and re-election at regular intervals and at least every three (3) years.

Before making its recommendation to the Board for the re-appointment of a retiring Director, the NC takes into consideration the current needs of the Board, the Director's contribution and performance which are determined by factors such as attendance, preparedness, participation and candour (as well as contribution to the effectiveness of the Board). The Director is also assessed based on his/her ability to adequately carry out the duties expected while performing his/her roles in other companies or other appointments.

Under Regulation 100 of the Company's Constitution, one third (1/3) of the Board is to retire by rotation and subject themselves to re-election by shareholders at every AGM provided that the Directors to retire from office, have been serving the longest in office since their last re-election or appointment. Under Regulation 100A of the Company's Constitution, the retiring Director shall be eligible for re-election.

Mr Yeo Guat Kwang and Ms Serena Lee Chooi Li who were last re-elected on 27 April 2017 and 27 April 2018 respectively are due to retire at the forthcoming AGM for re-election pursuant to Regulation 100 of the Company's Constitution.

The NC, having reviewed and being satisfied with their overall contribution and performance as Directors of the Company, has recommended that Mr Yeo Guat Kwang and Ms Serena Lee Chooi Li be nominated for re-election at the forthcoming AGM.

Mr Yeo Guat Kwang, being Chairman of the NC and Ms Serena Lee Chooi Li, being Chairman of the RC, who are retiring at the forthcoming AGM, have abstained from voting on the resolutions in respect of their re-nomination as Directors.

Mr Yeo Guat Kwang will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the NC and a member of the RC. The Board considers Mr Yeo Guat Kwang to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Ms Serena Lee Chooi Li will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the RC and a member of the AC and NC. The Board considers Ms Serena Lee Chooi Li to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Please refer to pages 44 to 50 of this annual report for information on the Directors nominated for re-election required under Catalist Rule 720(5).

New Directors are appointed by the Board upon the recommendation of the NC. In the nomination and selection process, the NC first considers the range of skills and experience required in the light of the following:

a) Strategic direction and progress of the Group;

b) Current composition of the Board; and

c) Need for independence.

After which, the NC will source for potential candidates, usually through recommendations from Directors and Management. However, external help may also be sought to source for potential candidates. Next, the NC will conduct interviews and assess the suitability of the short-listed candidates. The NC would recommend the selected candidate to the Board for consideration and approval. The criteria used to short-list candidates include possession of expert knowledge that meets the needs of the Company, the ability to commit time, the character, business experience and acumen.

Notwithstanding that some of the Directors have multiple board representations, the NC and Board is satisfied that each Director is able to and has been adequately carrying out his duties as a Director of the Company. Only two (2) Directors, namely Mr Wong Loke Tan and Mr Yeo Guat Kwang, is a Director of other listed companies. As such, the Board does not propose to set the maximum number of listed company board representations which Directors may hold until such need arises.

The considerations in assessing the capacity of Directors include, *inter alia,* (i) Expected and/or competing time commitments of Directors, including whether such commitment is a full-time or part-time employment capacity; (ii) Geographical location of Directors; (iii) Size and composition of the Board; (iv) Nature and scope of the Group's operations and size; and (v) Capacity, complexity and expectations of the other listed Directorships and principle commitments held.

The NC would continue to review from time to time the board representations of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

The Company currently does not have any alternate Directors.

Key information regarding the Directors, including their principal commitments, Directorships in other listed companies are set out in the Board Members' section in page 11 of this annual report.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual Directors.

The NC decides on how the Board's, Board Committees' and individual Directors' performance is to be evaluated and proposes objective performance criteria, subject to the Board's approval, which address how the Directors have enhanced long-term shareholders' value. The Board has also implemented a process to be carried out by the NC for assessing the effectiveness of the Board as a whole and Board Committees and for assessing the contribution of each individual Director to the effectiveness of the Board. Each member of the NC shall abstain from voting on any resolution in respect of the assessment of his performance or re-nomination as a Director. On a yearly basis, each member of the Board is assessed individually according to, among other things, his/her contributions and effectiveness.

The NC reviews the criteria for evaluation annually and making changes where necessary to ensure that the criteria is able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholder's value, thereafter propose amendments if any, which would be subject to the approval of the Board.

The review parameters for evaluating each Director include, *inter alia*, the following:

i. attendance at Board and Board Committee meetings;

ii. preparedness and participation at meetings;

iii. availability for consultation and advice, when required; and

iv. knowledge, abilities, teamwork and integrity.

The NC also assessed the effectiveness of the Board as a whole by evaluating factors such as the adequacy and size of the Board, the individual Director's contribution towards the effectiveness of the Board, the Board's access to information, Board processes and accountability and communication with senior management. Each Director completes a self-evaluation checklist which integrates the assessment of the Board, Board committees, Chairman and individual Directors. No external facilitator was used in the evaluation process of the individual Directors and the Board.

The NC did not propose any changes to the performance criteria for FY2019 as the Group's principal business activities remained the same since FY2018.

The NC has assessed the current Board and Board Committees' performance to-date, as well as the performance of each individual Director and is of the view that the performance of the Board as a whole, and of each individual Director has met their performance objectives.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual Directors and key management personnel. No Director is involved in deciding his or her own remuneration.

The RC is chaired by Ms Serena Lee Chooi Li and comprises Mr Yeo Guat Kwang and Mr Wong Loke Tan as members, all of whom are Independent Non-Executive Directors.

The key terms of reference of the RC are, *inter alia*, as follows:

(a) To review and recommend to the Board a general framework of remuneration and specific remuneration packages for each Director and key management personnel; and

(b) To review and recommend to the Board the service contracts of Executive Directors and ensure that such services contracts are fair and not excessively long or with onerous renewal/termination clauses.

No Director or member of the RC is involved in deciding his own remuneration, except for providing information and documents specifically requested by the RC to assist in their deliberations.

The RC considers all aspects of remuneration, including termination terms, to ensure they are fair and is responsible for reviewing and approving the remuneration packages of the executive Directors and recommending to the Board the fees of the non-executive Directors. The RC's recommendations are submitted for endorsement by the entire Board.

The RC may from time to time, when necessary or required, seek advice from external consultants in framing the remuneration policy and determining the level and mix of remuneration for Directors and key management personnel, so that the Group remains competitive in this regard. During FY2019, the Company did not engage any independent remuneration consultant.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

The Company's remuneration policy which covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, benefits-in-kind, bonuses and options, is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff the link that total compensation has to the achievement of organisational and individual performance objectives, and benchmarked against relevant and comparative compensation in the market.

The RC seeks to ensure that the structure of remuneration packages for the Executive Directors and key management personnel are appropriate in linking rewards with performance and that such remuneration packages are aligned with the interests of shareholders and promote the long-term success of the Group.

The Company has entered into separate service agreements with the Managing Director/CEO, Mr Foo Chek Heng and the Executive Directors, Mr Foo Suay Wei and Mr Foo Suay Lun of which each initial service agreement are valid for an initial period of three (3) years and subject to automatic renewals every 3 years, on such terms and conditions as the parties agree. Their performance conditions which are pre-determined include conditions such as, *inter alia*, the Group's profit before tax. The RC has reviewed and is of the view that there are no onerous compensation commitments on the part of the Company in the event of termination of these service agreements. The notice period for the termination of these service agreements is three months.

The Independent Non-Executive Directors do not have any service agreements with the Company. The fees of the Independent Directors are determined by the Board, according to the level of their contributions, taking into account factors such as effort and time spent, and their respective responsibilities as Independent Non-Executive Directors. Save for Director's fees, which have to be approved by the Shareholders at every AGM, the Independent Non-Executive Directors do not receive any other remuneration from the Company. Notwithstanding that there were no grant of options in FY2019, the Independent Directors are still eligible to participate in the Koyo International Employee Share Option Scheme 2011 ("**KSOS**") and could potentially be remunerated with extra share options.

The Company currently does not have any contractual provisions which allow it to reclaim incentives from the Executive Directors and key management personnel in certain circumstances. The Board is of the view that as the Group pays performance bonuses based on the actual performance of the Group and/or Company (and not on forward-looking results) as well as the actual results of its Executive Directors and key management personnel, "claw-back" provisions in the service agreements may not be relevant or appropriate.

Disclosure on Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

A breakdown of Directors' remuneration for FY2019 is as follows:

	Director Fee	Salary & CPF	Bonus	Allowance	Total
	%	%	%	%	%
S$500,000 - S$749,999					
Foo Chek Heng	-	77	12	11	100
S$250,000 - S$499,999					
Foo Suay Wei	-	73	14	13	100
Foo Suay Lun	-	70	12	18	100
Below S$250,000					
Wong Loke Tan	100	-	-	-	100
Yeo Guat Kwang	100	-	-	-	100
Serena Lee Chooi Li	100	-	-	-	100

CORPORATE GOVERNANCE

Details of the KSOS can be found on pages 36,53 to 54 and 97 to 98, note18 of this annual report.

For competitive and confidentiality reasons, the Board is of the view that it is in the best interests of the Company not to fully disclose the remuneration of each individual Director and key management personnel in dollar terms. The Company is instead disclosing the remuneration of each individual Director and key management personnel in bands of S$250,000.

A breakdown, showing the remuneration paid to the Group's top 5 key executives (who are not Directors or the Managing Director/CEO of the Company) for FY2019 is as follows:

	Salary & CPF	Bonus	Allowance	Total
	%	%	%	%
Below S$250,000				
Heng Jee Moi	100	-	-	100
Dalat Kositanon	73	19	8	100
Goh Hwee Hiong	92	8	-	100
Goh Chin Hiew	77	14	9	100
Goh Teck Soon	93	7	-	100

Details of the KSOS can be found on pages 36, 53 to 54 and 97 to 98, note18 of this annual report.

Details, in incremental bands of S$100,000, of the remuneration of employees who are immediate family members of a Director or the Managing Director/CEO whose remuneration exceeds S$100,000 for FY2019 is as follows :-

Remuneration Band	Relationship with Director or Managing Director/Chief Executive Officer
S$100,000 to S$199,999	
Dalat Kositanon	(1) Spouse of Mr Foo Chek Heng, the Company's Managing Director/Chief Executive Officer (2) Mother of Mr Foo Suay Wei and Mr Foo Suay Lun, the Company's Executive Directors
Below S$100,000	
Heng Jee Moi	(1) Mother of Mr Foo Chek Heng, the Company's Managing Director/Chief Executive Officer (2) Grandmother of Mr Foo Suay Wei and Mr Foo Suay Lun, the Company's Executive Directors

For FY2019, the total remuneration paid to the Directors (both executive and non-executive) of the Group was S$1,569,000 and the total remuneration paid to the key top 5 executives (who are not the Directors or the Managing Director/CEO) of the Company was S$540,000.

There are no termination, retirement or any post-employment benefits to Directors and key management personnel.

The Group adopts a remuneration policy for staff comprising fixed component and a variable component. The fixed component is in the form of a base salary and the variable component is in the form of a variable bonus that is linked to the Company's and individual's performance. The management moderates and allocates the variable bonus based on the individual performance of employees and their contributions towards the achievement of Koyo's performance.

Share Option Schemes

The KSOS was approved by Shareholders and adopted by the Company on 25 April 2011. The KSOS is administered by the RC. The duration of KSOS is subjected to a maximum period of 10 years from the date that it was adopted.

The purpose of the KSOS is to provide an opportunity for the Group's employees, executive Directors and non-executive Directors who have contributed significantly to the growth and development of the Group to participate in the equity of the Company.

The Company, by adopting the KSOS, will give such employees and Directors an opportunity to have a direct interest in the Company and will also help to achieve, *inter alia*, the following positive objectives:

(i) to motivate such employees and Directors to maintain a high level of performance and contribution;

(ii) to attract and maintain a group of key employees whose contributions are important to the long term growth and profitability of the Group;

(iii) to instil loyalty to and a stronger identification by employees with the long-term prosperity of the Group; and

(iv) to attract potential employees with relevant skills to contribute to the Group and to create value for Shareholders.

Under the KSOS, options to subscribe for the ordinary shares of the Company are granted to Directors and employees who have contributed significantly to the success and development of the Group. The exercise price of the options is determined at the discretion of the Remuneration Committee, at Market Price or a price which is set at a discount to the Market Price, provided that the maximum discount which may be given in respect of any option shall not exceed 20% of the Market Price. The market price ('**Market Price**") is defined as the average of the closing prices of the Company's ordinary shares as quoted on the Singapore Exchange for three market days immediately preceding the date of the grant.

The exercise period of the options commences after two years from the date of grant of that option and expires five years from the offer date of that option (in the case where the option is granted at a discount) while the exercise period for the options granted at Market Price commences one year from the date of grant of that option and expires five years from the offer date of that option.

The aggregate number of shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the KSOS, shall not exceed 15% of the issued share capital of the Company on the date immediately preceding the date of grant of an option.

The Company had not granted any further share options to employees since the last grant in January 2013.

There were no outstanding share options under the Koyo International Share Option Scheme 2011 as at 31 December 2019.

Further details of the KSOS can be found on pages 53 to 54 and 97 to 98, note 18 of this Annual Report.

ACCOUNTABILITY AND AUDIT

Risk management and internal controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management

maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board understands its responsibility to provide a balanced and understandable assessment of the Company's performance, position and progress. The Board updates shareholders on the operations and financial position of the company through half-yearly and full year announcements as well as timely announcements of other matters on the SGXNET as prescribed by the relevant rules and regulations.

The Management provides the Board with adequate and timely management accounts of the Group's performance on a regular basis in order to assist the Board in understanding the financial status and performance of the Group and for the Board to effectively discharge its duties.

The Board is responsible for the overall risk governance, risk management and internal control framework of the Group and is fully aware of the need to put in place a system of internal controls within the Group to safeguard Shareholders' interests and the Group's assets, and to manage risks. The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation.

Risk Management

The Management regularly reviews the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Group's policies and strategies.

The Company has an Enterprise Risk Management Framework ("**ERMF**") in place for the Group. The ERMF has been reviewed by the AC and approved by the Board of Directors. Based on the ERMF, the internal control policies and procedures established and maintained by the Group, as well as the reviews performed by the external and internal auditors, the Board, with the concurrence of the AC, is of the opinion that the risk management and internal control systems of the Group, addressing the financial, operational, compliance and information technology risks are adequate and effective as at 31 December 2019 to address the risks that the Group considers relevant and material to its operations.

The Company does not have a Board Risk Committee. The Board is of the view that the AC, supported by the Management alongside the ERMF is sufficient to address risk management issues.The AC and the Management will continually assess the adequacy and effectiveness of the risk management framework and processes.

Internal Control

The Company continues to engage Wensen Consulting Asia (S) Pte Ltd as its internal auditor ("**IA**") to perform the Group's internal audit function. The IA has unfettered access to all the Group's documents, records, properties and personnel, including access to the AC. The IA primarily reports directly to the AC and reports administratively to the Managing Director/CEO. The IA has adopted the Standards for Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

The AC is responsible for the hiring, removal, evaluation and compensation of the accounting or auditing firm which the internal audit function of the Company is outsourced to. The AC, on an annual basis, assesses the independence, effectiveness and adequacy of resources of the IA by examining the scope of the IA work and its independence of areas reviewed and the IA's report. The AC is satisfied that the internal audit function is independent, effective and has adequate resources and appropriate standing within the Company to undertake its activities independently and objectively.

The AC met with the IA without the presence of management once during FY2019.

The AC is satisfied that the internal audit function is staffed with qualified and experienced professionals with the relevant experience.

The IA performs detailed work to assist the AC in the evaluation of the Group's financial, operational, compliance and information technology controls based on the internal audit plan approved by the AC. Any material non-compliance or weaknesses in internal controls, including recommendations for improvements, are reported to the AC. The AC also reviews the effectiveness of actions taken by Management on the recommendations made by the IA in this respect.

The IA conducts an annual review of the effectiveness of the Company's material internal control systems including financial, operational, compliance, and information technology controls. The external auditors, during the conduct of their normal audit procedures, may also report on matters relating to internal controls.

The Board has also received assurance from the Managing Director/CEO, Executive Directors and the Chief Financial Officer that:

(i) the financial records have been properly maintained and the financial statements for FY2019 give a true and fair view of the Company's operations and finances; and
(ii) the Company's risk management and internal control systems in place were adequate and effective as at 31 December 2019.

Based on the internal controls established and maintained by the Group, ERMF established and reviewed by the AC and Management, work performed by the IA, and the statutory audit conducted by the external auditors, and the reviews performed by the Management, various Board Committees and the Board, the Board with the concurrence of the AC, is of the opinion that the internal controls and risk management systems of the Group are adequate and effective in addressing the Group's financial, operational, compliance and information technology control risks as at 31 December 2019.

