



OVERCOMING CHALLENGES PREPARING FOR RECOVERY

ANNUAL REPORT 2020
SERIAL SYSTEM LTD

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CORPORATE PROFILE



Established in 1988, listed since April 1997 and currently traded on the Main Board of the Singapore Exchange, Serial System owns and operates a synergistic global distribution network built on strong partnerships with suppliers and customers.

Serial System has a customer base of more than 5,000, mostly across Asia, spanning a diverse range of industries such as consumer electronics, telecommunications, household appliances, industrial, electronics manufacturing services, security and surveillance, automotive and medical.

Major suppliers of electronic components distributed by Serial System include ON Semiconductor, OSRAM Opto Semiconductors, TE Connectivity, GigaDevice, Allegro MicroSystems and VARTA. Serial System has also been progressively expanding its product portfolio to support customers within emerging core technologies, such as 5G, IOT, autonomous vehicles etc.

With 24 offices and 13 warehousing facilities in key Asian markets – Singapore, China, Hong Kong, India, Indonesia, Malaysia, the Philippines, South Korea, Taiwan, Thailand and Vietnam – Serial System has one of the largest and most extensive distribution networks in the region.

Serial System also enhances demand for its suppliers' components and contributes to its customers' product development by adding value to their products through design and other initiatives.

Serial System's consumer products distribution business, which started in 2014, has since grown its product portfolio to offer printer accessories, computer peripherals, household appliances and lifestyle goods, including printer ink and toner cartridges, computer accessories, processors, motherboards and hard-disk drives.

Major suppliers of consumer products distributed by Serial System include AMD, Hewlett-Packard, Intel, Gigabyte, ViewSonic and Samsung.

Serial System expanded its reach in 2017 with a new managed print service offering, with distribution networks in Singapore, Indonesia and Thailand. It began its first foray into 3D printing in 2020 through an Asia Pacific distributorship partnership with Netherlands-based Ultimaker.

Serial System will continue to help its partners to be more competitive in the marketplace, today and in the future.

OUR VISION

To be the leading electronic components and consumer products distribution partner, known for our dynamic demand creation activities, extensive network and strong local expertise.

OUR MISSION

To provide a wealth of growth opportunities for our stakeholders.

Towards our partners

We provide market insights to our business partners to enable faster time-to-market. To our suppliers, we help expand their market reach. To our customers, we provide innovative and competitive solutions.

Towards our staff

By empowering our staff with the right resources and looking after their well-being, we help them to be their best at work, grooming them to be our leaders of tomorrow.

Towards our shareholders

We strive to make steady progress in every aspect of our business, providing our shareholders with consistent and favourable dividend yields.

Towards our community

By staying in touch with the community, we are able to contribute in ways that are close to their needs.

OUR VALUES

Progressiveness

Derived from the drive to achieve our targets and the courage to change for the better.

Empowerment

Encouraged by giving our staff the power to make decisions.

Efficiency

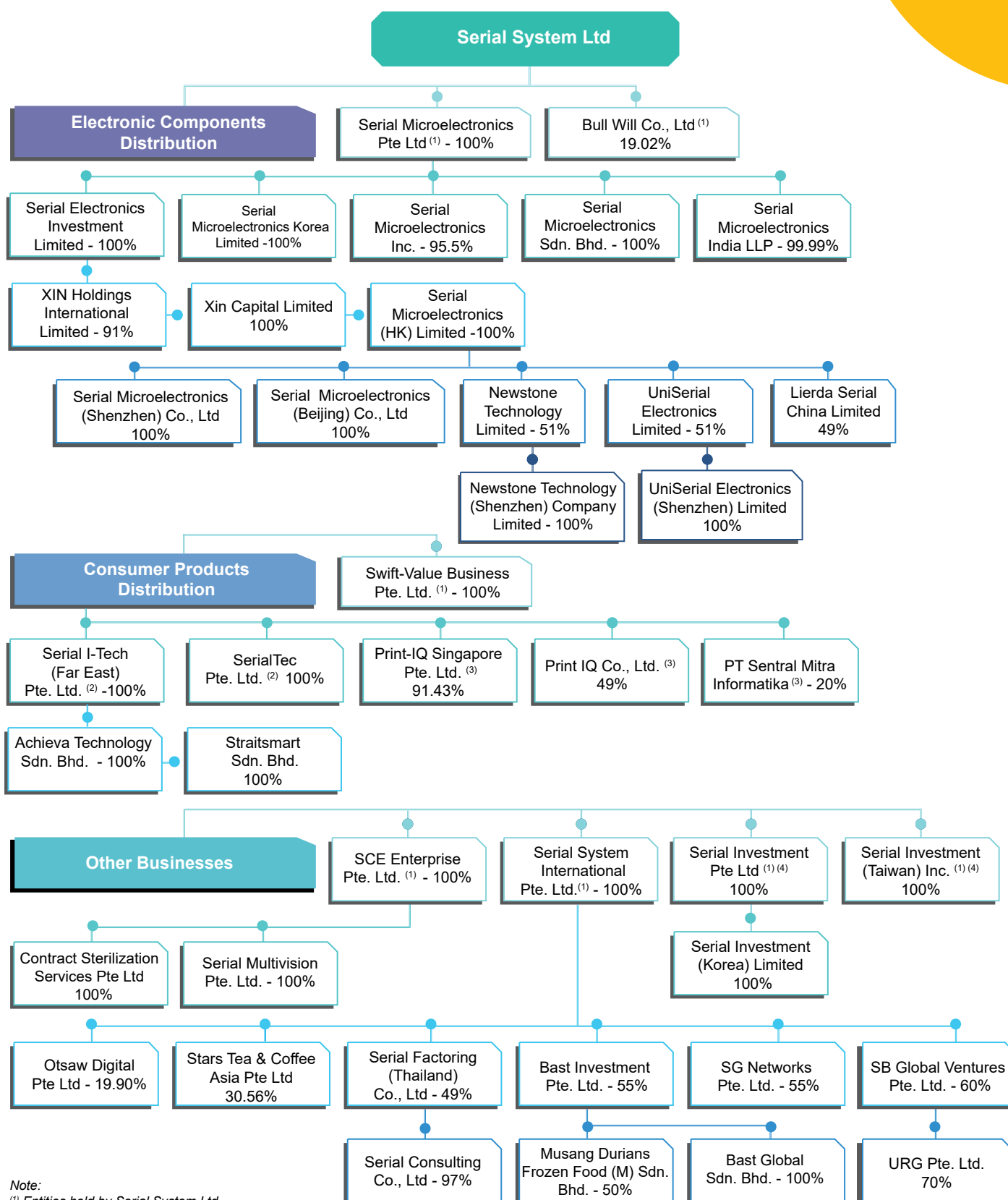
Arose from working smart, doing our work well, and using our resources effectively to serve our customers and suppliers well.