The system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group's assets are safeguarded. The Board notes that no system of internal controls and risk management can provide absolute assurance in this regard.

Audit Committee

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises the AC Chairman, Mr Wong Loke Tan and two (2) other members, Mr Yeo Guat Kwang and Ms Serena Lee Chooi Li, all of whom (including the chairman of the AC) are Independent Non-Executive Directors. The key terms of reference of the AC includes, *inter alia*:

(a) Reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;

(b) Reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems, including financial, operational, compliance and information technology controls;

(c) Reviewing the assurance from the CEO, Executive Directors and CFO on the financial records and financial statements;

(d) Reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;

(e) Making recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors; and

(f) Reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.

The AC comprises of:

(i) Mr Wong Loke Tan, a highly experienced banker as the Chairman of the AC;
(ii) Mr Yeo Guat Kwang, Assistant Director General of NTUC as a member of the AC; and
(iii) Ms Serena Lee Chooi Li, a Director of CTLC Law Corporation as a member of the AC.

As the AC members have many years of experience in legal and finance-related matters, the Board considers that the AC members to be appropriately qualified to discharge their responsibilities. None of the AC members were previous partners or Directors of the Company's external audit firm within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or Director of the auditing corporation and none of the AC members hold any financial interest in the external audit firm.

The AC has also met with external and internal auditors, without the presence of Management, once in FY2019.

During FY2019, the external auditors has during the presentation of the audit plan also provided relevant updates relating to changes to accounting standards and issues which have a direct impact on financial statements.

During FY2019, the AC has performed, *inter alia*, the following functions:

A. External & Internal Auditors

The AC has reviewed together with the external and internal auditors:

i. the audit plans of the external and internal auditors of the Company;

ii. their audit reports;

iii. the assistance given by Management to the external and internal auditors; and

iv. the consolidated financial statements of the Group.

The AC has also reviewed the independence of the external auditors. The AC shall continue to monitor the scope and results of the external audit, its cost effectiveness and the independence and objectivity of the external auditors and give its recommendations to the Board and the Company regarding the appointment, re-appointment or removal of the external auditors.

The aggregate amount of fees paid or payable to the external auditors during FY2019 is as follows:

Audit fees	–	S$41,000
Non-audit fees	–	Nil

There were no non-audit services fees paid to the external auditors in FY2019 and accordingly, the AC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board the re-appointment of Messrs RT LLP as the external auditors of the Company at the forthcoming AGM.

The Company is in compliance with Rule 712 and Rule 715 of the Catalist Rules in relation to its external auditors.

The Company has put in place a whistle-blowing policy whereby employees and external parties may raise concerns about possible improper financial reporting or other matters to any member of the AC. The objective for such arrangement is to ensure independent investigation of such matters and for appropriate follow-up actions, all whistle blower reports can be sent to any member of the AC. The members will then report to the Chairman of the AC. The whistle-blowing procedures are clearly communicated to employees during the induction meeting.

B. Review of financial statements

The half-yearly and full-year announcements are presented to the AC for approval, before endorsement by the Board, to ensure the integrity of information to be released.

During the financial year, the AC reviewed the half-year and full-year financial statements of the Company and the Group, including announcements relating thereto, released to Shareholders via SGXNET. The AC shall continue to review the financial statements of the Company and the Group on a half-yearly basis.

In the review of the financial statements for FY2019, the AC had discussed with the Management and the external auditors on changes to accounting standards and significant issues and assumptions that impact the financial statements. The most significant matters had also been included in the Independent Auditor's Report to Shareholders under "Key Audit Matters". Following the review, the AC concurred and agreed with the external auditors and the Management on their assessment, judgements and estimates on the Key Audit Matters reported by the external auditors. The Board had approved the financial statements.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Shareholders are informed of general meetings through the announcements released to the SGXNET and on the Company's corporate website, to ensure fair dissemination to shareholders.

Notice of general meetings, proxy form and request form are sent to every shareholder of the Company. The Notice of such meetings are also advertised in the newspapers and released via SGXNET. The Company's Annual Report including appendixes and circular(s) are distributed electronically, via the SGXNET and the Company's corporate website, http://www.koyotech.com and if requested, can be sent to the relevant shareholder in hardcopy.

Shareholders are given the opportunity to participate effectively in and to vote at general meetings of shareholders.

An independent scrutineer is appointed by the Company for general meetings. Rules, including the voting procedures that govern the general meetings, will be explained to shareholders.

Each item of special business included in the notice of the general meetings will be accompanied by explanation of the effects of a proposed resolution. All the resolutions at the general meetings are single item resolutions.

The Chairman of the Board and the respective chairpersons of the Board Committees are present and available to address questions at the general meetings. The external auditors are also present to address shareholders' queries about the conduct of audit and the preparation of the auditors' report. The attendance of the Directors at the general meetings held during the financial year is disclosed in the Company's Annual Report.

Registered shareholders including corporations and custodial services providers who are unable to attend, are allowed to appoint up to two (2) proxies to vote on his/her behalf at the general meeting through proxy forms sent in advance. This allows shareholders who hold shares through corporations to attend and participate in the AGM via proxies. The Companies Act allows certain members who are relevant intermediaries (the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50) such as corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of CPF investors, to appoint multiple proxies to attend and participate in the general meetings.

Voting by absentia by mail, facsimile or email is currently not provided in the Company's Constitution as such voting methods would need to be cautiously studied for its feasibility to ensure that the integrity of the information and the authenticity of the shareholder's identity is not compromised.

The Company will publish the minutes of general meetings of shareholders on the SGX website via SGXNET and the Company's website.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on various factors including (a) the level of available cash; (b) the return on equity and retained earnings; (c) projected level of capital expenditure and other investment plans and other factors as the Directors may deem appropriate. The Company has declared a first and final dividend of S$0.001 per ordinary share in respect of FY2019 which is subject to shareholders' approval at the forthcoming AGM.

Engagement with Shareholders

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company believes in high standards of transparent corporate disclosure and is committed to disclose all major developments that may have a material impact on the Group to its shareholders, in a timely and fair manner via SGXNET and/or the Company's corporate website, as required by the Rules of Catalist. The Company ensures that price-sensitive information is publicly released, and is announced within the mandatory period.

Communication is made, using electronic communications, via SGXNET through, *inter alia*:

- Annual report that is prepared and sent to all shareholders by publishing on the Company's corporate website. The Board ensures that the annual report includes all relevant information about the Company and the Group, including future developments and other disclosures required by the Singapore Companies Act and Singapore Financial Reporting Standards (International);

- Half-yearly and full-year announcements containing a summary of the financial information and affairs of the Group for that period; and

- Notices of explanatory memoranda for AGMs and Extraordinary General Meetings ("EGMs").

The Company's website at http://www.koyotech.com at which our shareholders can access financial information and profile of the Group.

The Company does not have a dedicated investor relations team, as communications with shareholders is the responsibility of the Management.

The Board welcomes the views of shareholders on matters affecting the Company whether at a shareholders' meeting or on an ad hoc basis. At the Company's AGM, shareholders are given the opportunity to air their views and to ask the Directors and Management questions regarding the Group and its prospects.

All resolutions are put to vote by poll in all its general meetings and is integral in the enhancement of corporate governance. For cost effectiveness, the voting of the resolutions at the general meetings are conducted by manual polling and their detailed results are announced at the meeting. The outcome of the general meeting is promptly announced via SGXNET after the general meeting.

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Company has undertaken the process in identifying its stakeholders and material aspects relevant to the Group's business. The interests and requirements of key stakeholders are also taken into account when formulating corporate strategies. The key stakeholders include, but are not limited to employees, suppliers & service providers, investors & shareholders, customers and regulators. The Company had adopted both formal and informal channels of communication to understand the needs of key stakeholders, and incorporate these into the Company's corporate strategies to achieve mutually beneficial relationships. The Company has disclosed its engagement platforms with the stakeholders in the Company's sustainability report for FY2019, which is included in this Annual Report.

The Company maintains their website at http://www.koyotech.com to communicate and engage with stakeholders. On the website, stakeholders can find explanations about our expertise, our Company Profile, career opportunities, Annual Reports and other information.

ADDITIONAL INFORMATION

Dealing in Securities

In compliance with Rule 1204(19) of the Catalist Rules, the Company has adopted a set of code of conduct to provide guidance to its officers regarding dealings in the Company's securities.

The Company and its officers are not allowed to deal in the Company's securities during the period commencing one (1) month before the announcement of the Company's full year or half-year financial results and ending on the date of the announcement of such results and at any time they are in possession of unpublished material price sensitive information in relation to these securities. Directors and officers are also expected to observe insider trading laws at all times (including the permitted trading periods) or when they are in possession of unpublished price-sensitive information and advised not to deal in the Company's securities on short-term considerations.

CORPORATE GOVERNANCE

Risk Management

The Company is continually reviewing and improving the business and operational activities to take into account the risk management perspective. This includes reviewing management and manpower resources, updating work flows, processes and procedures to meet the current and future market conditions.

Interested Person Transactions

The Group has procedures governing all interested person transactions ("**IPT**") to ensure that they are properly documented and reported in a timely manner to the AC and that such transactions are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the Company.

There were no IPTs that were S$100,000 and above during FY2019.

The Group does not have a general mandate from shareholders for the recurrent IPT.

Non-Sponsor Fees

There were no non-sponsor fees paid/payable to PrimePartners Corporate Finance Pte. Ltd. during FY2019.

Material Contracts

There were no material contracts entered into by the Group involving the interests of the CEO, the Director or controlling shareholder, either still subsisting at the end of FY2019 or if not then subsisting, which were entered into since the end of the previous financial year.

CORPORATE GOVERNANCE

Information for the Directors who are retiring and being eligible, offer themselves for re-election at the forthcoming AGM pursuant to Rule 720(5) of the Rules of Catalist:

Details	**Name of Director**	
	Yeo Guat Kwang	**Serena Lee Chooi Li**
Date of Appointment	15 July 2009	13 June 2007
Date of last re-appointment (if applicable)	27 April 2017	27 April 2018
Age	59	55
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of the Company has accepted the NC's recommendation, who has reviewed and considered that Mr. Yeo Guat Kwang is able to exercise judgement as the Independent Director on the corporate affairs of the Group and independent of the Management. The Board considers Mr. Yeo Guat Kwang to be independent for the purpose of Rule 704(7) of the Catalist Rules.	The Board of the Company has accepted the NC's recommendation, who has reviewed and considered that Ms. Serena Lee Chooi Li is able to exercise judgement as the Independent Director on the corporate affairs of the Group and independent of the Management. The Board considers Ms. Serena Lee Chooi Li to be independent for the purpose of Rule 704(7) of the Catalist Rules.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director, Nominating Committee Chairman, Audit Committee Member and Remuneration Committee Member	Independent Non-Executive Director, Remuneration Committee Chairman, Audit Committee Member and Nominating Committee Member
Professional qualifications	Bachelor of Arts (2nd Upper Honours) Degree Master of Public Administration and Management Degree Doctor of Business Administration degree	Bachelor of Law (2nd Upper Honours) Degree Articled Clerk in Simmons & Simmons, London

CORPORATE GOVERNANCE

Details	Name of Director	
	Yeo Guat Kwang	Serena Lee Chooi Li
Professional qualifications	Post Graduate Diploma in Education (with Merit)	
Working experience and occupation(s) during the past 10 years	1997 to 2015 – Member of Parliament Assistant Director- General of National Trades Union Congress (NTUC), Chairman of the Migrant Workers Centre and Centre for Domestic Employees	A Solicitor of England and Wales, an Advocate and Solicitor of the Supreme Court of Singapore Director of CTLC Law Corporation and a Secretary for some 100 companies
Shareholding interest in the listed issuer and its subsidiaries	790,000 Shares	Ms. Serena Lee Chooi Li is deemed interested in 1,500,000 shares held by nominee securities company
Any relationship (including immediate family relationships) with any existing Director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships	**Past (for the last 5 years)** Agri-Food & Veterinary Authority of Singapore **Present** SIIC Environment Holdings Ltd	**Past (for the last 5 years)** Nil **Present** Nil

Details		Name of Director	
		Yeo Guat Kwang	Serena Lee Chooi Li
The general statutory disclosures of the Directors are as follows:			
a.	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b.	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a Director or an equivalent person or a key executive, at the time when he was a Director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a Director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
c.	Whether there is any unsatisfied judgment against him?	No	No
d.	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No

CORPORATE GOVERNANCE

Details		Name of Director	
		Yeo Guat Kwang	Serena Lee Chooi Li
e.	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
f.	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g.	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No

CORPORATE GOVERNANCE

Details		Name of Director	
		Yeo Guat Kwang	Serena Lee Chooi Li
h.	Whether he has ever been disqualified from acting as a Director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i.	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
j.	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—		
	i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No

CORPORATE GOVERNANCE

Details		Name of Director	
		Yeo Guat Kwang	Serena Lee Chooi Li
	ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
	iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
	iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
k.	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

CORPORATE GOVERNANCE

Information required **Disclosure applicable to the appointment of Director only.**		
Details	**Name of Director**	
	Yeo Guat Kwang	**Serena Lee Chooi Li**
Any prior experience as a Director of an issuer listed on the Exchange?	Not Applicable This is a re-election of a Director.	Not Applicable This is a re-election of a Director.
If yes, please provide details of prior experience.	Not Applicable	Not Applicable
If no, please state if the Director has attended or will be attending training on the roles and responsibilities of a Director of a listed issuer as prescribed by the Exchange.	Not Applicable	Not Applicable

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The directors present their statement to the members together with the audited consolidated financial statements of Koyo International Limited ("**Company**") and its subsidiaries (collectively, "**Group**") for the financial year ended 31 December 2019 and the balance sheet of the Company as at 31 December 2019.

1. Opinion of the directors

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the balance sheet of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

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

Foo Chek Heng
Foo Suay Wei
Foo Suay Lun
Yeo Guat Kwang
Wong Loke Tan
Serena Lee Chooi Li

3. Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the 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, other than as disclosed under "Share options" on pages 53 to 54 of this statement.

4. Directors' interests in shares and debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of nominee			Holdings registered in name of director		
	At 21.01.2020	At 31.12.2019	At 01.01.2019	At 21.01.2020	At 31.12.2019	At 01.01.2019
Company (No. of ordinary shares)						
Foo Chek Heng	400,000	400,000	400,000	72,725,500	72,725,500	72,725,500
Foo Suay Lun	49,449,500	49,449,500	49,449,500	-	-	-
Yeo Guat Kwang	-	-	-	790,000	790,000	790,000
Serena Lee Chooi Li	1,500,000	1,500,000	1,500,000	-	-	-

4. Directors' interests in shares and debentures (cont'd)

Mr Foo Chek Heng, who by virtue of his interest of not less than 20% of the issued capital of the Company is deemed to have an interest in the share capital of the Company's wholly owned subsidiaries.

Mr Foo Suay Lun, who by virtue of his deemed interest of not less than 20% of the issued capital of the Company, via the shares held by Salix Capital Pte Ltd, which is 100% owned by his grandmother, Ms Heng Jee Moi with joint tenant with Mr Foo Suay Lun with right of survivorship, is deemed to have an interest in the share capital of the Company's wholly owned subsidiaries.

5. Share options

(a) Koyo International Employee Share Option Scheme 2011 ("KSOS")

On 25 April 2011, shareholders approved the KSOS for the Group's employees, executive directors and non-executive directors who satisfy the eligibility criteria of the KSOS. The KSOS remains in force at the discretion of the KSOS Committee, subject to a maximum period of ten years. The KSOS is administered by the Remuneration Committee which comprises its Chairman, Ms Serena Lee Chooi Li, and members, Mr Wong Loke Tan and Mr Yeo Guat Kwang.

Under the KSOS, options to subscribe for the ordinary shares of the Company are granted to directors and employees who have contributed significantly to the success and development of the Group. The exercise price of the options is determined at, the discretion of the Remuneration Committee, Market Price or a price which is set at a discount to the Market Price, provided that the maximum discount which may be given in respect of any option shall not exceed 20% of the Market Price. The Market Price is defined as the average of the closing prices of the Company's ordinary shares as quoted on the SGX-ST for three market days immediately preceding the date of the grant.

The exercise period of the options commences after two years from the date of grant of that option but before five years from the offer date of that option (in the case where the option is granted at a discount) while the exercise period for the options granted at Market Price commences one year from the date of grant of that option but before five years from the offer date of that option.

The aggregate number of shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the KSOS, shall not exceed 15% of the issued share capital (excluding treasury shares and subsidiary holdings, if any) of the Company on the date immediately preceding the date of grant of an option.