Teamwork

Striving towards a common goal in one spirit – despite our cultural or individual differences.

GROUP STRUCTURE

As at 31 March 2021



Note:

(1) Entities held by Serial System Ltd

(2) Entities held by SCE Enterprise Pte. Ltd.

(3) Entities held by Serial System International Pte. Ltd.

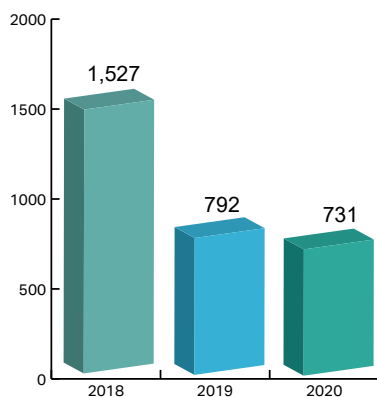
(4) Investment holding and trading, and rental of properties

(5) Excluded entities which are dormant, inactive or in process of liquidation

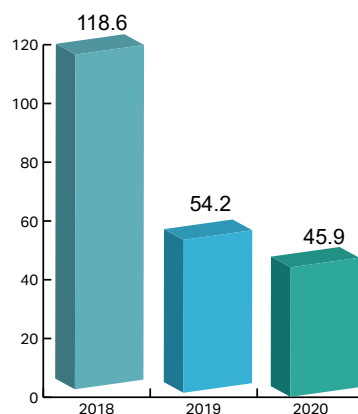
(6) Please refer to Note 20 and Note 18 of the accompanying notes to financial statements for a full listing of the Group's subsidiaries and associated companies

FINANCIAL HIGHLIGHTS

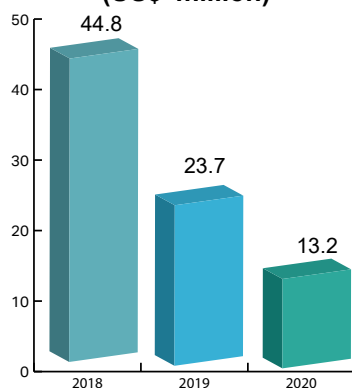
REVENUE
(US\$' million)



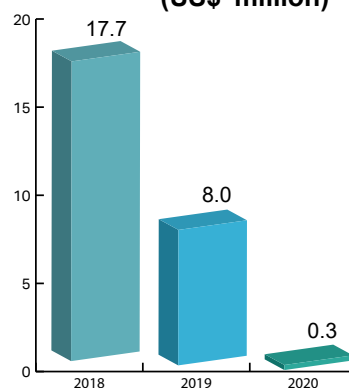
GROSS PROFIT
(US\$' million)



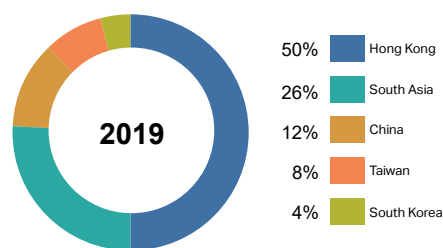
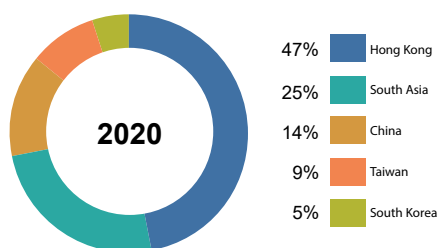
EBITDA
(US\$' million)