The KSOS became operative upon the Company granting options to subscribe for 5,165,000 ordinary shares and 400,000 ordinary shares of the Company on 15 December 2011 ("**2011 Options**") and 23 January 2013 ("**2013 Options**") respectively. Apart from the 2011 Options and 2013 Options, there were no other options granted in prior years. Particulars of the 2011 Options and 2013 Options were set out in the Directors' statement for the financial years ended 31 December 2011 and 31 December 2013 respectively. The Company did not grant any options during the current financial year ended 31 December 2019.

5. Share options (cont'd)

(a) Koyo International Employee Share Option Scheme 2011 ("KSOS") (cont'd)

Details of the Options granted to directors and/or controlling shareholders and employees of the Company pursuant to the KSOS are as follows:

		No. of Unissued Ordinary Shares of the Company under Option					
Name of participants	Exercise period	Options granted in the financial year 31.12.2019	Aggregate options granted since commencement of KSOS to 31.12.2019	Aggregate options exercised since commencement of KSOS to 31.12.2019	Aggregate options lapsed since commencement of KSOS to 31.12.2019	Aggregate options outstanding as at 31.12.2019	Exercise price
							$
Foo Chek Heng – Executive director	2013 – 2016	-	2,865,000	(2,865,000)	-	-	0.04
Serena Lee Chooi Li – Non-executive director	2013 – 2016	-	500,000	-	(500,000)	-	0.04
Yeo Guat Kwang – Non-executive director	2013 – 2016	-	500,000	(500,000)	-	-	0.04
Key executives	2013 – 2016	-	800,000	(800,000)	-	-	0.04
Key executives	2015 – 2018	-	400,000	(400,000)	-	-	0.053
Lee Chen Chong – Former non-executive Chairman (Resigned on 1 January 2017)	2013 – 2016	-	500,000	(500,000)	-	-	0.04
Total		-	5,565,000	(5,065,000)	(500,000)	-	

(b) Options to take up unissued shares

There were no unissued ordinary shares of the Company under option at the end of the financial year.

6. Audit committee

The Audit Committee ("AC") comprises the following members:

Wong Loke Tan (Chairman)
Yeo Guat Kwang
Serena Lee Chooi Li

All members of the AC were independent and non-executive directors.

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

- Reviewed the audit plans of the Company's internal and external auditors, the internal and external auditors' evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group's and the Company's management to the external and internal auditors;
- Reviewed the half yearly announcement and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors (the "**Board**");
- Reviewed effectiveness of the Group's and the Company's material internal controls, including financial, operational, compliance and information technology controls and their risk management via reviews carried out by the internal auditor.
- Met with the external auditor and internal auditors at least once annually, to discuss any problem and concern they may have;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements related compliance policies and regulations and any reports received from regulators;
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- Reviewed the nature and extent of non-audit services provided by the external auditor;
- Made recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- Reviewed the adequacy and effectiveness of the Group's internal audit function at least annually, including the adequacy of internal audit resources and its appropriate standing within the Group, as well as the scope and results of the internal audit procedures;
- Reviewed and approved interested person transactions in accordance with the requirements of the SGX-Listing Manual, Section B: Rules of Catalist.

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

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

Further details regarding the AC are disclosed in the Report on Corporate Governance.

7. Independent auditor

The independent auditor, RT LLP, has expressed its willingness to accept re-appointment.

On behalf of the board of directors

Foo Suay Wei
Director

Wong Loke Tan
Director

2 April 2020

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF KOYO INTERNATIONAL LIMITED
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Koyo International Limited ("**Company**") and its subsidiaries (collectively, "**Group**"), which comprise the balance sheets of the Group and the Company as at 31 December 2019, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 ("**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)s**") 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 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	How the matter was addressed in the audit
Construction contracts and facilities management The Group's revenue for the financial year ended 31 December 2019 comprise construction contracts and facilities management. For construction contracts, the performance obligation milestone is measured by reference to the value of work done certified by a third-party assessor (i.e. work done certified by the quantity surveyor, consultants or acknowledgement by customers). Similarly, for facilities management, the performance obligation milestone is measured by reference to the value of work done as indicated in the work service order which is to be acknowledged/certified by the customers. Significant assumptions are used to estimate the total contract costs and the recoverable variation works that affect the series of performance obligation milestone and the contract revenue respectively. In making these estimates, management has relied on past experience and the work of specialists. The key assumptions to the estimate of total contract costs and the recoverable variation works are disclosed in Note 3.2(a).	Our audit procedures focused on evaluating management's assumptions used to estimate the total contract costs and the recoverable variation works that affect the series of performance obligation milestone and the contract revenue respectively. These procedures include: • Determining the performance obligation milestone by verifying to the value of work done certified by the quantity surveyor and/or acknowledgment by the customers. • For quantity surveyor certification or acknowledgement by the customers not yet received due to unexpired Defective Liability Period ("DLP") when the main contractors are not able to issue the certification of work done prior to end of DLP, for which management has recognised work done as revenue, we had assessed the impact of any over/under recognition of revenue. • This assessment is done by reviewing and comparing management past estimates of revenue recognition for both construction contracts and facilities management; for which there were no certification by quantity surveyor or acknowledgment by the customers; and compared it with the recognised revenue when the certification/ acknowledgment were subsequently received. • Performed reasonableness test and assessed management sensitivity tests on the possibility of over or under accrual of revenue recognition.

Information Other than the Financial Statements and Auditor's Report Thereon

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

(a) Chairman and Executive Director's message;
(b) Business Overview;
(c) Performance Review;
(d) Five-Year Financial Summary;
(e) Corporate Structure;
(f) Corporate Profile;
(g) Board Members
(h) Key Management Team;
(i) Sustainability Report;
(j) Corporate Governance;
(k) Statistics of Shareholdings;
(l) Appendix – Proposed Renewal of the Share Buyback Mandate; and
(m) Corporate Information

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional skepticism 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.

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Mr Ravinthran Arumugam.

RT LLP
Public Accountants and
Chartered Accountants
Singapore

2 April 2020

	Note	Group 2019 $'000	2018 $'000
Revenue	4	**19,903**	23,820
Cost of construction	5	**(14,675)**	(18,256)
Gross profit		**5,228**	5,564
Other income	7	**371**	336
Expenses	5		
- Selling and distribution		**(81)**	(89)
- Administrative		**(4,992)**	(4,359)
- Other operating		**(60)**	(110)
- Finance		**(7)**	(6)
Profit before income tax		**459**	1,336
Income tax expense	8	**(69)**	(175)
Net profit		**390**	1,161
Other comprehensive loss:			
Items that will not be reclassified to profit or loss:			
Net fair value losses on equity instruments at fair value through other comprehensive income	19(b)(ii)	**(4)**	(1)
Other comprehensive loss, net of tax		**(4)**	(1)
Total comprehensive income		**386**	1,160
Profit attributable to:			
Equity holders of the Company		**390**	1,161
Total comprehensive income attributable to:			
Equity holders of the Company		**386**	1,160
Earnings per share for profit attributable to equity holders of the Company (cents per share)			
- Basic	9	**0.21**	0.61
- Diluted	9	**0.21**	0.61

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

	Note	Group		Company	
		2019	2018	**2019**	2018
		$'000	$'000	**$'000**	$'000
ASSETS					
Current assets					
Cash and bank balances	10	**23,505**	20,838	**1,531**	1,939
Trade and other receivables	12	**1,874**	3,248	**26**	23
Contract assets	13(i)	**1,365**	1,650	**-**	-
Inventories		**13**	4	**-**	-
		26,757	25,740	**1,557**	1,962
Non-current assets					
Investment securities	11	**22**	26	**-**	-
Investments in subsidiaries	14	**-**	-	**28,450**	27,950
Property, plant and equipment	15	**881**	709	**244**	324
		903	735	**28,694**	28,274
Total assets		**27,660**	26,475	**30,251**	30,236
LIABILITIES					
Non-current liabilities					
Lease liabilities	17	**39**	83	**22**	74
Current liabilities					
Trade and other payables	16	**6,130**	4,980	**1,084**	1,284
Contract liabilities	13(ii)	**1,469**	1,602	**-**	-
Lease liabilities	17	**170**	62	**51**	48
Current income tax liabilities		**84**	176	**-**	-
		7,853	6,820	**1,135**	1,332
Total liabilities		**7,892**	6,903	**1,157**	1,406
NET ASSETS		**19,768**	19,572	**29,094**	28,830
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	18(a)	**4,477**	4,477	**40,072**	40,072
Treasury shares	18(b)	**(630)**	(630)	**(630)**	(630)
Other reserves	19	**(261)**	(257)	**-**	-
Retained profits/ (accumulated losses)	20	**16,182**	15,982	**(10,348)**	(10,612)
Total equity		**19,768**	19,572	**29,094**	28,830

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

Group	Note	Attributable to equity holders of the Company				
		Share capital $'000	Treasury shares S$'000	Other reserves $'000	Retained profits $'000	Total equity $'000
2019						
At 1 January		4,477	(630)	(257)	15,982	19,572
Profit for the year		-	-	-	390	390
Other comprehensive income						
Net fair value losses on equity securities at fair value through OCI		-	-	(4)	-	(4)
Total comprehensive income for the year		-	-	(4)	390	386
Contribution by and distributions to owners						
Dividends	21	-	-	-	(190)	(190)
Total contributions by and distributions to owners representing total transactions with owners in their capacity as owners		-	-	-	(190)	(190)
At 31 December		4,477	(630)	(261)	16,182	19,768

Group	Note	Attributable to equity holders of the Company				
		Share capital $'000	Treasury shares S$'000	Other reserves $'000	Retained profits $'000	Total equity $'000
2018						
At 1 January		4,449	(630)	(186)	14,948	18,581
Cumulative effect of adopting new accounting standards SFRS(I)9		-	-	(63)	63	-
At 1 January (restated)		4,449	(630)	(249)	15,011	18,581
Profit for the year		-	-	-	1,161	1,161
Other comprehensive income						
Net fair value losses on equity securities at fair value through OCI		-	-	(1)	-	(1)
Total comprehensive income for the year		-	-	(1)	1,161	1,160
Contribution by and distributions to owners						
Dividends	21	-	-	-	(190)	(190)
Issuance of shares on exercise of share options	18(a),19 (b)(i)	28	-	(7)	-	21
Total contributions by and distributions to owners representing total transactions with owners in their capacity as owners		28	-	(7)	(190)	(169)
At 31 December		4,477	(630)	(257)	15,982	19,572

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

	Note	Group 2019 $'000	2018 $'000
Cash flows from operating activities			
Net profit		**390**	1,161
Adjustments for:			
- Income tax expense	8	**69**	175
- Depreciation of property, plant and equipment	5	**370**	207
- Allowance for expected credit losses	5	**-**	43
- Interest expenses		**7**	6
- Interest income	7	**(318)**	(213)
- Gain on disposal of property, plant and equipment	7	**(1)**	(64)
		517	1,315
Change in working capital:			
- Inventories		**(9)**	(4)
- Trade and other receivables, contract assets		**1,633**	1,810
- Trade and other payables, contract liabilities		**1,017**	615
Cash generated from operations		**3,158**	3,736
Income tax paid		**(161)**	(43)
Net cash generated from operating activities		**2,997**	3,693
Cash flows from investing activities			
Additions to property, plant and equipment **(Note A)**		**(291)**	(406)
Proceeds from disposal of property, plant and equipment		**1**	64
Interest received		**344**	170
Net cash generated from / (used in) investing activities		**54**	(172)
Cash flows from financing activities			
Secured bank deposits pledged to banks		**(5)**	(509)
Issuance of shares upon exercise of share options		**-**	21
Interest paid		**(7)**	(6)
Principal payment of lease liabilities		**(187)**	-
Repayment of finance lease liabilities		**-**	(75)
Dividends paid to equity holders of the Company	21	**(190)**	(190)
Net cash used in financing activities		**(389)**	(759)
Net increase in cash and cash equivalents		**2,662**	2,762
Cash and cash equivalents at 1 January		**19,728**	16,966
Cash and cash equivalents at 31 December	10	**22,390**	19,728

Note A:

During the financial year ended 31 December 2019, the Group acquired property, plant and equipment with an aggregate cost of $542,000 (2018: $556,000), of which $251,000 (2018: $150,000) was acquired under lease liabilities (2018: finance lease liabilities) and the remaining $291,000 (2018: $406,000) via cash payment.

Reconciliation of liabilities arising from financing activities

Group

			Non-cash changes			
	1 January $'000	Principal and interest payments $'000	Adoption of SFRS(I) 16 $'000	Acquisition of property, plant and equipment $'000	Interest expense $'000	31 December $'000
2019						
Lease liabilities	**145**	**(194)**	**221**	**30**	**7**	**209**
2018						
Lease liabilities	70	(81)	-	150	6	145

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

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 General information

Koyo International Limited ("Company") is listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited ("SGX-ST") and incorporated and domiciled in Singapore. The address of its registered office is 53 Ubi Avenue 3, #02-01, Singapore 408863.

The principal activities of the Company are those of investment holding and business of providing integrated mechanical and electrical engineering ("M&E") services.

The principal activities of its subsidiaries are disclosed in Note 14 to the financial statements.

2. Significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)s") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

2.2 Interpretations and amendments to published standards effective in 2019

On 1 January 2019, the Group has adopted the new SFRS(I) that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the SFRS(I). The adoption of these new SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years except for the adoption of SFRS(I) 16 Leases:

Adoption of SFRS(I) 16 Leases

The Group adopted SFRS(I) 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, there is no impact on equity at the date of initial application.

When the Group is the lessee

Prior to the adoption of SFRS(I) 16, non-cancellable operating lease payments were not recognised as liabilities in the balance sheet. These payments were recognised as rental expenses over the lease term on a straight-line basis.

The Group's accounting policy on leases after the adoption of SFRS(I) 16 is disclosed in Note 2.15.

On initial application of SFRS(I) 16, the Group has elected to apply the following practical expedients:

2. Significant accounting policies (cont'd)

2.2 Interpretations and amendments to published standards effective in 2019 *(cont'd)*

Adoption of SFRS(I) 16 Leases *(cont'd)*

1) For all contracts entered into before 1 January 2019 and that were previously identified as leases under SFRS(I) 1-17 *Lease* and SFRS(I) INT 4 *Determining whether an Arrangement contains a Leases*, the Group has not reassessed if such contracts contain leases under SFRS(I) 16; and

2) On a lease-by-lease basis, the Group has:
   a) applied a single discount rate to a portfolio of leases with reasonably similar characteristics;
   b) relied on previous assessments on whether leases are onerous as an alternative to performing an impairment review;
   c) accounted for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases;
   d) excluded initial direct costs in the measurement of the right-of-use ("ROU") asset at the date of initial application; and
   e) used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

There were no onerous contracts as at 1 January 2019.

For leases previously classified as operating leases on 1 January 2019, the Group has applied the following transition provisions:

(i) On a lease-by-lease basis, the Group chose to measure its ROU assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

(ii) Recognised its lease liabilities by the remaining lease payments as at 1 January 2019.

The Group did not recognise interest expense on the Group's lease liabilities and right-of-use assets for leases previously classified as operating leases as the computed amount is deemed immaterial by the Group.

For leases previously classified as finance leases, the carrying amount of the leased asset and finance lease liability as at 1 January 2019 are determined as the carrying amount of the ROU assets and lease liabilities.

The effects of adoption of SFRS(I) 16 on the Group's financial statements as at 1 January 2019 are as follows:

	Increase
	$'000
Property, plant and equipment	221
Lease liabilities	221

An explanation of the differences between the operating lease commitments previously disclosed in the Group's financial statements as at 31 December 2018 and the lease liabilities recognised in the balance sheet as at 1 January 2019 are as follows :

	$'000
Operating lease commitment disclosed as at 31 December 2018	372
Less: Short-term leases	(114)
Less: Low-value leases	(37)
Lease liabilities recognised as at 1 January 2019	221

2. Significant accounting policies (cont'd)

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8: *Definition of Material*	1 January 2020
Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

2.4 Revenue recognition

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

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

The following specific recognition criteria must also be met before revenue is recognised.

(a) Contract revenue from:

(i) Construction contracts

Revenue from construction contracts are recognized when the Group satisfies a performance obligation ("PO") by transferring control of contract activity to the customer using the percentage-of-completion method.

Revenue may be recognized at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognized based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

The customer is invoiced based on performance obligation milestone. If the value of the goods transferred by the Group exceed the payments, a contract asset is recognized. If the payments exceed the value of the goods transferred, a contract liability is recognized.

(ii) Facilities management

Revenue from facilities management is recognized in the accounting period in which the services have been performed and rendered to the customer.

A contract asset is recognized for the cumulative revenue recognized but not yet invoiced.

2. Significant accounting policies (cont'd)

2.5 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income. Government grants relating to assets are deducted against the carrying amount of the assets.

2.6 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealized gains on transactions between group entities are eliminated. Unrealized losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiaries' net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity, and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

2. Significant accounting policies (cont'd)

2.6 Group accounting (cont'd)

(a) Subsidiaries (cont'd)

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiaries or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiaries measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary result in a loss of control over the subsidiaries, the assets and liabilities of the subsidiaries including any goodwill are derecognized. Amounts previously recognized in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognized in profit or loss.

Please refer to the paragraph "Investments in subsidiaries" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

2. Significant accounting policies (cont'd)

2.6 Group accounting (cont'd)

(b) Reverse acquisition

The acquisition of the Acquired Group (Note 18(a)) has been accounted for as a reverse acquisition and the Acquired Group is considered the acquirer for accounting purposes. Accordingly, the Group's balance sheets, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows are those of the Acquired Group's consolidated financial statements.

Since such consolidated financial statements represent a continuation of the Acquired Group:

(i) the assets and liabilities of the Acquired Group are recognized and measured in the consolidated balance sheet at their pre-acquisition carrying amount and assets and liabilities of the Company are recognized at their fair values;

(ii) the retained profits and other equity balances (except for share capital) recognized in those consolidated financial statements are those of the Acquired Group immediately before the acquisition;

(iii) the amount recognized as issued equity instruments in those consolidated financial statements is the issued equity of the Acquired Group immediately before the acquisition plus the costs of the acquisition calculated from the perspective of the Company. However, the equity structure appearing on those consolidated financial statements (i.e. the number and type of equity instruments issued) reflect the equity structure of the Company, including the equity instruments issued by the Company to reflect the combination;

(iv) consolidated financial statements prepared following a reverse acquisition shall reflect the fair value of the assets, liabilities and contingent liabilities of the Company. Therefore, the cost of the business combination for the acquisition is allocated to the identifiable assets, liabilities and contingent liabilities of the Company that satisfy the recognition criteria. The excess of the cost of the combination over the Acquired Group's interest in the net fair value is recognized as goodwill.

2. Significant accounting policies (cont'd)

2.7 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognized at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

The cost of an item of property, plant and equipment initially recognized includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Computers	1 year
Office equipment and tools	5 years
Furniture and fittings	5 years
Motor vehicles	5 years
Renovation	5 years
Right-of-use asset	1 to 2 years

Fully depreciated property, plant and equipment are retained in the financial statements until they are no longer in use.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognized in profit or loss when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognized is added to the carrying amount of the 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 repair and maintenance expenses are recognized in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognized in profit or loss.

2.8 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2. Significant accounting policies (cont'd)

2.9 Impairment of non-financial assets

Property, plant and equipment
Right-of-use assets
Investments in subsidiaries

Property, plant and equipment, right-of-use assets and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less costs of disposal and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating units ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as revaluation decrease.

An impairment loss for an asset 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 amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also recognised in profit or loss.

2. Significant accounting policies (cont'd)

2.10 Financial assets

(a) Classification and measurement

Financial assets are classified in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income ("FVOCI"); and
- Fair value through profit or loss ("FVPL").

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

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

At subsequent measurement

(i) Debt instruments

Debt instruments mainly comprise cash and cash equivalents and trade and other receivables.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, FVOCI and FVPL. The Group only has debt instruments at amortised cost.

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

(ii) Equity investments

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other gains and losses", except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains / losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "dividend income".

2. Significant accounting policies (cont'd)

2.10 Financial assets (cont'd)

(b) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 25(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

2.11 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.12 Financial guarantees

The Company has issued corporate guarantees to banks for banking facilities for its subsidiaries. In the event the subsidiaries utilise these banking facilities, these guarantees will be financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-Group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and

(b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

2. Significant accounting policies (cont'd)

2.13 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.14 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices on the last working day of the financial year. The quoted market prices used for financial assets are the current bid prices; the appropriate quoted market prices used for financial liabilities are the current asking prices.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.15 Leases

(a) The accounting policy for leases before 1 January 2019 are as follows:

When the Group is the lessee:

Lessee – Finance leases

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognized on the balance sheet as plant and equipment and finance lease liabilities respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expense and the reduction of the outstanding lease liability. The finance expense is recognized in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

Lessee – Operating leases

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating lease (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

Contingent rents are recognised as an expense in profit or loss when incurred.

2. Significant accounting policies (cont'd)

2.15 Leases (cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows:

When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

  The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

  These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of the lease term.

  Right-of-use assets are presented within "Property, plant and equipment".

- Lease liabilities

  The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

  Lease payments include the following:

  - Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
  - Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
  - Amount expected to be payable under residual value guarantees
  - The exercise price of a purchase option if is reasonably certain to exercise the option; and
  - Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

  For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

2. Significant accounting policies (cont'd)

2.15 Leases (cont'd)

(b) The accounting policy for leases from 1 January 2019 are as follows (cont'd):

When the Group is the lessee (cont'd):

- Lease liabilities (cont'd)

  Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

  - There is a change in future lease payments arising from changes in an index or rate;
  - There is a changes in the Group's assessment of whether it will exercise an extension option; or
  - There are modification in the scope or the consideration of the lease that was not part of the original term.

  Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term leases and low value assets

  The Group has elected to not recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value assets. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

- Variable lease payments

  Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

2.16 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

2. Significant accounting policies (cont'd)

2.16 Income taxes (cont'd)

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity.

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

2.17 Provisions for other liabilities and charges

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Other provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in profit or loss as finance expense.

2.18 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

2. Significant accounting policies (cont'd)

2.18 Employee compensation (cont'd)

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The value of the employee services received in exchange for the grant of options is recognised as an expense with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At the end of each reporting period, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to share capital account, when new ordinary shares are issued to the employees.

(c) Employees leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. An accrual is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

(d) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit before income tax. The Group recognises a provision when contractually obliged to pay or when there is a past practice that has created a constructive obligation to pay.

2.19 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar, which is the functional currency of the Company.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss.

All other foreign exchange gains and losses impacting profit or loss are presented in profit or loss within "Other income", if any.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

2. Significant accounting policies (cont'd)

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors whose members are responsible for allocating resources and assessing performance of the operating segments.

2.21 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value less the portion that are pledged as securities for the banking facilities of the Group.

2.22 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.23 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.24 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 2 to the financial statements, management is of the opinion that there are no significant judgements made, apart from those involving estimates as detailed in Note 3.2, that have a significant risk causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.2 Key sources of estimation uncertainty

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

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

(a) Revenue recognition – determining the timing of satisfaction of performance obligations

Revenue from construction are recognized when the Group satisfies a performance obligation ("PO") by transferring control of contract activity to the customer using the percentage-of-completion method. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.

The Group becomes entitled to invoice customers for construction based on achieving a series of performance-related milestones. When a particular milestone is reached, the customer is sent a relevant statement of work signed by a third-party assessor (i.e. work done certified by the quantity surveyor, consultants or acknowledgement by customers) and an invoice for the related milestone payment.

The Group will previously have recognized a contract asset for any work performed. Any amount previously recognized as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer.

If the milestone payment exceeds the revenue recognized to date by reference to the value of work done certified or acknowledged by a third-party assessor, then the Group recognizes a contract liability for the difference. There is not considered to be significant financing component in construction contracts with customers as the period between the recognition of revenue with reference to value of work done certified by or acknowledged by a third-party assessor, and the milestone payment is always less than one year.

3. Critical accounting estimates, assumptions and judgements (Cont'd)

3.2 Key sources of estimation uncertainty (Cont'd)

(a) *Revenue recognition – determining the timing of satisfaction of performance obligations (Cont'd)*

Significant assumptions are used to estimate the total contract costs and the recoverable variation works that affect the series of performance obligation milestone and the contract revenue respectively. In making these estimates, management has relied on past experience and the work of specialists.

If the revenue on uncompleted contracts at the end of the reporting period had been higher/lower by 5% from management's estimates, the Group's profit would have been higher/lower by $1,384,000 (2018: $925,000).

If the contract costs of uncompleted contracts at the end of the reporting period to be incurred had been higher/lower by 5% from management's estimates, the Group's profit would have been lower/higher by $1,171,000 (2018: $774,000).

(b) *Provision for expected credit losses ("**ECLs**") of trade receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 25(b).

The carrying amounts of trade receivables and contract assets at the end of the reporting period was $2,506,000 (2018: $4,585,000).

4. Revenue

The Group derives its revenue from the transfer of goods and services over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 (see Note 27).

A disaggregation of the Group's revenue for the year is as follows:

	Group 2019 $'000	Group 2018 $'000
Construction contracts		
Mechanical (Singapore)		
- At a point in time	**-**	106
- Over time	**8,632**	13,436
Electrical (Singapore)		
- At a point in time	**-**	-
- Over time	**1,120**	979
	9,752	14,521
Facilities management (Singapore)		
- At a point in time	**-**	58
- Over time	**10,151**	9,241
	19,903	23,820

5. Expenses by nature

	Group 2019 $'000	Group 2018 $'000
Fees on audit services paid/payable to:		
- auditor of the Company	**41**	41
- fee for internal audit	**12**	12
Purchases of construction material	**1,505**	3,525
Subcontractor charges	**10,676**	13,455
Depreciation of property, plant and equipment (Note 15)	**370**	207
Allowance for expected credit losses	**-**	43
Employee compensation (Note 6)	**6,303**	4,702
Professional fee	**135**	152
Lease expense	**269**	311
Upkeep of motor vehicles and transportation	**157**	133
Others	**340**	233
Total cost of construction, selling and distribution, administrative and other operating expenses	**19,808**	22,814

Finance costs

	Group 2019 $'000	Group 2018 $'000
Interest expense on:		
- Lease liabilities	**7**	6

6. Employee compensation

	Group 2019 $'000	Group 2018 $'000
Wages, salaries and short-term employee benefits	**6,029**	4,546
Employer's contribution to Central Provident Fund	**274**	156
	6,303	4,702

7. Other income

	Group 2019 $'000	Group 2018 $'000
Interest income		
- Bank deposits	**318**	213
Government grant		
- Special Employment Credit ("SEC") [1]	**10**	2
- Temporary Employment Credit ("TEC") [2]	**-**	3
- Wage credit from IRAS [3]	**4**	6
Sales of scrap materials	**2**	3
Gain on disposal of property, plant and equipment	**1**	64
Other	**36**	45
	371	336

Interest income is recognized using the effective interest method.

(1) As announced in Budget 2011, businesses that provide continuing support to hire older Singaporean workers and Persons with Disabilities (PWDs) will receive payouts under the Special Employment Credit (SEC) to support employers, and to raise the employability of older low-wage Singaporeans.

(2) As announced in Budget 2014, the Temporary Employment Credit (TEC) will help the employer adjust to the 1 percentage point increase in Medisave contribution rates which took effect in January 2015. With the TEC, the employer will receive a one-year offset of 0.5% of wages for Singaporean and Singapore Permanent Resident (PR) employees in 2015.

(3) As announced in Budget 2013, businesses will receive wage credit payouts under the Wage Credit Scheme (WCS) to free up resources to make investments in productivity and to share the productivity gains with their employees.

8. Income tax expense

(a) Income tax expense

	Group 2019 $'000	Group 2018 $'000
Tax expense attributable to profit is made up of:		
- Profit for the financial year:		
Current income tax	**60**	165
- Underprovision in prior financial years		
Current income tax	**9**	10
	69	175

8. Income tax expense (cont'd)

(a) Income tax expense (cont'd)

The tax on Group's profit before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	Group 2019 $'000	Group 2018 $'000
Profit before income tax	**459**	1,336
Tax calculated at tax rate of 17% (2018: 17%)	**78**	227
Effects of:		
- expenses not deductible for tax purposes	**31**	22
- income not subject to tax	**-**	(11)
- Singapore stepped income exemption	**(17)**	(26)
- tax incentives	**(41)**	(44)
- underprovision in prior financial years	**9**	10
- others	**9**	(3)
- tax charge	**69**	175

(b) Deferred income taxes

Deferred tax assets have not been recognised in respect of the unrecognised tax losses of $985,000 (2018: $986,000), because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom. The tax losses have no expiry date.

9. Earnings per share

	Group 2019	Group 2018
Net profit attributable to equity holders of the Company ($'000)	**390**	1,161
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	**189,824**	189,798
Adjustments for share options ('000)	**-**	-
Weighted average number of ordinary shares for diluted earnings per share ('000)	**189,824**	189,798
Earnings per share (in cents per share)		
- Basic	**0.21**	0.61
- Diluted	**0.21**	0.61

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding (excluding treasury shares which has no voting rights) during the financial year.

9. Earnings per share (cont'd)

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. There are no potential dilutive ordinary shares as at 31 December 2019 and 31 December 2018.

10. Cash and bank balances

	Group		Company	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
Cash on hand	**1**	1	**-**	-
Cash at bank	**7,069**	6,593	**631**	1,939
Short-term bank deposits	**16,435**	14,244	**900**	-
	23,505	20,838	**1,531**	1,939

Short-term bank deposits of $1,115,000 (2018: $1,110,000) are pledged to banks as securities for the banking facilities of the Group. The short-term bank deposits are made for varying periods of between three months and twelve months depending on the immediate cash requirements of the Group, and earn interests at the respective short-term deposit rates.

In addition, the Company provides corporate guarantee for banking facilities of its subsidiaries.

For the purpose of presenting the consolidated statement of cash flows, the cash and cash equivalents comprise the following:

	Group	
	2019	2018
	$'000	$'000
Cash and bank balances (as above)	**23,505**	20,838
Less: Bank deposits pledged	**(1,115)**	(1,110)
Cash and cash equivalents in consolidated statement of cash flows	**22,390**	19,728

11. Investment securities

Financial instruments, at FVOCI

	Group	
	2019	2018
	$'000	$'000
Equity securities (quoted)		
Beginning of financial year	**26**	27
Fair value losses	**(4)**	(1)
End of financial year	**22**	26

The Company has elected to measure these quoted equity securities at fair value through other comprehensive income due to the Group's intention to hold these equity securities for long-term appreciation.

12. Trade and other receivables

	Group		Company	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
Trade receivables				
- Non-related parties	**1,949**	4,040	**-**	-
- Related parties	**-**	-	**17**	18
Less: Allowance for expected credit losses	**(808)**	(1,105)	**-**	-
Trade receivables – net	**1,141**	2,935	**17**	18
Other receivables				
- Non-related parties	**100**	122	**-**	-
Refundable deposits	**97**	82	**4**	-
Prepayments	**536**	109	**5**	5
	1,874	3,248	**26**	23

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL was as follows:

	2019	2018
	$'000	$'000
At 1 January	**1,105**	1,105
Provision for expected credit losses	**-**	43
Utilised amount	**(297)**	(43)
At 31 December	**808**	1,105

13. Contract assets and contract liabilities

The following table provides information about contract assets and contract liabilities for contracts with customers.

		Group	
		2019	2018
		$'000	$'000
Contract assets	(i)	**1,365**	1,650
Contract liabilities	(ii)	**(1,469)**	(1,602)

(i) Contract assets

	Group	
	2019	2018
	$'000	$'000
Construction contracts		
- Due from customers	**2,132**	2,177
- Retentions	**297**	537
	2,429	2,714
Less: Allowance for expected credit losses	**(1,064)**	(1,064)
	1,365	1,650

Amounts related to construction contracts are balances due from customers under construction contracts that relate to the Company's right to consideration for work completed but not yet billed at reporting date. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer.

The movement in allowance for expected credit losses of contract assets computed based on lifetime ECL was as follows:

	2019	2018
	$'000	$'000
At 1 January / 31 December	**1,064**	1,064

(ii) Contract liabilities

Contract liabilities relate primarily to progress billing issued in excess of the Group's rights to the consideration. The contract liabilities are recognised as revenue when the Group fulfils its performance obligation under the contract with the customer.

There were no significant changes in the contract asset and liability balances during the reporting period.