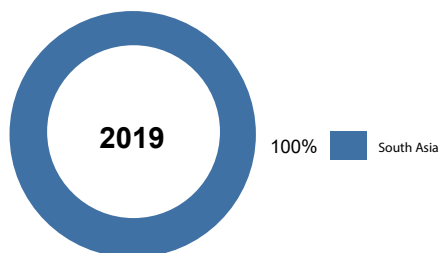
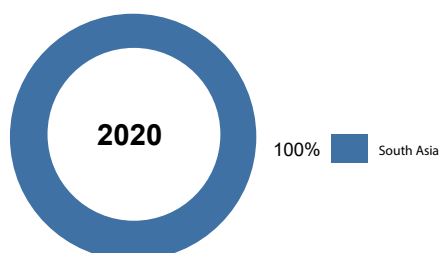
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS
(US\$' million)



REVENUE BY MARKET - ELECTRONIC COMPONENTS DISTRIBUTION



REVENUE BY MARKET - CONSUMER PRODUCTS DISTRIBUTION



	2020 US\$'000	2019 US\$'000	2018 US\$'000
Capital Employed			
Working Capital	106,797	101,518	87,019
Total Assets	396,715	389,657	521,080
Net Assets	151,738	147,234	144,461
Net Assets per Share (United States cents) ⁽¹⁾	15.81	15.55	15.26
Net Debts	72,574	82,266	155,857
Share Capital			
Issued and Fully Paid (including Treasury Shares)	72,648	72,648	72,648
Number of Shares Issued (thousands)	905,788	905,788	905,788
Number of Treasury Shares (thousands)	(9,946)	(9,946)	(9,946)
Number of Shares Issued excluding Treasury Shares (thousands)	895,842	895,842	895,842
Earnings and Dividend per Share			
Earnings per Share (United States cents) ⁽²⁾	0.03	0.90	1.97
Dividend per Share (Singapore cents)	0.11	0.35	1.86
Dividend Yield (%) ⁽³⁾	1.3	4.3	21.9
Ratios			
Current Ratio	1.46	1.44	1.23
AR Turnover (days)	72	87	54
AP Turnover (days)	37	40	29
Inventory Turnover (days)	61	66	41
Cash Conversion Cycle (days)	96	113	66
Net Gearing Ratio	0.48	0.56	1.08

⁽¹⁾ Net Assets per Share is calculated based on the net assets value attributable to the equity holders of the Company on 895,841,914 shares in issue as at 31 December 2020, 31 December 2019 and 31 December 2018 respectively.

⁽²⁾ Earnings per Share is calculated based on profit after tax attributable to the equity holders of the Company on 895,841,914 shares in issue for financial year ended 31 December 2020, 31 December 2019 and 31 December 2018 respectively.

⁽³⁾ Dividend Yield is calculated based on dividend per share over the Company's share price as at the end of each respective financial year.

CHAIRMAN'S STATEMENT

Dear Shareholders,

It is with great pleasure that I present to you the results for the financial year ended 31 December 2020 ("FY2020"). It is the year of great significance: we faced the challenges of the COVID-19 impact and also unveiled and began executing corporate recovery strategies to propel us to the next stage of growth. The early fruits of this strategic review, first unveiled on 21 December 2020, have already been harvested as outlined in the results here before you.

Allow me now to outline the full-year results in some detail.

Financial Performance

FY2020 was clearly a year of two halves. In 1H 2020, we felt the full impact of the initial outbreak of the pandemic which slowed economic growth and affected operations of our partners as well as supply chains, particularly in China. However, in a clear reflection of its growth and potential, China was the first of the major global economies to recover from the pandemic.

Serial System generated US\$731.4 million in revenue for FY2020, compared to US\$791.6 million in

FY2019. This reflected i) the ongoing impact of the termination of the distribution agreement with Texas Instruments ("TI") since the end of 2018; ii) the disruptions caused by the pandemic, particularly in 1H 2020 as well as iii) the initial success of our business recovery strategies which I will elaborate on later. Revenue in 2H 2020 recovered from the initial disruption in China, increasing 33% compared to 1H 2020 but also rising 16% year-on-year. Net profit in 2H2020 also increased to US\$4.7 million, reversing sharply from 1H 2020's net loss of US\$4.5 million.

In line with lower revenue for the year, gross profit in FY2020 declined 15% to US\$45.9 million, while gross profit margin stood at 6.3%.

Against the backdrop of the pandemic and the loss in 1H 2020, net profit after tax totalled \$0.3 million compared to US\$8.0 million a year ago. (Net profit after tax for FY2019 included a US\$25.4 million received/receivable in relation to the transfer of TI distribution business). Correspondingly, earnings per share also declined to 0.03 US cent compared to 0.90 US cent in FY2019.



"IT HAS BEEN A TOUGH TWO YEARS, BUT WE HAVE BEEN FOCUSING OUR EFFORTS ON BUSINESS RECOVERY, AND I AM PLEASED THAT WE HAVE EMERGED STRONGER FROM IT.... WITH OUR LEANER COST STRUCTURE, WE ARE WELL POISED TO CAPTURE THIS GROWING MARKET."

Dividend

We deeply appreciate the faith and support of shareholders throughout this challenging period and have proposed a first and final cash dividend of 0.11 Singapore cent per ordinary share.