14. Investments in subsidiaries

	Company 2019 $'000	Company 2018 $'000
Equity investments at cost		
At 1 January	**27,950**	27,950
Additions	**500**	-
At 31 December	**28,450**	27,950

The Group had the following subsidiaries as at 31 December 2019 and 2018:

Name	Principal Activities	Country of business/ incorporation	Proportion of ordinary shares held by the Group 2019	2018
Held by the Company			**%**	**%**
Koyo Engineering (S.E. Asia) Pte. Ltd.[(1)]	Providing integrated mechanical and electrical engineering (M&E) services and facilities management services	Singapore	**100**	100
AVSC Technologies Pte. Ltd.[(1)]	- Supply of essential construction materials, including but not limited to reclamation sand, construction sand, armour rock, granite and other aggregates - Supply and installation of audio, video and security and communication systems	Singapore	**100**	100
Held by Koyo Engineering (S.E. Asia) Pte. Ltd.				
Koyo M&E Pte. Ltd. [(1)]	Engineering contract works	Singapore	**100**	100
Koyo Eco Pte. Ltd. [(1)]	Environmental engineering work	Singapore	**100**	100
Held by Koyo M&E Pte. Ltd.				
Renewal D+B [(2) (4)]	Interior design services and renovation work (dormant)	Singapore	**100**	100
Held by Koyo Eco Pte. Ltd.				
Keco Trading [(3) (4)]	General trading of products	Singapore	**100**	100

(1) Audited by RT LLP

(2) The sole proprietorship is not required to be audited and is dormant during the financial year.

(3) The sole proprietorship is not required to be audited.

(4) Audited by RT LLP for the purpose of expressing an opinion on the consolidated financial statements for the financial year ended 31 December 2019.

15. Property, plant and equipment

Group 2019	Computers $'000	Office equipment and tools $'000	Furniture and fittings $'000	Motor vehicles $'000	Renovation $'000	Right-of-use Asset * $'000	Total $'000
Cost							
At 1 January	**206**	**203**	**75**	**1,061**	**99**	**-**	**1,644**
Adoption of SFRS(I) 16 (Note 2.2)	**-**	**-**	**-**	**-**	**-**	**221**	**221**
Additions	**43**	**7**	**-**	**271**	**-**	**-**	**321**
Disposal / Write off	**(3)**	**(2)**	**(5)**	**(15)**	**-**	**-**	**(25)**
At 31 December	**246**	**208**	**70**	**1,317**	**99**	**221**	**2,161**
Accumulated depreciation							
At 1 January	**206**	**130**	**50**	**529**	**20**	**-**	**935**
Depreciation charge (Note 5)	**43**	**23**	**7**	**175**	**20**	**102**	**370**
Disposal / Write off	**(3)**	**(1)**	**(5)**	**(16)**	**-**	**-**	**(25)**
At 31 December	**246**	**152**	**52**	**688**	**40**	**102**	**1,280**
Carrying amount	**-**	**56**	**18**	**629**	**59**	**119**	**881**

* The right-of-use asset is the leasing of office space for operations purposes.

2018	Computers $'000	Office equipment and tools $'000	Furniture and fittings $'000	Motor vehicles $'000	Renovation $'000	Right-of-use Asset * $'000	Total $'000
Cost							
At 1 January	210	191	105	796	4	-	1,306
Additions	10	13	29	405	99	-	556
Disposal	(14)	(1)	(59)	(140)	(4)	-	(218)
At 31 December	206	203	75	1,061	99	-	1,644
Accumulated depreciation							
At 1 January	210	109	102	521	4	-	946
Depreciation charge (Note 5)	10	22	7	148	20	-	207
Disposal	(14)	(1)	(59)	(140)	(4)	-	(218)
At 31 December	206	130	50	529	20	-	935
Carrying amount	-	73	25	532	79	-	709

15. Property, plant and equipment (cont'd)

Company	2019 Motor vehicles $'000	2018 Motor vehicles $'000
Cost		
At 1 January	**608**	203
Additions	**-**	405
At 31 December	**608**	608
Accumulated depreciation		
At 1 January	**284**	203
Depreciation charge	**81**	81
At 31 December	**365**	284
Carrying amount	**243**	324

Included in additions of the Group are motor vehicles acquired under leases (Note 17) which amounted to approximately $271,000 (2018: $405,000). This addition is partially paid by cash of $241,000 (2018: $255,000) while the remaining $30,000 (2018: $150,000) is through lease arrangement.

Right-of-use of assets acquired under leasing arrangements are presented within property, plant and equipment. Details of such leased assets are disclosed in Note 22(a).

As at 31 December 2019, the Group has motor vehicles and right-of-use asset acquired under leases with an aggregate carrying amount of $511,000 (2018: $378,000), [Note 22(a)].

Leased assets (except for right-of-use asset) are pledged as security for the related lease liabilities.

In year 2018, the Company entered into a Trust Deed with a director for the purchase of a motor vehicle with carrying amount of $243,000 (2018: $324,000). The motor vehicle is registered in the name of the director who is holding in trust for the Company.

16. Trade and other payables

	Group		Company	
	2019 $'000	2018 $'000	**2019 $'000**	2018 $'000
Trade payables				
- Non-related parties	**4,989**	3,031	**-**	(2)
Other payables				
- Non-related parties	**1**	1	**-**	-
- Subsidiary	**-**	-	**880**	926
Accruals for operating expenses	**1,140**	1,948	**204**	360
	6,130	4,980	**1,084**	1,284

The non-trade amount due to a subsidiary is unsecured, interest-free and repayable on demand.

Accruals for operating expenses include costs accrued for projects of $165,000 (2018: $695,000) at the end of the reporting period.

17. Lease liabilities

	Group		Company	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
Current				
Finance lease liabilities	**-**	62	**-**	48
Lease liabilities	**170**	-	**51**	-
	170	62	**51**	48
Non-current				
Finance lease liabilities	**-**	83	**-**	74
Lease liabilities	**39**	-	**22**	-
	39	83	**22**	74
	209	145	**73**	122

As at 31 December 2018, the Group leased certain motor vehicles from non-related parties under finance leases. The lease agreements did not have renewal clauses but provided the Group with options to purchase the leased assets at nominal values at the end of the lease term.

Finance lease liabilities were reclassified to lease liabilities on 1 January 2019 arising from the adoption of SFRS(I) 16. The impact of adoption is disclosed in Note 2.2.

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follow:

	Group		Company	
	2018	2018	2018	2018
	$'000	$'000	$'000	$'000
	Minimum lease payments	Present Value of payments	Minimum lease payments	Present Value of payments
Current				
Not later than 1 year	68	62	54	48
Non-current				
Between 1 year and 5 years	86	83	76	74
	154	145	130	122
Less: Amounts representing finance charges	(9)	N.A	(8)	N.A
Present value of minimum lease payments	145	145	122	122

18. Share capital and treasury shares

a) Share capital

	2019		2018	
	No. of shares ‘000	**$’000**	No. of shares ‘000	$’000
Group				
Issued and fully paid ordinary shares				
At 1 January	**196,124**	**4,477**	195,724	4,449
Exercise of employee share options [Note 18(c)]	**-**	**-**	400	28
At 31 December	**196,124**	**4,477**	196,124	4,477
Company				
Issued and fully paid ordinary shares				
At 1 January	**196,124**	**40,072**	195,724	40,044
Exercise of employee share options [Note 18(c)]	**-**	**-**	400	28
At 31 December	**196,124**	**40,072**	196,124	40,072

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

In 2018, the Company issued 400,000 ordinary shares for a total consideration of $21,200 for cash via the exercise of the 2013 Share Option [Note 18(c)].

Reverse acquisition

At Group level

The acquisition of Koyo Engineering (S.E. Asia) Pte. Ltd. (“**Koyo Engineering**”) in 2009 has been accounted for as a reverse acquisition in the consolidated financial statements of the Group. Koyo Engineering, which is the legal subsidiary the (“**Acquired Group**”) is considered the acquirer for accounting purposes. Accordingly, the balance sheets, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement of the Group have been prepared as a continuation of Koyo Engineering’s financial statements, in accordance with the Group accounting policies as described in Note 2.6(b).

18. Share capital and treasury shares (cont'd)

b) Treasury shares

	Group and Company			
	2019		2018	
	No. of shares '000	**$'000**	No. of shares '000	$'000
At 1 January and 31 December	**(6,300)**	**(630)**	(6,300)	(630)

Treasury shares relate to ordinary shares of the Company that is held by the Company.

c) Share options – Koyo International Employee Share Option Scheme 2011 ("KSOS")

On 25 April 2011, shareholders approved the KSOS for the Group's employees, executive directors and non-executive directors who satisfy the eligibility criteria of the KSOS. The KSOS remains in force at the discretion of the KSOS Committee, subject to a maximum period of ten years. The KSOS is administered by the Remuneration Committee which comprises its Chairman, Ms Serena Lee Chooi Li, and members, Mr Wong Loke Tan and Mr Yeo Guat Kwang.

Under the KSOS, options to subscribe for the ordinary shares of the Company are granted to directors and employees who have contributed significantly to the success and development of the Group. The exercise price of the options is determined at, the discretion of the Remuneration Committee, Market Price or a price which is set at a discount to the Market Price, provided that the maximum discount which may be given in respect of any option shall not exceed 20% of the Market Price. The market price ("**Market Price**") is defined as the average of the closing prices of the Company's ordinary shares as quoted on the SGX-ST for three market days immediately preceding the date of the grant.

The exercise period of the options commences after two years from the date of grant of that option but before five years from the offer date of that option (in the case where the option is granted at a discount) while the exercise period for the options granted at Market Price commences one year from the date of grant of that option but before five years from the offer date of that option.

The aggregate number of shares over which options may be granted on any date, when added to the number of shares issued and issuable in respect of all options granted under the KSOS, shall not exceed 15% of the issued share capital (excluding treasury shares, if any) of the Company on the date immediately preceding the date of grant of an option.

The KSOS became operative upon the Company granting options to subscribe for 5,165,000 ordinary shares and 400,000 ordinary shares of the Company on 15 December 2011 ("**2011 Options**") and 23 January 2013 ("**2013 Options**") respectively. Apart from the 2011 Options and 2013 Options, there were no other options granted in prior years. The Company did not grant any options during the current financial year ended 31 December 2019.

18. Share capital and treasury shares (cont'd)

c) *Share options – Koyo International Employee Share Option Scheme 2011 ("KSOS") (cont'd)*

Movements in the number of unissued ordinary shares under option and their exercise prices are as follows:

	No. of Ordinary Shares under Options						
	Balance as at 1.1.2018	Granted during financial year	Lapsed during financial year	Exercised during financial year	Balance as at 31.12.2018	Exercise price	Exercise period
Group and Company							
2018							
2013 Options	400,000	-	-	(400,000)	-	$0.053	23.01.15 – 22.01.18
	400,000	-	-	(400,000)	-		

There was no outstanding share options as at 31 December 2019.

There were no unissued shares of the Company under option at the end of the financial year.

19. Other reserves

	Group		Company	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
(a) Composition:				
Employee share option reserve	**-**	-	**-**	-
Fair value reserve	**(259)**	(255)	**-**	-
Premium paid on acquisition of non-controlling interests	**(2)**	(2)	**-**	-
	(261)	(257)	**-**	-
(b) Movements:				
(i) Employee share option reserve				
At 1 January	**-**	7	**-**	7
Issuance of shares on exercise of share options	**-**	(7)	**-**	(7)
At 31 December	**-**	-	**-**	-
(ii) Fair value reserve				
At 1 January	**(255)**	(191)	**-**	-
Adoption of SFRS(I) 9 *	**-**	(63)	**-**	-
Investment securities				
- Fair value losses	**(4)**	(1)	**-**	-
At 31 December	**(259)**	(255)	**-**	-
(iii) Premium paid on acquisition of non-controlling interests				
At 1 January and 31 December	**(2)**	(2)	**-**	-

Other reserves are non-distributable.

i) Employee share option reserve

Employee share option reserve represents the equity-settled share options granted to employees [Note 18(c)]. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

ii) Fair value reserve

Fair value reserve represents the cumulative fair value changes, net of tax, of investment securities.

iii) Premium paid on acquisition of non-controlling interests

The reserve represents the difference between the fair value of the consideration paid on acquisition of non-controlling interests and the carrying value of the additional interests acquired.

* Being reversal of impairment loss for AFS upon adoption of SFRS(I) 9.

20. Retained profits / (accumulated losses)

(a) Retained profits of the Group are distributable.

(b) Movement in accumulated losses for the Company is as follows:

	Company	
	2019	2018
	$'000	$'000
At 1 January	**(10,612)**	(10,636)
Net profit	**454**	214
Dividends paid (Note 21)	**(190)**	(190)
At 31 December	**(10,348)**	(10,612)

21. Dividends

	Group	
	2019	2018
	$'000	$'000
Ordinary dividends paid		
Final dividend of 0.10 cents (2018: 0.10 cents) per ordinary share, paid in respect of the financial year ended 31 December 2018 (2018: 31 December 2017)	**190**	190

The directors have proposed a final dividend of 0.10 cents per share for FY2019, amounting to approximately $190,000. These financial statements do not reflect this proposed dividend, which will be accounted for in shareholders' equity as an appropriation of retained profits in the financial year ending 31 December 2020.

22. Lease - The Group as a lessee

Nature of the Group's leasing activities

Right-of-use Asset (Property)

The Group leases office space for the purpose of office operations.

Motor vehicle

The Group has lease contracts for motor vehicles. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets.

The Group also has certain leases of workers' dormitories space lodgings with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

22. Lease - The Group as a lessee (cont'd)

(a) Carrying amount

ROU assets classified within Property, plant and equipment

	Right-of-use Asset (Property) $'000	Motor vehicles $'000	Total $'000
At 1 January 2019	221	378	599
Addition	-	137	(137)
Depreciation	(102)	(123)	(225)
At 31 December 2019	119	392	511

(b) Lease liabilities

The carrying amounts of lease liabilities during the year are disclosed in Note 17 and the maturity analysis of lease liabilities is disclosed in Note 25.

(c) Amounts recognised in profit or loss

	$'000
Depreciation of right-of-use assets	225
Interest expense on lease liabilities (Note 5)	7
Lease expense not capitalised in lease liabilities	
– Expense relating to short-term leases	235
– Expense relating to low-value leases	34
Total amount recognised in profit or loss (Note 5)	501

(d) Total cash outflow

The Group had total cash outflows for leases of $463,000 in 2019.

23. Contingencies

Company

The Company has issued corporate guarantees amounting to $5.0 million (2018: $5.0 million) to banks for banking facilities of its subsidiaries. These banking facilities of the subsidiaries utilised amounted to nil (2018: nil) as at the end of the reporting date. In addition, the Company has also issued corporate guarantees amounting to $7.7 million (2018: nil) to insurance companies on performance bonds relating to the project of a subsidiary.

The Company has evaluated both the fair values of the corporate guarantees and the consequential liabilities derived from its guarantees to the banks/financial institutions with regard to the subsidiaries and are of the opinion that they are minimal. The subsidiaries for which the guarantees were provided are in favourable equity positions and are profitable, with no default in the payment of borrowings and credit facilities.

24. Commitments

(a) Operating lease commitments - where the Group is a lessee

The Group leases workers' dormitories space lodgings under non-cancellable operating lease agreements.

As at 31 December 2018, the future minimum lease payables under non-cancellable operating leases contracted for but not recognised as liabilities, are as follows:

	Group
	$'000
Not later than one year	250
Between one year and five years	122
	372

As disclosed in Note 2.2, the Group has adopted SFRS(I) 16 on 1 January 2019. These lease payments have been recognised as ROU assets and lease liabilities on the balance sheet as at 31 December 2019, except for short-term and low value leases.

(b) Capital commitments

Capital expenditures contracted for at the end of the reporting date but not recognised in the financial statements are as follows:

	Group		**Company**	
	2019	2018	**2019**	2018
	$'000	$'000	**$'000**	$'000
Capital commitment in respect of:				
Purchase of property located at 4 Kwong Min Road Singapore 628707	**2,540**	-	**-**	-
	2,540	-	**-**	-

25. Financial risk management

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies seek to ensure that adequate financial resources are available for the Group's business whilst managing its market risk, credit risk, liquidity risk and capital risk.

(a) Market risk

(i) Currency risk

Foreign currency risk arises from transactions denominated in currencies other than the functional currency of the Company. The Group's and the Company's business operations are not exposed to significant foreign currency risks as it has no significant transactions denominated in foreign currencies.

(ii) Price risk

The Group is exposed to equity price risk arising from its investments in quoted equity securities. These securities are quoted on the Singapore Exchange Securities Trading Limited (SGX-ST) in Singapore and are classified as investment securities. To manage its price risk arising from its investments in equity securities, the Group diversifies its portfolio across different markets and industries, where appropriate.

If prices for equity securities changed by 10% (2018: 10%) with all other variables including tax rate being held constant, the effects on profit after tax and other comprehensive income will not be significant.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group has cash balances placed with reputable banks and financial institutions which generate interest income for the Group. The Group manages its interest rate risk by placing such balances on varying maturities and interest rate terms.

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are bank deposits, trade and other receivables and contract assets. For trade and other receivables, the Group adopts the policy of dealing only with customers and counterparties of appropriate credit history to mitigate credit risk. Bank deposits are mainly placed with financial institutions which have high credit ratings.

The Group manages credit risk by monitoring credit-worthiness and limiting the aggregate risk to any individual counterparty.

25. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

The Group and the Company do not hold any collateral from its customers. The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Company	
	2019	2018
	$'000	$'000
Corporate guarantees provided to banks on subsidiaries' banking facilities	**5,000**	5,000
Corporate guarantees provided to insurance companies on performance bonds relating to the project of a subsidiary	**7,700**	-
	12,700	5,000

As at end of reporting period, banking facilities utilised by the subsidiary to which the Company has provided a corporate guarantee is nil (2018: nil).

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 60 days when they fall due, which are derived based on the Group's historical information.

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- Actual or expected significant changes in the operating results of the debtor
- Significant increases in credit risk on other financial instruments of the same debtor
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the Group and changes in the operating results of the debtor.

25. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group's current credit risk grading framework comprises the following categories:

Category	Definition of category	Basis for recognising expected credit loss (ECL)
I	Counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
II	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
III	Amount is >60 days past due or there is evidence indicating the asset is credit-impaired (in default).	Lifetime ECL – credit-impaired
IV	There is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.	Amount is written off

The table below details the credit quality of the Group's financial assets, as well as maximum exposure to credit risk by credit risk rating categories:

	Note	Category	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
31 December 2019						
Trade receivables	12	Note 1	Lifetime ECL (simplified)	1,949	(808)	1,141
Other receivables	12	I	12-month ECL	197	-	197
Contract assets	13	Note 1	Lifetime ECL (simplified)	2,429	(1,064)	1,365
					(1,872)	

25. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

	Note	Category	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
31 December 2018						
Trade receivables	12	Note 1	Lifetime ECL (simplified)	4,040	(1,105)	2,935
Other receivables	12	I	12-month ECL	204	-	204
Contract assets	13	Note 1	Lifetime ECL (simplified)	2,714	(1,064)	1,650
					(2,169)	

Trade receivables and contract assets (Note 1)

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables and contract assets.

In measuring the expected credit losses, trade receivables and contract assets are grouped based on shared credit risk characteristics and days past due. The contract assets relate to unbilled work in progress, which have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Group determines the expected credit losses by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status in terms of the provision matrix.

The Group did not recognise additional impairment on the Group's trade receivables and contract assets as the computed amount is deemed immaterial by the Group.

	Trade receivables						
	Days past due						
	≤ 30 days $'000	31-60 days $'000	61-90 days $'000	91-120 days $'000	>120 days $'000	>365 days $'000	Total $'000
31 December 2019							
ECL rate	-	-	-	0.2%	0.4%	100%	
Estimated total gross carrying amount at default	713	214	39	119	56	808	1,949
ECL	-	-	-	#	#	(808)	(808)
							1,141
31 December 2018							
ECL rate	0.03%	0.16%	0.36%	0.66%	1.06%	100%	
Estimated total gross carrying amount at default	2,484	310	25	5	113	1,103	4,040
ECL	#	#	#	#	(2)	(1,103)	(1,105)
							2,935

Less than $1,000

25. Financial risk management (cont'd)

Financial risk factors (cont'd)

(b) Credit risk (cont'd)

	Contract assets		
	Days past due		
	≤ 30 days $'000	**>365 days $'000**	**Total $'000**
31 December 2019			
ECL rate	-	100%	
Estimated total gross carrying amount at default	1,365	1,064	2,429
ECL	-	(1,064)	(1,064)
			1,365
31 December 2018			
ECL rate	-	100%	
Estimated total gross carrying amount at default	1,650	1,064	2,714
ECL	-	(1,064)	(1,064)
			1,650

Credit risk concentration profile

The trade receivables of the Group comprise three debtors (2018: three debtors) that contributed 63% (2018: 83%) of trade receivables. These three debtors (2018: three debtors) individually represented 12% -30% (2018: 13% - 54%) of the Group's trade receivables.

The credit risk for trade and other receivables (net of allowance for expected credit losses) and contract assets, based on the information provided to key management is as follows:

	Group		**Company**	
	2019 $'000	2018 $'000	**2019 $'000**	2018 $'000
By types of customers				
- Non-related parties	**2,506**	4,585	**-**	-

All customers are located in Singapore.

(c) Liquidity risk

The Group and the Company manage the liquidity risk by maintaining sufficient cash and bank balances to enable them to meet their normal operating commitments having adequate amount of committed credit facilities. At the end of the reporting period, assets held by the Group and the Company for managing liquidity risk included cash at banks and short-term deposits as disclosed in Note 10.

The table below analyses the maturity profile of the financial liabilities of the Group and the Company based on contractual undiscounted cash flows.

25. Financial risk management (cont'd)

Financial risk factors (cont'd)

(c) Liquidity risk (cont'd)

	Less than 1 year $'000	Between 1 and 5 years $'000	Total $'000
Group			
At 31 December 2019			
Trade and other payables	**6,130**	**-**	**6,130**
Contract liabilities	**1,469**	**-**	**1,469**
Lease liabilities	**173**	**39**	**212**
At 31 December 2018			
Trade and other payables	4,980	-	4,980
Contract liabilities	1,602	-	1,602
Lease liabilities	68	86	154
Company			
At 31 December 2019			
Trade and other payables	**1,084**	**-**	**1,084**
Lease liabilities	**54**	**22**	**76**
At 31 December 2018			
Trade and other payables	1,284	-	1,284
Lease liabilities	54	76	130

(d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. The capital structure of the Group comprises issued share capital and retained profits. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain borrowings or sell assets to increase the working capital. No changes were made in the objectives, policies or procedures during the financial years ended 31 December 2019 and 31 December 2018.

Management monitors capital based on the financial position of the Group and the Company. The Group has positive net assets and maintain low bank borrowings. Future decisions to raise capital and funds will be made with the objective to maintain positive working capital structure.

	Group		Company	
	2019 $'000	2018 $'000	**2019 $'000**	2018 $'000
Net assets	**19,768**	19,572	**29,094**	28,830

The Group and the Company have no externally imposed capital requirements for the financial years ended 31 December 2019 and 2018. The Group's overall strategy remains unchanged from 2018.

25. Financial risk management (cont'd)

Financial risk factors (cont'd)

(e) Fair value measurements

The table below presents assets and liabilities measured and carried at fair value and classified by level of the following fair value measure hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can assess at the measurement date (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	Group Level 1 $'000
Fair value through OCI	
2019	**22**
Fair value through OCI	
2018	26

The fair value of investment securities traded in active markets is based on quoted market prices at the end of the reporting period. These instruments are included in Level 1.

The carrying amount less allowance for expected credit losses of trade receivables and payables are assumed to approximate their fair values.

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the balance sheet except for the following:

	Group $'000	**Company $'000**
31 December 2019		
Financial assets at amortised cost	**26,208**	**1,552**
Financial liabilities at amortised cost	**7,808**	**1,157**
31 December 2018		
Financial assets at amortised cost	25,627	1,957
Financial liabilities at amortised cost	6,727	1,406

26. Related party transactions

No transactions took place between the Group and related parties other than those disclosed elsewhere in the financial statements.

(a) Outstanding balances as at 31 December 2019, arising from sales/purchases of goods and services, are unsecured and receivable/payable within 12 months from the end of reporting period are disclosed in Notes 12 and 16 to the financial statements.

(b) Key management remuneration

The key management remuneration representing directors' and other key management personnel's are as follows:

	Group	
	2019	2018
	$'000	$'000
Directors' fees	**120**	120
Salaries and short-term employee benefits	**2,659**	2,380
Employer's contribution to Central Provident Fund	**211**	135
	2,990	2,635

The above includes total remuneration to directors of the Company and its subsidiaries amounting to $1,905,000 (2018: $1,669,000).

27. Segment information

The Board of Directors has determined the operating segments based on geographic and business segment perspective. The Board of Directors comprise of Executive and Non-Executive Directors.

Geographically, all the Group's operations are located in Singapore.

The Group is organised into three operating divisions - Mechanical Engineering, Electrical Engineering and Facilities Management.

The principal services of each of these divisions are as follows:

(i) Mechanical Engineering – design and install air-conditioning and mechanical ventilation, plumbing and sanitary installation, fire prevention and protection system as well as integrated systems.

(ii) Electrical Engineering – design and install high and low tension electrical distribution systems, as well as communications, audio-visual and securities systems.

(iii) Facilities Management – provide maintenance, repair and replacement services for commercial buildings, hotels, schools and universities.

27. Segment information (cont'd)

The segment information provided to the Board of Directors for the reportable segments are as follows:

	Mechanical Engineering $'000	Electrical Engineering $'000	Facilities Management $'000	Total $'000
2019				
Revenue				
Revenue from external parties	**8,632**	**1,120**	**10,151**	**19,903**
Gross profit	**2,118**	**227**	**2,883**	**5,228**
Segment assets	**721**	**311**	**1,628**	**2,660**
Segment liabilities	**5,005**	**221**	**1,528**	**6,754**
2018				
Revenue				
Revenue from external parties	13,542	979	9,299	23,820
Gross profit	2,334	115	3,115	5,564
Segment assets	2,398	496	1,782	4,676
Segment liabilities	3,568	4	1,841	5,413

Revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the statement of comprehensive income.

The Board of Directors assesses the performance of the operating segments based on gross profit. This measurement basis excludes other income, operating expenses and finance expenses from the operating segments.

27. Segment information (cont'd)

(a) A reconciliation of gross profit to profit before income tax is provided as below:

	Group	
	2019	2018
	$'000	$'000
Gross profit for reportable segments	**5,228**	5,564
Other income	**371**	336
Selling and distribution expenses	**(81)**	(89)
Administrative expenses	**(4,992)**	(4,359)
Other operating expenses	**(60)**	(110)
Finance expenses	**(7)**	(6)
Profit before income tax	**459**	1,336

(b) Reportable segments' assets are reconciled to total assets as follows:

The amounts reported to the Board of Directors with respect to the total assets are measured in a manner consistent with that of the financial statements. Segment assets comprise mainly trade receivables but do not include cash and bank balances, other receivables, investment securities and property, plant and equipment.

	Group	
	2019	2018
	$'000	$'000
Segments' assets for reportable segments	**2,660**	4,676
Other assets		
Unallocated:		
Cash and bank balances	**23,505**	20,838
Other receivables and inventories	**592**	226
Investment securities	**22**	26
Property, plant and equipment	**881**	709
	27,660	26,475

(c) Reportable segments' liabilities are reconciled to total liabilities as follows:

The amounts reported to the Board of Directors with respect to the total liabilities are measured in a manner consistent with that of the financial statements. Segment liabilities comprise mainly trade payables but do not include other payables, current income tax liabilities and lease liabilities.

	Group	
	2019	2018
	$'000	$'000
Segments' liabilities for reportable segments	**6,754**	5,413
Other liabilities		
Unallocated:		
Other payables	**845**	1,169
Lease liabilities	**209**	145
Current income tax liabilities	**84**	176
	7,892	6,903

The Group is headquartered and only has operations in Singapore. Accordingly, no geographical segment information is presented.

27. Segment information (cont'd)

(c) Reportable segments' liabilities are reconciled to total liabilities as follows (cont'd):

Revenue of approximately $13,124,000 (2018: $20,589,000) are derived from four external customers (2018: five). This revenue is attributable to the mechanical engineering segment and facilities management segment.

28. Subsequent event

The extent of the impact of the coronavirus ("COVID-19") outbreak on the financial performance of the business operation will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions and the impact of COVID-19 on the Singapore market and overall economy, all of which are highly uncertain and cannot be predicted. If Singapore markets or the overall economy are impacted for an extended period, the financial performance of the Group may be materially adversely affected.

29. Other matters – conclusion of investigation by Commercial Affairs Department

The Company previously announced on 10 February 2016 that the Managing Director, Mr Foo Chek Heng ("Mr Foo") was being investigated by the Monetary Authority of Singapore and Commercial Affairs Department of the Singapore Police Force (collectively, "Relevant Authorities") for possible contravention under section 197 of the Securities and Futures Act (Cap. 289).

As part of our current year audit procedures, we sent a confirmation dated 31 December 2019 to the Relevant Authorities to enquire about the status of the investigation. The Authorities replied on 8 January 2020 stating that the above investigation has concluded. Eight individuals have been charged for offences under the Securities and Futures Act (SFA) relating to trading in the shares of Catalist-listed Koyo International Limited between 12 August 2014 and 15 January 2016. Mr Foo was not one of the eight individuals who were charged.

30. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Koyo International Limited on 2 April 2020.

STATISTICS OF SHAREHOLDINGS

AS AT 23 MARCH 2020

Issued and fully paid-up share capital	- S$39,442,252
Number of issued shares (excluding treasury shares and subsidiary holdings)	- 189,823,497(with voting rights)
Class of shares	- Ordinary shares
Voting rights	- One (1) vote per ordinary share
Number of treasury shares and percentage	- 6,300,000 (3.32%)
Number of subsidiary holdings and percentage	- Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	17	1.86	804	0.00
100 - 1,000	122	13.33	59,004	0.03
1,001 - 10,000	342	37.38	1,754,425	0.93
10,001 - 1,000,000	418	45.68	28,002,661	14.75
1,000,001 AND ABOVE	16	1.75	160,006,603	84.29
TOTAL	**915**	**100.00**	**189,823,497**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	FOO CHEK HENG	72,725,500	38.31
2	SALIX CAPITAL PTE LTD	49,449,500	26.05
3	TAI CHIEW SHAM	6,551,800	3.45
4	LOH NGIAP CHEW	5,310,700	2.80
5	TAI HO FAH	4,341,600	2.29
6	ABN AMRO CLEARING BANK N.V.	4,206,500	2.22
7	JOHN HAMILTON CAPITAL LTD	3,400,000	1.79
8	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	2,570,053	1.35
9	ONG SWEE GUAN	2,165,250	1.14
10	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	1,589,250	0.84
11	LOH SOO SENG	1,580,000	0.83
12	HSBC (SINGAPORE) NOMINEES PTE LTD	1,500,000	0.79
13	SANTO PERRY MICHAEL ALEXANDER	1,263,900	0.67
14	LIM SIN TAT	1,178,600	0.62
15	DBS NOMINEES (PRIVATE) LIMITED	1,087,200	0.57
16	UOB KAY HIAN PRIVATE LIMITED	1,086,750	0.57
17	KOH KIN TONG	1,000,000	0.53
18	YEO WEI HUANG	820,000	0.43
19	YEO GUAT KWANG	790,000	0.42
20	SEAH CHYE ANN (XIE CAI'AN)	749,900	0.40
	TOTAL	**163,366,503**	**86.07**

STATISTICS OF SHAREHOLDINGS
AS AT 23 MARCH 2020

Substantial Shareholders
(As shown in the Register of Substantial Shareholders as at 23 March 2020)

Name of Shareholders	**Number of Shares**			
	Direct Interest	**Deemed Interest**	**Total**	**%**
Foo Chek Heng(1)	72,725,500	400,000	73,125,500	38.52
Salix Capital Pte Ltd(2)	49,449,500	-	49,449,500	26.05
Heng Jee Moi	-	49,449,500	49,449,500	26.05
Foo Suay Lun	-	49,449,500	49,449,500	26.05

Notes:

(1) Mr Foo Chek Heng is deemed interested in 400,000 shares held by his wife, Mdm Dalat Kositanon.

(2) Salix Capital Pte Ltd is 100% owned by Heng Jee Moi with joint tenant with her grandson Foo Suay Lun, Executive Director, with right of survivorship.

Confirmation of Compliance with Rule 723 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("Catalist Rules")

Based on information available to the Company as at 23 March 2020 approximately 34.22% of the issued ordinary shares of the Company were held by the public and therefore, the Company is in compliance with Rule 723 of the Catalist Rules.

APPENDIX DATED 15 APRIL 2020

This Appendix is circulated to shareholders of Koyo International Limited ("**Company**") ("**Shareholders**") together with the Company's annual report for the financial year ended 31 December 2019 ("**Annual Report**"). Its purpose is to provide Shareholders with the relevant information relating to, and seek Shareholders' approval for the renewal of the Share Buyback Mandate (as defined herein) to be tabled at the forthcoming annual general meeting of the Company.

The Notice of Annual General Meeting and a Proxy Form are to be despatched in due course.

If you are in any doubt as to the contents of this Appendix or the actions you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.

This Appendix has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

The contact person for the Sponsor is Ms. Gillian Goh, Director, Head of Continuing Sponsorship (Mailing address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 E-mail: sponsorship@ppcf.com.sg).