What Lies Ahead for Serial System

COVID-19 was in fact the second major crisis that Serial System has faced in recent years. As you are all aware, the first was the cessation of the distribution agreement with TI announced at the end of 2018. Barely had the dust settled from our recovery efforts, the pandemic dealt a sharp blow to many business activities globally. It affected operations and revenue in 1H 2020.

Every crisis offers an opportunity. So, the management undertook a major review of both crises and implemented decisive actions to pivot Serial System to a new paradigm of recovery and long-term growth. The key elements of the strategy are as follows:

1. Expanding our supplier relationships/ product portfolio. Learning from the past dependence on TI, Serial has expanded supplier relationships as well as product portfolio. We have added new semiconductor supplier relationships with the likes of Micron, Allegro MicroSystems, Monolithic Power Systems and Renesas as well as Chinese manufacturers while strengthening partnership with existing suppliers. We will continue to focus on high growth areas in 5G, Electric Vehicles and data centres.

On this note, I wish to highlight that the 'trade-war' tensions and geopolitical developments surrounding the semiconductor industry should be viewed favourably by Serial System

as they underscore both the need for strong distribution networks for components as well as the imminent emergence of China as a significant chip manufacturer in the years to come.

2. Expanding computer peripherals and 3D print services in Southeast Asia. Since acquiring this business in 2014, we have been quietly building up a supplier base, to which we recently added Gigabyte, MSI, Philips and AOC. Our core market for peripherals is Malaysia, where we benefited from the surge in demand for equipment in FY2020 as most of the country was forced to stay at home to comply with COVID-19-related Movement Control Orders. We are also expanding our managed print service beyond Singapore and Indonesia to the Thailand market. Marking our foray into 3D printing, we have signed up an Asia-wide franchise with Ultimaker of the Netherlands.
3. Resetting the Cost Structure After COVID-19. The pandemic has forced many businesses including Serial System to review their entire cost structures. Over the past few months, we have delayed more processes, shifted functions to the cloud and re-examined supply chain processes. Not only were workflow and back-end operations reviewed, but we have also been able to eke out significant cost-savings from reduced air travel, relying more on video-conferencing.

These three initiatives, coinciding with the economic recovery in China in recent months, contributed to a stronger performance in 2H 2020 compared to 1H 2020.

Outlook

It has been a tough two years. We have laboured to recover and to transform. The Serial System you now see is much leaner, agile and has a clear growth strategy that has already yielded the first fruits of its restructuring.

We will build on the momentum achieved in 2H 2020 to pursue growth and shareholder value. In the years ahead we will see more revenue from new component suppliers, expansion of consumer products distribution and managed print services, as well as improved cost efficiencies.

Appreciation & Acknowledgements

On behalf of the board of directors, I would like to express our gratitude to our customers, business partners and staff for their support, hard work and trust in Serial System's long-term vision. Most importantly, I would like to extend my appreciation to you, our shareholders, for your patience and support through the recent challenges that Serial System faced. We remain committed to our efforts in building a stronger company, and continue adding value to our shareholders.

Dato' Seri Dr. Derek Goh Bak Heng ^{BBM}
Executive Chairman & Group CEO
March 2021

OPERATIONS AND FINANCIAL REVIEW

Revenue

The Group recorded revenue of US\$731.4 million for the financial year FY2020, a decrease of 8% compared to US\$791.6 million in FY2019.

Revenue of the Group recovered to US\$417.1 million in 2H 2020 from US\$314.3 million in 1H 2020 reflecting the recovery of electronic components distribution activities in China, the first of the major economies in the world to recover from the COVID-19 pandemic, as well as early fruits of the Company's strategic shift as cited in the Chairman's message.

Revenue from electronic components distribution business declined by 11% to US\$669.1 million, due mainly to two factors: i) termination of the distribution business with Texas Instruments ("TI") since the end of 2018, which impacted sales in all markets in Asia which the Group operates; ii) the disruptions caused by the COVID-19 pandemic, especially in 1H 2020.

Excluding the decline in turnover as a result of the TI termination, revenue for the electronic components distribution business segment for FY2020 would have increased by 2%, largely driven by the recovery of manufacturing activities in China following business and economic disruptions in 1H 2020 due to the COVID-19 pandemic, as well as the Group's ongoing business recovery efforts.

Revenue from the consumer products distribution business increased 44% to US\$52.7 million on the back of higher sales in Malaysia amid increased demand for teleconferencing and

computer accessories as a result of the movement control order imposed by the Malaysian government. The increase was offset by lower sales in the Singapore market as overall consumer spending was dampened by the circuit breaker measures imposed by the Singapore government.

Turnover for other businesses improved from US\$4.7 million in FY2019 to US\$9.6 million, contributed mainly by new sales made by two Singapore subsidiaries that are involved in trading and distribution of global fast-moving consumer goods.

Profit Margins

Overall gross profit margin in FY2020 declined to 6.3% from 6.8% in FY2019, due to lower margins achieved by the electronic components distribution and consumer products distribution

businesses as a result of keen competition in the Group's operating environment, exacerbated by the impact on businesses due to the COVID-19 pandemic.

Other Operating Income

Other operating income decreased by US\$14.4 million or 44% to US\$18.6 million, mainly due to US\$25.4 million in relation to the transfer of the TI distribution business being recorded in FY2019 and with lower gain on sale and fair value gain on financial assets, at fair value through profit or loss totalling US\$2.0 million.