KOYO INTERNATIONAL LIMITED
(Incorporated in Singapore)
(Company Registration No. 200100075E)

APPENDIX IN RELATON TO THE
PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

APPENDIX DATED 15 APRIL 2020

KOYO INTERNATIONAL LIMITED
(Incorporated in Singapore)
(Company Registration No.: 200100075E)

Directors		**Registered Office**
Wong Loke Tan	(Independent Non-Executive Chairman)	53 Ubi Ave 3
Foo Chek Heng	(Managing Director/Chief Executive Officer)	#02-01
Foo Suay Wei	(Executive Director)	Singapore 408863
Foo Suay Lun	(Executive Director)	
Yeo Guat Kwang	(Independent Non-Executive Director)	
Serena Lee Chooi Li	(Independent Non-Executive Director)	

15 April 2020

To: The Shareholders of Koyo International Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 The Company proposes to seek the approval of its Shareholders for the Proposed Renewal of the Share Buyback Mandate at the annual general meeting ("AGM") to be held by 29 June 2020. Shareholders are advised to stay updated through the Company's further announcement(s) released on the SGXNet in respect of details relating to the Notice of AGM.

1.2 The proposed Resolution 9 in the Annexure to the cover letter to Shareholders relates to the proposed renewal of the share buyback mandate ("**Share Buyback Mandate**"), which was previously approved by shareholders of the Company ("**Shareholders**") at the AGM of the Company held on 29 April 2019, to authorise the directors of the Company ("**Directors**") to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") on the terms of the Share Buyback Mandate. The authority conferred by the Share Buyback Mandate will expire on the date of the forthcoming AGM.

1.3 The purpose of this Appendix is to provide Shareholders with relevant information relating to, and explain the rationale for the proposed renewal of the Share Buyback Mandate to be tabled at the AGM.

2. PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Background

The Directors propose to table for Shareholders' consideration and approval, the renewal of the Share Buyback Mandate to be renewed at the forthcoming AGM.

If the ordinary resolution relating to the renewal of the Share Buyback Mandate is passed by Shareholders at the forthcoming AGM, it will remain in force until the earliest of (i) the date on which the next AGM of the Company is held or required by law to be held; (ii) the date on which the Share Buybacks are carried out to the full extent of the Share Buyback Mandate; or (iii) the date the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting (“**Relevant Period**”).

2.2 Rationale

The rationale for the Company to undertake the purchase of its issued Shares (“**Share Buyback**”) is as follows:

(a) It is a principal mission of the Directors to constantly seek to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Company and its subsidiaries (the “**Group**”). A Share Buyback at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced; and

(b) Share Buybacks provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the earnings and/or net tangible asset value per Share. The Directors further believe that Share Buybacks by the Company will help mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholder confidence.

If and when circumstances permit, the Directors will decide whether to effect the Share Buybacks via Market Purchases or Off-Market Purchases (as respectively defined under sections 2.3.4 (a) and (b) below), after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out purchases pursuant to the Share Buyback Mandate to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Group.

The Directors will only make a Share Buyback as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the Shareholders. The Directors will decide whether to purchase shares only after taking into account, among other things, the market conditions at such time, the Company’s financial condition and whether such purchases will cause the Company to become insolvent, and whether such purchases represent the most efficient and cost-effective approach to enhance Shareholders’ value.

Share purchases will only be made if the Directors believe that such purchases are likely to benefit the Company and increase economic value for Shareholders.

2.3 Authority and Limits on the Share Buyback Mandate

The authority and limitations placed on purchases of Shares by the Company under the Share Buyback Mandate, if renewed at the AGM, are as follows:

2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than ten per cent (10%) of the total number of issued Shares as at the date of the AGM at which the renewal of the Share Buyback Mandate is approved ("**Approval Date**") unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, Chapter 50 of Singapore, as amended or modified from time to time (“**Companies Act**”) in which event the total number of issued Shares of the Company shall be taken to be the total number of the issued Shares as altered. For the purposes of calculating the percentage of Shares as referred above, any of the Shares which are held by the Company as treasury shares will be disregarded.

For illustrative purposes only, based on the existing issued and paid-up share capital of the Company as at 2 April 2020, being the latest practicable date (the “**Latest Practicable Date**”), comprising 189,823,497 Shares (excluding 6,300,000 treasury shares and subsidiary holdings), and assuming that no further Shares are issued or purchased and kept as treasury shares on or prior to the AGM, not more than 18,982,349 Shares (representing 10% of the issued and paid-up share capital (excluding 6,300,000 treasury shares and subsidiary holdings) of the Company as at the date of the AGM) may be purchased by the Company pursuant to the Share Buyback Mandate.

2.3.2 Duration of Authority

Share Buybacks may be made, at any time and from time to time during the Relevant Period, on and from the Approval Date, up to the earlier of:

(a) the date on which the next AGM is held or required by law to be held;

(b) the date on which the Share Buybacks are carried out to the full extent mandated; or

(c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in a general meeting.

2.3.3 Solvency

As stated in the Companies Act, the Share Buyback may be made out of the Company’s profits or capital so long as the Company is solvent. Accordingly, purchases or acquisition of Shares may only be made if the Directors know that the Company is, or have no reason to believe that the Company is not, solvent.

Pursuant to Section 76F(4) of the Companies Act, the Company is solvent if at the date of the payment made by the Company in consideration of acquiring any right with respect to the purchase or acquisition of its own shares:-

(a) there is no ground on which the Company could be found to be unable to pay its debts;

(b) if —

(i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

(ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and

(c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

2.3.4 Manner of Purchase of Shares

Share Buybacks may be made by way of:

(a) on-market purchases ("**Market Purchase**"), transacted on the Singapore Exchange Securities Trading Limited's ("**SGX-ST**") trading system or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) off-market purchases ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buyback Mandate, the Listing Manual Section B: Rules of Catalist of the SGX-ST ("**Catalist Rules**") and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:

(i) offers for the Share Buyback shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(iii) the terms of all the offers are the same, except that there shall be disregarded, where applicable:

(i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

(ii) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid ; and

In addition, the Catalist Rules requires that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(a) the terms and conditions of the offer;

(b) the period and procedures for acceptances;

(c) the reasons for the proposed Share Buyback;

(d) the consequences, if any, of Share Buybacks by the Company that will arise under the Singapore Code on Take-overs and Mergers (as amended or modified from time to time) ("**Take-over Code**") or other applicable take-over rules;

(e) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the Catalist of the SGX-ST;

(f) details of any Share Buyback made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), setting out the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.5 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

(a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

(b) in the case of an Off-Market Purchase, pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) days, on which the SGX-ST is open for trading in securities ("**Market Days**") and which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, or as the case may be, the Day of the Making of the Offer (as defined hereinafter) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days period and the day on which the purchases are made;

"**Day of the Making of the Offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 Status of Purchased Shares under the Share Buyback Mandate

Under Section 76B of the Companies Act, any Share which is purchased by the Company shall, unless held as treasury shares to the extent permitted under the Companies Act (as set out below), be deemed cancelled immediately on purchase, and all rights and privileges attached to that Share will expire on such cancellation. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or otherwise acquired by the Company and which are held as treasury shares. All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act), will be automatically de-listed by the SGX-ST, and the certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

2.5 Treasury Shares

Under the Companies Act, Shares purchased by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 Maximum Holdings

The aggregate numbers of Shares held as treasury shares cannot at any time exceed ten per cent (10%) of the total number of issued Shares of the Company. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Companies Act within six (6) months or such further periods as the Accounting and Corporate Regulatory Authority ("**ACRA**") may allow.

As at the Latest Practicable Date, the Company holds 6,300,000 treasury shares representing approximately 3.32 per cent (3.32%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings). Where Shares purchased pursuant to the renewed Share Buyback Mandate are held as treasury shares, the number of such Shares to be held as treasury shares, when aggregated with the then existing Treasury Shares held, shall not, subject to the Companies Act, exceed the ten per cent (10%) limit of the total number of issued Shares of the Company as at the date of the general meeting at which the proposed renewal of the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of Shares as altered ("**Treasury Shares Limit**"). Treasury Shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit.

For illustrative purposes, the Company may only retain a further 12,682,349 Shares as treasury shares as it is only allowed to hold a maximum of 18,982,349 treasury shares (being 10% of the total number of issued Shares of 189,823,497 Shares excluding treasury shares and subsidiary holdings).

2.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members of the Company on a winding up) may be made, to the Company, in respect of the treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller or larger amount (as the case may be) is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

(a) sell the treasury shares (or any of them) for cash;

(b) transfer the treasury shares (or any of them) for the purposes of, or pursuant to a share scheme of the Company;

(c) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of, another company or assets of another person;

(d) cancel the treasury shares (or any of them); or

(e) sell, transfer or otherwise use the treasury shares (or any of them) for such other purposes as may be prescribed by the Minister for Finance.

Under the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, "**Usage**"). Such announcement must include details such as the date of the Usage, the purpose of the Usage, the number of treasury shares comprised in the Usage, the number of treasury shares before and after the Usage, the percentage of the number of treasury shares comprised in the Usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the Usage and the value of the treasury shares comprised in the Usage.

2.6 Source of Funds

The Company may use internal resources and/or external borrowings to finance purchases of its Shares pursuant to the Share Buyback Mandate. The Directors do not propose to carry out Share Buybacks to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company and/or the Group.

2.7 Reporting Requirements under the Companies Act

Within 30 days of the passing of a Shareholders' resolution to approve the Share Buybacks by the Company, the Company shall lodge a copy of such resolution with ACRA. The Company shall also notify the ACRA within 30 days of a purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the Share Buybacks, including the date of the purchase, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase of Shares, the amount of consideration paid by the Company for the Share Buybacks, and whether the Shares are purchased out of the profits or the capital of the Company.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form as required by ACRA.

2.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or the tax implications as a result of any share purchase or acquisition by the Company, or who may be subject to tax whether in or outside Singapore, should consult their professional advisers.

2.9 Catalist Rules

Under the Catalist Rules, a listed company may purchase shares by way of Market Purchases at a price per Share which is not more than five per cent (5%) above the Average Closing Price. The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in section 2.3.5(a) above, conforms to this restriction. Additionally, the Catalist Rules also specifies that a listed company shall announce all purchases or acquisitions of its shares via the SGXNET not later than 9.00 a.m.:

(a) in the case of a Market Purchase, on the Market Day following the day of purchase of any of its shares; and

(b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement shall include, *inter alia*, details of the total number of shares authorised for purchase, the date of purchase, prices paid for the total number of shares purchased, the purchase price per share or the highest price and lowest price per share (as applicable), and the number of issued shares after purchase, in the form prescribed under the Catalist Rules.

While the Catalist Rules does not expressly prohibit any purchase of shares by a listed company during any particular time, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase of Shares pursuant to the renewed Share Buyback Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Directors until such price-sensitive information has been publicly announced.

Further, in line with the Company's best practices guide on securities dealings under the Catalist

Rules, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing one (1) month immediately preceding the announcement of the Company's annual (full year) or interim (half-year) results.

2.10 Listing Status

Catalist Rules requires a listed company to ensure that at least ten per cent (10%) of its Shares (excluding treasury shares and subsidiary holdings) are in the hands of the public. The term "public", as defined under the Catalist Rules, are persons other than (i) the directors, chief executive officer, substantial shareholders or controlling shareholders of the Company and its subsidiaries; and (ii) the Associates (as defined in the Listing Rules) of persons in (i). As at the Latest Practicable Date, there are 64,958,497 Shares in the hands of the public, representing 34.22% of the issued Shares of the Company (based on 189,823,497 issued Shares, excluding 6,300,000 treasury shares and subsidiary holdings, as at the Latest Practicable Date).

For illustration purpose only, assuming that the Company purchases up to the maximum number of 10% of the issued Shares (excluding treasury shares and subsidiary holdings), being 18,982,349 Shares as at the Latest Practicable Date from members of the public, the resultant number of Shares held by the public after the purchase of such Shares would be 45,976,148 Shares, representing approximately 26.91% of the remaining issued Shares (excluding treasury shares and subsidiary holdings). Accordingly, the Company is of the view that there are sufficient numbers of the Shares in issue held by public. Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full ten per cent (10%) limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of the Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

In undertaking any purchase of its Shares, the Directors will use their best efforts to ensure that a sufficient number of Shares remain in public hands so that the share buyback(s) will not:

(a) adversely affect the listing status of the Shares on the SGX-ST;

(b) cause market illiquidity; or

(c) adversely affect the orderly trading of Shares.

2.11 Implications under the Take-over Code

The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.11.1 <u>Obligation to make a take-over offer</u>

Rule 14 of the Take-over Code ("**Rule 14**") requires, *inter alia,* that except with the consent of the Securities and Industry Council of Singapore ("**SIC**"), where:-

(a) any person acquires, whether by a series of transaction over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights or a company; or

(b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than 1% of the voting rights,

such person shall extend immediately an offer on the basis set out below to the holders of any class of shares in the capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group or persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

In calculating the percentages of voting rights of such person and their concert parties, treasury shares and subsidiary holdings shall be excluded.

2.11.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies, who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert with each other under the Take-over Code:

(a) the following companies :-

- (i) a company;
- (ii) the parent company of (i);
- (iii) the subsidiaries of (i);
- (iv) the fellow subsidiaries of (i);
- (v) the associated companies of any of (i), (ii), (iii) or (iv);
- (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v). For this purpose, a company is an associated company of another company if the second company owns or controls at least twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of the first-mentioned company; and
- (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;

(b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

(c) a company with any of its pension funds and employee share schemes;

(d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of:-

  (i) the adviser and persons controlling, controlled by or under the same control as the adviser; and

  (ii) all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;

(f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;

(g) partners; and

(h) the following persons and entities:-

  (i) an individual;
  (ii) the close relatives of (i);
  (iii) the related trusts of (i);
  (iv) any person who is accustomed to act in accordance with the instructions of (i);
  (v) companies controlled by any of (i), (ii), (iii) or (iv); and
  (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders (including Directors of the Company) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

2.11.3 <u>Effect of Rule 14 and Appendix 2 of the Take-over Code</u>

Appendix 2 of the Take-over Code contains the share buy-back guidance note. In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, if, as a result of any purchase or acquisition by the Company of its Shares, the proportionate percentage of voting rights held by a Shareholder and persons acting in concert with him increase, such increase will be treated as an acquisition for the purposes of the Take-over Code. If as a result of such increase, a Shareholder or group of Shareholders acting in concert with a Director obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert with a Director could become obliged to make a take-over offer for the Company under Rule 14.

Under Appendix 2, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30 per cent (30%) or more, or, if such Shareholder holds between 30 per cent (30%) and 50 per cent (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution to approve the renewal of the Share Buyback Mandate. As Mr. Foo Chek Heng and his concert parties already collectively hold more than 50% of the Shares in the Company, he will not be required to make a take-over offer under the Take-over Code as a result of the Company buying back its own shares.

Under the Take-over Code, it is deemed that Foo Chek Heng and Salix Capital Pte Ltd (which is 100% owned as joint tenants by Heng Jee Moi and Foo Suay Lun, who are Foo Chek Heng's mother and son respectively) are acting in concert ("**Concert Party Group**"). As at the Latest Practicable Date, the Concert Party Group holds an aggregate of 122,575,000 shares representing 64.57% of the Shares (excluding treasury shares and subsidiary holdings). Based on the shareholding of the Concert Party Group, in the event the Company undertakes Share buyback under the renewed Share Buyback Mandate up to the maximum limit of ten percent (10%) of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) as permitted by the renewed Share Buyback Mandate, the shareholdings and voting rights of the Concert Party Group will increase from 64.57% to 71.75%.

2.12 Details of the Shares Bought by the Company in the Previous 12 Months

The Company did not purchase any Shares pursuant to the previous renewal of the Share Buyback Mandate approved by Shareholders at the AGM held on 29 April 2019 up to the Latest Practicable Date.

2.13 Interested Persons

The Company is prohibited from knowingly buying Shares on the SGX-ST from an interested person, that is, a Director, the chief executive officer of the Company or controlling shareholder of the Company or any of their associates, and an interested person is prohibited from knowingly selling his/her Shares to the Company.

3. LIMITS ON SHAREHOLDINGS

The Company does not have any limits on the shareholding of any Shareholder.

4. FINANCIAL EFFECTS OF SHARE BUYBACK MANDATE

4.1 General

Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analyses set out below are based on the audited consolidated financial results of the Company and the Group for the financial year ended 31 December 2019 and are not necessarily representative of future financial performance. Although the Share Buyback Mandate would authorise the Company to buy back up to ten per cent (10%) of the Company's issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily buyback or be able to buyback ten per cent (10%) of the issued Shares (excluding treasury shares and subsidiary holdings) in full.

4.2 The Share Buyback Mandate

It is not possible for the Company to realistically calculate or quantify the impact of purchases as the resultant effect would depend on factors such as the aggregate number of Shares purchased, the purchase prices paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased are held as treasury shares or cancelled.

Under the Companies Act, Share Buybacks by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (including brokerage, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration (including brokerage, stamp duties, applicable goods and services tax and other related expenses) paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Share Buybacks will only be made after considering relevant factors such as the availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions. The Share Buyback Mandate will be exercised with a view to enhance Shareholders' value as set out in section 2.2. The financial effects of the Company and the Group, presented in this section 4.2.2, based on audited consolidated financial results of the Company and the Group for the financial year ended 31 December 2019; are based on the assumptions set out below:

(a) based on 189,823,497 Shares in issue (excluding 6,300,000 treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued and no further Shares are purchased or acquired pursuant to the Share Buyback Mandate, and assuming there were no outstanding options ("**Options**") under the Koyo International Employee Share Option Scheme 2011 on or prior to the AGM;

(b) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been ignored for the purposes of computing the financial effects;

(c) in the case of a Market Purchase by the Company and assuming that the Company purchases or acquires 18,982,349 Shares at the Maximum Purchase Price of S$0.066 for one Share (being the price equivalent to 105% of the Average Closing Price for the Shares for the five consecutive Market Days on which Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date which is 02 April 2020, the maximum amount of funds required for the purchase or acquisition of 18,982,349 Shares is S$1.25 million and is assumed to be financed by internal resources; and

(d) in the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires 18,982,349 Shares at the Maximum Purchase Price of S$0.075 for one Share (being the price equivalent to 20% above the Average Closing Price for the Shares for the five consecutive Market Days on which Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date which is 2 April 2020), the maximum amount of funds required for the purchase or acquisition of 18,982,349 Shares is S$1.42 million and is assumed to be financed by internal resources.

For illustrative purposes only and on the basis of the assumptions set out in (a), (b), (c) and (d) above, the financial effects for Share buybacks made entirely out of profits and capital are as follows:

4.2.1 <u>Market or Off-Market Purchases made entirely out of profits and cancelled, or held as treasury shares</u>

The Company does not have enough accumulated profit as at 31 December 2019 to acquire or purchase Shares entirely out of profits and as such, it is not possible to calculate the financial effects of the Share Buyback made entirely out of profits whether by way of Market or Off-Market Purchases.

4.2.2 <u>Market or Off-Market Purchases made entirely out of capital and cancelled, or held as treasury shares</u>

The financial effects of the purchase or acquisition of 18,982,349 Shares by the Company pursuant to the Share Buyback Mandate made entirely out of capital by way of Market and Off-Market Purchases and cancelled, or held as treasury shares (disregarding the treasury share limit as set out in paragraph 2.5.1 of this Appendix) based on the audited consolidated accounts of the Group and the Company for the financial year ended 31 December 2019 as if the Share Buyback Mandate had been effective on 1 January 2019 are set out below:

Market Purchase

Scenario 1

Purchase or acquisition of 18,982,349 Shares by the Company pursuant to the Share Buyback Mandate made entirely out of capital, with 12,682,349 shares held as treasury shares and 6,300,000 shares cancelled.

	Group		Company	
	Before Share Buyback S$ '000	**After Share Buyback** S$ '000	**Before Share Buyback** S$ '000	**After Share Buyback** S$ '000
Audited as at 31 December 2019				
Shareholders' Funds	20,398	19,982	29,724	29,308
Treasury Shares	(630)	(1,467)	(630)	(1,467)
Total Shareholders' Funds	19,768	18,515	29,094	27,841
Net Assets	19,768	18,515	29,094	27,841
Current Assets	26,757	25,504	1,557	304
Current Liabilities	7,853	7,853	1,135	1,135
Lease Liabilities	209	209	73	73
Profit Attributable to Equity Holders	390	390	454	454
No. of Shares ('000)				
Ordinary Shares (excluding treasury shares and subsidiary holdings)	189,824	170,842	189,824	170,842
Net Assets per Share (cents)	10.41	10.84	15.33	16.30
Basic EPS (cents)	0.21	0.23	0.24	0.27
Current Ratio (times)	3.41	3.25	1.37	0.27
Gearing (times)	0.011	0.011	0.003	0.003

Notes:

(1) Shareholders' funds mean the aggregate of issued share capital, retained earnings and other reserves.
(2) Net assets.
(3) Lease liabilities mean the remaining lease payments due to banks and financial institutions.
(4) Net assets per Share equals to net assets divided by the number of issued and paid-up shares which have excluded treasury shares and subsidiary holdings.
(5) Basic EPS equals to net profit divided by the weighted average number of issued and paid-up shares (excluding treasury shares and subsidiary holdings).
(6) Current ratio equals to current assets divided by current liabilities.
(7) Gearing represents the ratio of lease liabilities to shareholders' funds.

Market Purchase

Scenario 2

Purchase or acquisition of 18,982,349 Shares by the Company pursuant to the Share Buyback Mandate made entirely out of capital and cancelled.

	Group		Company	
	Before Share Buyback	**After Share Buyback**	**Before Share Buyback**	**After Share Buyback**
	S$ '000	S$ '000	S$ '000	S$ '000
Audited as at 31 December 2019				
Shareholders' Funds	20,398	19,145	29,724	28,471
Treasury Shares	(630)	(630)	(630)	(630)
Total Shareholders' Funds	19,768	18,515	29,094	27,841
Net Assets	19,768	18,515	29,094	27,841
Current Assets	26,757	25,504	1,557	304
Current Liabilities	7,853	7,853	1,135	1,135
Lease Liabilities	209	209	73	73
Profit Attributable to Equity Holders	390	390	454	454
No. of Shares ('000)				
Ordinary Shares (excluding treasury shares and subsidiary holdings)	189,824	170,842	189,824	170,842
Net Assets per Share (cents)	10.41	10.84	15.33	16.30
Basic EPS (cents)	0.21	0.23	0.24	0.27
Current Ratio (times)	3.41	3.25	1.37	0.27
Gearing (times)	0.011	0.011	0.003	0.003

Notes:

(1) Shareholders' funds mean the aggregate of issued share capital, retained earnings and other reserves.
(2) Net assets.
(3) Lease liabilities mean the remaining lease payments due to banks and financial institutions.
(4) Net assets per share equals to net assets divided by the number of issued and paid-up shares which have excluded treasury shares and subsidiary holdings.
(5) Basic EPS equals to net profit divided by the weighted average number of issued and paid-up shares (excluding treasury shares and subsidiary holdings).
(6) Current ratio equals to current assets divided by current liabilities.
(7) Gearing represents the ratio of lease liabilities to shareholders' funds.

For the purpose of these illustrations, it was assumed that the Company withdraws S$1,253,000 from its bank deposit accounts to settle purchases of its Shares. The Company may, however, when making Shares purchases pursuant to the Share Buy-back Mandate, use other internal resources to finance the purchases.

Off-Market Purchase

Scenario 1

Purchase or acquisition of 18,982,349 Shares by the Company pursuant to the Share Buyback Mandate made entirely out of capital, with 12,682,349 shares held as treasury shares and 6,300,000 shares cancelled.

	Group		**Company**	
	Before Share Buyback S$ '000	**After Share Buyback** S$ '000	**Before Share Buyback** S$ '000	**After Share Buyback** S$ '000
Audited as at 31 December 2019				
Shareholders' Funds	20,398	19,925	29,724	29,251
Treasury Shares	(630)	(1,581)	(630)	(1,581)
Total Shareholders' Funds	19,768	18,344	29,094	27,670
Net Assets	19,768	18,344	29,094	27,670
Current Assets	26,757	25,333	1,557	133
Current Liabilities	7,853	7,853	1,135	1,135
Lease Liabilities	209	209	73	73
Profit Attributable to Equity Holders	390	390	454	454
No. of Shares ('000)				
Ordinary Shares (excluding treasury shares and subsidiary holdings)	189,824	170,842	189,824	170,842
Net Assets per Share (cents)	10.41	10.74	15.33	16.20
Basic EPS (cents)	0.21	0.23	0.24	0.27
Current Ratio (times)	3.41	3.23	1.37	0.12
Gearing (times)	0.011	0.011	0.003	0.003

Notes:

(1) Shareholders' funds mean the aggregate of issued share capital, retained earnings and other reserves.
(2) Net assets.
(3) Lease liabilities mean the remaining lease payments due to banks and financial institutions.
(4) Net assets per share equals to net assets divided by the number of issued and paid-up shares which have excluded treasury shares and subsidiary holdings.
(5) Basic EPS equals to net profit divided by the weighted average number of issued and paid-up shares (excluding treasury shares and subsidiary holdings).
(6) Current ratio equals to current assets divided by current liabilities.
(7) Gearing represents the ratio of lease liabilities to shareholders' funds.

Off-Market Purchase

Scenario 2

Purchase or acquisition of 18,942,349 Shares by the Company pursuant to the Share Buyback Mandate made entirely out of capital and cancelled.

	Group		Company	
	Before Share Buyback S$ '000	**After Share Buyback** S$ '000	**Before Share Buyback** S$ '000	**After Share Buyback** S$ '000
Audited as at 31 December 2019				
Shareholders' Funds	20,398	18,974	29,724	28,300
Treasury Shares	(630)	(630)	(630)	(630)
Total Shareholders' Funds	19,768	18,344	29,094	27,670
Net Assets	19,768	18,344	29,094	27,670
Current Assets	26,757	25,333	1,557	133
Current Liabilities	7,853	7,853	1,135	1,135
Lease Liabilities	209	209	73	73
Profit Attributable to Equity Holders	390	390	454	454
No. of Shares ('000)				
Ordinary Shares (excluding treasury shares and subsidiary holdings)	189,824	170,842	189,824	170,842
Net Assets per Share (cents)	10.41	10.74	15.33	16.20
Basic EPS (cents)	0.21	0.23	0.24	0.27
Current Ratio (times)	3.41	3.23	1.37	0.12
Gearing (times)	0.011	0.011	0.003	0.003

Notes:

(1) Shareholders’ funds mean the aggregate of issued share capital, retained earnings and other reserves.
(2) Net assets.
(3) Lease liabilities mean the remaining lease payments due to banks and financial institutions.
(4) Net assets per share equals to net assets divided by the number of issued and paid-up shares which have excluded treasury shares and subsidiary holdings.
(5) Basic EPS equals to net profit divided by the weighted average number of issued and paid-up shares (excluding treasury shares and subsidiary holdings).
(6) Current ratio equals to current assets divided by current liabilities.
(7) Gearing represents the ratio of lease liabilities to shareholders’ funds.

For the purpose of these illustrations, it was assumed that the Company withdraws S$1,424,000 from its bank deposit accounts to settle purchases of its Shares. The Company may, however, when making Shares purchases pursuant to the Share Buyback Mandate, use other internal resources to finance the purchase.

Shareholders should note that the financial effects set out above are for illustrative purposes only. It should be noted that the above analyses are based on historical audited financial statements for the financial year ended 31 December 2019 and is not necessarily representative of future financial performance.

Although the Share Buyback mandate would authorise the Company to purchase or acquire up to ten per cent (10%) of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent (10%) of the total issued ordinary share capital of the Company. In addition, the Company may cancel all or part of the Shares repurchased or may hold all or part of the Shares repurchased in treasury.

5. INTERESTS OF DIRECTORS (AND CONCERT PARTIES WHERE RELEVANT) AND/OR SUBSTANTIAL SHAREHOLDERS

Assuming (i) the Company purchases the maximum number of ten per cent (10%) of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the Latest Practicable Date, and (ii) there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders of the Company based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders of the Company maintained pursuant to Section 164 and Section 88 of the Companies Act respectively, as at the Latest Practicable Date, the shareholdings of the Directors and Substantial Shareholders before and after the purchase of Shares, were/will be as follows:

	Before the Share Buyback				**After the Share Buyback**
	No. of Shares			**% of total issued shares** (1)	**% of total issued shares** (2)
Director	**Direct**	**Deemed**	**Total**		
Foo Chek Heng(3)	72,725,500	400,000	73,125,500	38.52%	42.80%
Foo Chek Heng and concert parties(4)	72,725,500	49,849,500	122,575,000	64.57%	71.75%
Foo Suay Wei	-	-	-	-	-
Foo Suay Lun (5)	-	49,449,500	49,449,500	26.05%	28.94%
Wong Loke Tan	-	-	-	-	-
Yeo Guat Kwang	790,000	-	790,000	0.42%	0.46%
Serena Lee Chooi Li(6)	-	1,500,000	1,500,000	0.79%	0.88%
Substantial Shareholder (excluding Directors)					
Salix Capital Pte Ltd (5)	49,449,500	-	49,449,500	26.05%	28.94%
Heng Jee Moi (5)	-	49,449,500	49,449,500	26.05%	28.94%

Notes:

(1) The percentages in the table are calculated based on the total interests (direct and deemed) against 189,823,497 Shares (excluding 6,300,000 treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(2) The percentages in the table are calculated based on the total interests (direct and deemed) against 170,841,148 Shares (excluding 18,982,349 treasury shares and subsidiary holdings) assuming the Company purchases the maximum number of 10% of the Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(3) Mr Foo Chek Heng is deemed interested in 400,000 Shares held by his wife.

(4) Under the Take-over Code, it is deemed that Foo Chek Heng and Salix Capital Pte Ltd (which is 100% owned as joint tenants by Heng Jee Moi and Foo Suay Lun, who are Foo Chek Heng's mother and son respectively) are acting in concert. They hold an aggregate of 122,575,000 shares, representing 64.57% of the Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(5) Salix Capital Pte Ltd is 100% owned by Heng Jee Moi with joint tenant with her grandson Foo Suay Lun, Executive Director, with right of survivorship. Accordingly, Heng Jee Moi and Foo Suay Lun are deemed interested in the 49,449,500 Shares held by Salix Capital Pte Ltd.

(6) Serena Lee Chooi Li is deemed to have an interest in 1,500,000 Shares held through nominees of securities company.

6. APPROVALS AND RESOLUTIONS

Shareholders' approval for the proposed renewal of the Share Buyback Mandate is being sought at the AGM. The resolution relating to the proposed renewal of the Share Buyback Mandate is contained in the Annexure to the cover letter to Shareholders as Ordinary Resolution 9.

7. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 9 as to be set out in the Annexure to the cover letter to Shareholders.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of AGM to be despatched in due course and, in any event, so as to arrive at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, not later than 72 hours before the time fixed for the AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes in place of the proxy.

A depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP not less than 72 hours before the time fixed for holding the AGM, or any adjournment thereof.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

10. INSPECTION OF DOCUMENTS

Copies of the Constitution of the Company is available for inspection at the registered office of the Company at 53 Ubi Avenue 3, #02-01 Singapore 408863 during normal business hours from the date of this Appendix up to the date of the AGM.

Yours faithfully
For and on behalf of the Board of Directors
Koyo International Limited

Foo Suay Wei
Executive Officer
15 April 2020

CORPORATE **INFORMATION**

Board of Directors
Wong Loke Tan
Independent Non-Executive Chairman

Foo Chek Heng
Managing Director and Chief Executive Officer

Foo Suay Wei
Executive Director

Foo Suay Lun
Executive Director

Yeo Guat Kwang
Independent Non-Executive Director

Serena Lee Chooi Li
Independent Non-Executive Director

Audit Committee
Wong Loke Tan (Chairman)
Yeo Guat Kwang
Serena Lee Chooi Li

Nominating Committee
Yeo Guat Kwang (Chairman)
Foo Chek Heng
Serena Lee Chooi Li

Remuneration Committee
Serena Lee Chooi Li (Chairman)
Yeo Guat Kwang
Wong Loke Tan

Company Secretary
Shirley Tan Sey Liy (ACS)

Share Registrar
Boardroom Corporate & Advisory
Services Pte Ltd
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623
Tel : 6536 5355
Fax : 6438 8710

Solicitor
Legal Solutions LLC
80 Raffles Place
#44-01 UOB Plaza 1
Singapore 048624

Independent Auditor
RT LLP
Public Accountants and
Chartered Accountants
1 Raffles Place
#17-02 One Raffles Place Tower 1
Singapore 048616
Partner-in-charge : Ravinthran Arumugam
Year of first appointment : Since the financial
year ended 31 December 2016

Principal Bankers
DBS Bank Ltd
OCBC Bank

Continuing Sponsor
PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

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53 Ubi Ave 3 #02-01
Singapore 408863
Tel : 6744 9388
Fax : 6744 0788
Email : mail@koyointernational.com
Web : www.koyotech.com
Company Registration No. 200100075E

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