The decrease was partially offset by a one-off reversal of debts totalling US\$4.8 million due to a previous shareholder and shareholders of Singapore subsidiaries, government grants of US\$1.7 million received by





the Group in FY2020 and write-back of allowance for inventory obsolescence of US\$3.0 million (FY2019: Allowance for inventory obsolescence of US\$7.3 million included in Other Operating Expenses) and higher net currency translation gain of US\$2.1 million.

Expenses

Distribution expenses decreased by US\$2.9 million, or 8%, mainly due to lower staff and related costs, in line with cost containment measures implemented by the Group to mitigate the impact of COVID-19 pandemic. The decrease was offset by higher freight and handling charges, and storage charges resulting from costs increase due to the COVID-19 pandemic.

Administrative expenses decreased by US\$2.3 million or 24%, mainly due to lower staff-related costs, bank charges, donations, and professional and legal fees.

Finance expenses decreased by US\$3.7 million or 41%. The decrease was mainly due to lower interest rates across all trade facilities in FY2020 compared with FY2019.

Other operating expenses decreased by US\$8.5 million or 30%, mainly due to lower staff and related costs of US\$1.6 million, loss allowance on trade and non-trade receivables of US\$1.5 million, fair value loss on derivative financial instruments of US\$0.5 million, and a write-back of allowance for inventory obsolescence in FY2020 of US\$3.0 million (included in Other Operating Income) as opposed to an allowance for inventory obsolescence of US\$7.3 million in FY2019. There was also no impairment loss on investment in joint venture in FY2020 (FY2019: impairment loss of US\$1.5 million) and fair value loss on convertible bond in 2H 2020 (2H 2019: fair value loss of

US\$0.7 million). The decrease was partially offset by higher impairment losses on goodwill arising from acquisition of subsidiaries of US\$2.2 million and inventories written off of US\$2.3 million.

Associated Companies and Joint Ventures

The Group's 19.90%-owned Otsaw Digital Pte. Ltd. ("Otsaw") and 30.56%-owned Stars Tea & Coffee Asia Pte. Ltd. ("Stars Tea & Coffee") acquired in March 2020 and August 2020, respectively, contributed mainly to the loss of US\$251,000 as their current sales are unable to cover their operating expenses. The Group shared a profit of US\$54,000 (FY2019: share of profit of US\$554,000) from 19.02%-owned Taiwan listed Bull Will Co., Ltd. and shared a loss of US\$30,000 (FY2019: share of profit of US\$89,000) from 20%-owned Indonesia listed PT Sentral Mitra Informatika.

The Group did not recognise losses in 27.5%-owned Musang Durians Frozen Food (M) Sdn. Bhd. and 44.59%-owned Lierda Serial China Limited in FY2020 as it had fully impaired these investments in FY2019.

Net Profit

Net profit after tax for 2H 2020 rose to US\$4.7 million (2H 2019: US\$2.6 million), reversing sharply from a loss of US\$4.5 million in 1H 2020, which bore the full impact of the COVID-19 disruptions to business activities as well as supply chains.

For the full year of FY2020, the Group reported a net profit after tax of US\$0.3 million as compared to a net profit



after tax of US\$8.0 million in FY2019 mainly due to lower gross profit earned as a result of lower sales and gross profit margin offset by lower overall expenses. (The net profit after tax for FY2019 included a US\$25.4 million received/receivable in relation to the transfer of TI distribution business.)

Assets

As of 31 December 2020, the Group had US\$64.7 million in cash and cash equivalents, compared to US\$47.1 million as of 31 December 2019.

Trade and other receivables increased by US\$19.1 million (net of factored trade receivables), mainly attributed to the higher sales achieved by the electronic components distribution subsidiaries and the Malaysia consumer products distribution subsidiary in 2H2020. A reduction in other receivables in the Group's Singapore electronic components distribution subsidiary as it received its final amount in relation to the transfer of TI distribution business in 1H2020, partially offset the higher trade receivables in FY2020. Average turnover days for trade receivables declined to 72 in FY2020 from 87 in FY2019.

Inventories decreased by US\$12.4 million, mainly due to lower inventories held by the Group's Hong Kong and Singapore electronic components distribution subsidiaries from more prudent and stringent inventory management and aggressive clearance of older inventories. The decrease is partially offset by higher inventories

held by the Group's South Korea and Taiwan electronic components distribution subsidiaries as they secured new product lines in FY2020.

Investments in associated companies increased by US\$2.7 million mainly due to investment in 19.90%-owned Otsaw and 30.56%-owned Stars Tea & Coffee amounting to US\$2.8 million and US\$0.3 million, respectively, in FY2020.

Property, plant and equipment decreased by US\$1.5 million, mainly due to depreciation charges amounting to US\$3.7 million and reclassification of an office unit owned by a China subsidiary amounting to US\$0.5 million to investment properties. The decrease is offset by an increase in right-of-use assets (included in property, plant and equipment) of US\$0.6 million, additions of US\$0.6 million to property, plant and equipment and a currency translation gain of about US\$1.5 million in FY2020.

Liabilities

Trade and other payables decreased by US\$3.8 million, mainly due to lower other payables in FY2020. Higher trade payables due to an increase in purchases by the South Korea and Taiwan electronic components distribution subsidiaries and the Singapore and Thailand consumer products distribution subsidiaries partially offset the decrease in trade and other payables. Average payment days for trade payables decreased to 37 in FY2020 from 40 in FY2019.

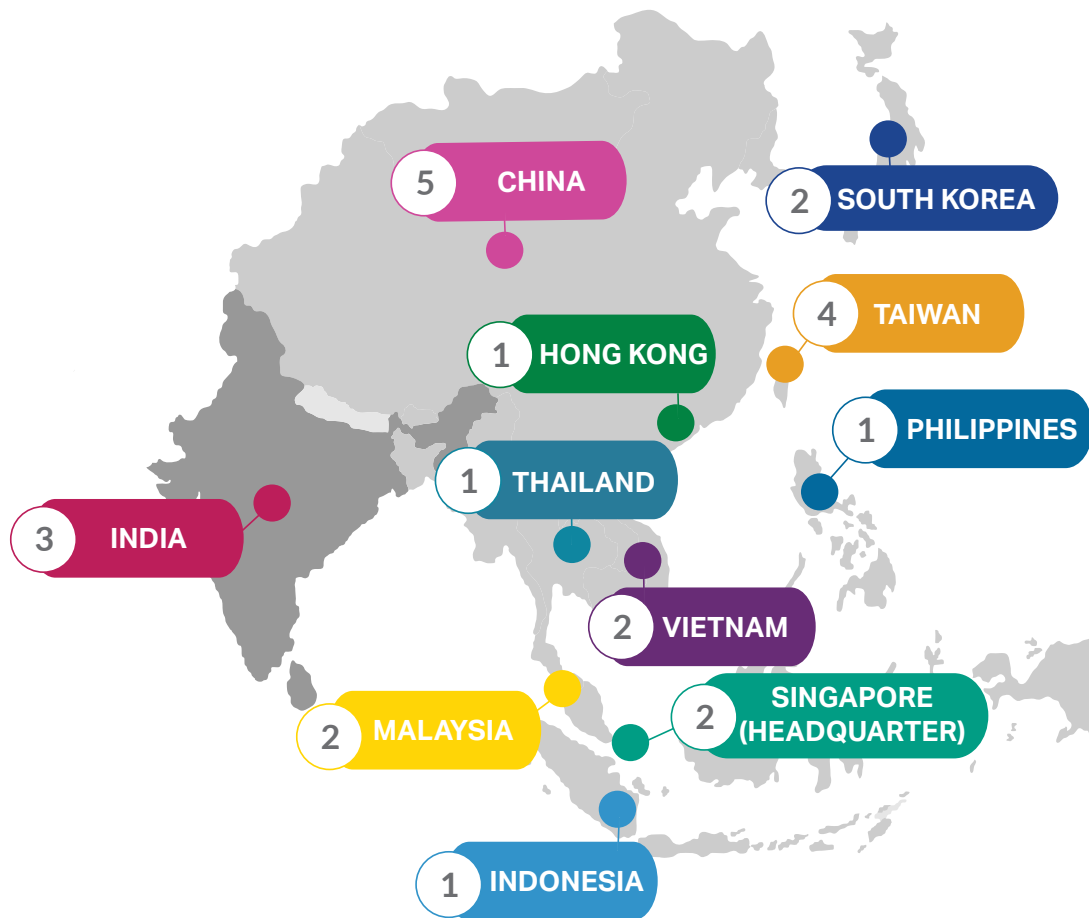
Borrowings increased by US\$7.9 million, mainly due to additional borrowings by the Group's Singapore, South Korea and Hong Kong electronic components distribution subsidiaries to finance an increase in working capital requirements in line with an increase in sales. The increase was partially offset by lower borrowings from the Group's Taiwan electronic components distribution subsidiary as it utilised more of its non-recourse factoring facilities and borrowing from the Company to finance its working capital requirements and a waiver of loan of the Company from a previous shareholder of a Singapore subsidiary. The non-current portion of a term loan of the Company amounting to US\$5.9 million payable on 31 May 2021, was reclassified to current borrowings as of 31 December 2020. Included in current borrowings in FY2020 is an interest-bearing loan amounting to S\$5.0 million (US\$3.8 million) from the Company's substantial shareholder, Mr Goi Seng Hui which was fully repaid subsequent to FY2020.

Share Capital

Serial System's total number of issued shares as of 31 December 2020 was 895,841,914 (excluding treasury shares of 9,946,000), unchanged from the same period a year earlier.

EXTENSIVE DISTRIBUTION NETWORK

One of the largest Asian geographical presence (in terms of offices)
in the electronic and semiconductor distribution industry



700 employees
in Asia Pacific



24 Offices and
Representations



13 Warehouses

ELECTRONIC COMPONENTS DISTRIBUTION PRODUCT LINE CARDS



CONSUMER PRODUCTS DISTRIBUTION



Swift-Value Business Pte. Ltd. ("Swift-Value"), a wholly-owned subsidiary of the Group, is a leading distributor of printer accessories, primarily ink and toner cartridges. It is the authorized distributor of Hewlett-Packard (HP), Epson and Canon products and also the authorized reseller of products from major brands such as Fuji Xerox, Samsung and Panasonic.

In Singapore, Swift-Value is the largest distributor of HP printer products, with a market share of more than 45%. With its extensive reach, efficient warehousing operation and reliable sales personnel, Swift-Value enjoys close relationships with hundreds of customers, ranging from heartland operators to large retail superstores such as Popular. By providing fast

and value-added services, Swift-Value is able to achieve customer loyalty and offers an extensive and consistent network to its suppliers and partner brands.

In 2020, Swift-Value has also partnered with Ultimaker, one of the leading 3D-Printer brands operating out of the Netherlands to serve as their official logistics service provider in the Asia Pacific region and provide logistics distribution to partners and resellers in countries including but not limited to Singapore, Australia, China and Indonesia. With Swift-Value's extensive distribution experience and convenient location, partners will be able to enjoy faster and more cost-efficient logistics services.



Serial I-Tech (Far East) Pte. Ltd. ("SIFE") and **Achieva Technology Sdn. Bhd.** ("Achieva Technology"), are wholly-owned subsidiaries of the Group distributing consumer, enterprise information technology and photo products.

SIFE and Achieva Technology's network in Southeast Asia gives them an extensive reach into multiple market segments, providing suppliers, which include established brands such as AMD, Intel, Gigabyte, ViewSonic, MSI, AOC,

Philips, Marumi and Benro an easy solution for extensive distribution of their products in these countries.

SIFE and Achieva Technology work closely with partner brands to fulfil their distribution needs and provide a one-stop solution for their customers. In e-commerce, SIFE and Achieva Technology maintain key channels on online platforms such as Qoo10 and Lazada, giving them a strong presence in the region.



Print-IQ Singapore Pte. Ltd. ("Print-IQ"), a 91.43%-owned subsidiary of the Group is a Singapore-based managed print services company with a keen eye on office automation. Well versed in HP Managed Print Services (MPS) methodology, Print-IQ consultants have helped many businesses realise the benefits of adopting MPS. These include cost savings, reduced wastages, and productivity gains in the form of more efficient use of resources for other business operations.

Print-IQ has been able to deliver innovative projects in the government, education as well as commercial segments. In 2018, Print-IQ was awarded the HP Trailblazer 2018 (Asia Pacific) award in recognition of its strong knowledge, consultancy and application of HP MPS thought leadership. In the same year, Print-IQ also clinched the Fastest Growth 2018 (SEA) award, marking the acceptance and adoption of HP's A3 print fleet in Southeast Asia. This award is particularly encouraging considering that HP's print fleet was introduced only in 2017.



With a vision is to bring innovation and leadership in HP MPS methodology across Southeast Asia, Print-IQ aims to deliver more innovative projects across various segments. Already, Print-IQ can count several large businesses among their customers: DBS Bank, Charles & Keith, Breadtalk and Johnson & Johnson Singapore.



In November 2018, the Group invested a 20% stake in Indonesia listed PT Sentral Mitra Informatika, the leading HP MPS in Indonesia, as the next step in expanding global reach and building up a strong network across the region. The Group stepped up its MPS expansion to acquire a 49% stake in Print IQ Co., Ltd in Thailand in February 2020.

In 2020, Print-IQ has inked an agreement with Ultimaker to be an official reseller for its 3D-printers in Singapore. These printers have wide industry usage in automotive, architecture, healthcare, education, and small scale manufacturing.

CONSUMER PRODUCTS DISTRIBUTION PRODUCT LINE CARDS

OTHER BUSINESSES

Serial Multivision Pte. Ltd. (“Serial Multivision”) is a wholly-owned subsidiary of the Group that specialises in **hospitality and healthcare solutions**.

The hospitality and healthcare solutions center around a core venue management application suite. The application suite complements a premise operators’ backend ERPs via harnessing new technologies and breakthroughs that are specifically tailored to the industry needs. Empowering a operator to be able to exceed an ever increasing customers service expectations and at the same time, improving the operational efficiencies.

As each organisation may adopt a different focus and business strategy, our leading-edge software suite uses a modular approach that can be configured to the different needs of the organisation. Our software modules include Intelligent Room Infotainment, Digital Media Content Management, Patient/Guest Management, Feedback Management that work together in a cohesive manner making it easy for each organisation’s operations team to follow through. Organisations are therefore able to engage customers more effectively as the software offers insight into productivity and effectiveness by intelligently automating sensors, customer and employee feedbacks to action plans and / or alerts. Action plans and / or alerts are thus put in place, or escalated if necessary via the Job Tracking module. Our enhanced Incident Tracking and Reporting system allows incidents to be reported on a common platform and streamlines operations so that staff are better equipped to handle critical issues and make necessary enterprise risk assessments.

Serial Multivision’s flagship electronic Meal Ordering System (eMOS) that is developed for food service management in the healthcare industry, continues to capture majority of hospitals in Singapore. eMOS seamlessly combines hospital and kitchen operations with inputs from the nutrition and dietetics offices, to provide a digital knowledge base. Users can easily access information via a mobile menu and get immediate updates on topics such as clinical nutritional care and food allergies. eMOS has a customised HL7 interface with real-time information to support patients’ nutritional care and meal delivery. Serial Multivision has also extended the software for use by third-party healthcare caterers such as SFS (Singapore Food Services) to consolidate and manage orders seamlessly from a hospital site to the caterers’ remote kitchen.



Touch Medical Pad eMOS



iPad Touch for Nurse/Patient at Khoo Teck Puat Hospital

Serial Multivision’s current clients include Khoo Teck Puat Hospital, Ng Teng Fong General Hospital, Jurong Community Hospital, Changi General Hospital, Institute of Mental Health, St Andrew’s Hospital, Gleneagles Hospital, Mount Elizabeth Orchard, Parkway East Hospital, Parkway Mount Elizabeth Novena, Yishun Community Hospital, Sengkang Hospital, Sengkang Community Hospital, Alexandra Integrated Health, Bright Vision Community Hospital, Ang Mo Kio Thye Hwa Kwan Hospital and the new Woodlands Health Campus.



Incident Tracking and Quality Review



Inventory Management System

With the current COVID-19 pandemic putting stress on hospital and healthcare resources in many parts of the world, the solutions that Serial Multivision offer, have become even more valuable in reducing the strain on medical staff and frontline workers. As demand for such technological solutions continues to increase, Serial Multivision will continue to innovate and improve its offerings so that healthcare workers can focus on the key goal of saving lives.



Cleanroom Operation

Contract Sterilization Services Pte Ltd ("Contract Sterilization Services"), a wholly owned subsidiary of the Group, assembles and distributes medical devices. It offers a full range of standard and customised perfusion tubing packs, which are marketed all over the Asia Pacific region and are the preferred choices of many leading hospitals.

Contract Sterilization Services utilises the best components from the United States and Europe, and customises the majority of its products to suit customers' stringent demands. The company is ISO 13485-certified and its perfusion products bear the coveted CE certification mark.



Perfusion Tubing



ECMO Tubing Pack



Angio pack



Procedural Pack

Contract Sterilization Services' reputation for quality and innovative designs is a result of consistent attention to materials, machining and manufacturing techniques. Its engineers and technicians work closely with customers and clinical consultants to provide the best solutions to complex problems and applications. It abides by the principle of total quality management, from initial contact with clinical professionals to the delivery of sterile finished products that meet stringent requirements.

Contract Sterilization Services is strategically located near the Medtech Hub@Tulang. The Medtech Hub is a government initiative that aims to promote Singapore as Asia's medical hub.



URG Pte. Ltd. ("URG") and **SB Global Ventures Pte. Ltd.** ("SBGV") a 42%-owned and 60%-owned subsidiary of the Group, are specialised service providers in global fast-moving consumer goods ("FMCG").

URG and SBGV are a culmination of the combined infrastructure and business experience of their corporate shareholders, with a vast FMCG distribution and trading network.

URG also has the manufacturing capabilities of processing and bottling customised oil blends, including canola, soybean, corn, sunflower, palm and peanut oils. These blended oils are of high quality and not adulterated with impurities. Leveraging on its innovative technologies, URG brings out the best value products to customers in the region.

Based in Singapore, URG and SBGV service markets in Singapore, Malaysia, Indonesia, Australia, New Zealand, Hong Kong, China, United States, Canada and Europe.

Our Certifications



Bull Will Co., Ltd. ("Bull Will"), a Taiwan entity listed on the Over-The-Counter Securities Exchange in Taiwan, became an associated company after Serial System acquired a 29.3% equity interest in 2007. Serial System's current equity stake in Bull Will is 19.02%.



Manufacturing Plants in China

Bull Will, which started as a passive electronic components distributor, has over the years transformed itself into a company with capabilities in research and development, design and manufacturing of a full range of magnetic components for electronic products.

Bull Will's products include sensors, over-current protection devices, control systems and discrete components. These components are widely used in power supplies, LCD monitors, smartphones, notebooks, servers, air-conditioners, automotive, solar inverters and more.

Bull Will's vertical integration, production capacity and technical expertise enable it to quickly adapt to customers' requirements and achieve the best price, quality and delivery.

Bull Will aims to be the leading supplier of magnetic, passive, electromechanical and discrete components with demand-creation capabilities for all tiers of customers in the electronic industry.

Headquartered in Taipei, Taiwan, Bull Will has two manufacturing plants in China and about 130 employees.



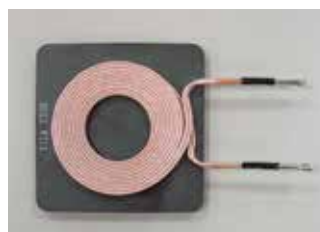
Automotive Magnetics



Hybrid Series (BW Patent)



Choke



Wireless Antenna Choke

CORPORATE SOCIAL RESPONSIBILITY



Giving Back

Being a responsible corporate citizen and contributing back to society has always been a cornerstone of Serial System's culture. Our Corporate Social Responsibility ("CSR") efforts started more than two decades ago, and we have continued these efforts every year since, reaching out to the elderly, the poor and needy, as well as areas such as healthcare, education, youth development, arts, culture and heritage.

During the year under review, Serial System donated a total of S\$122,000 to various causes and organisations in Singapore.

Caring for The Elderly, Poor and Needy and Healthcare

As with the previous year, we have temporarily halted our annual Lunar New Year celebration visit to Tai Pei Old Folks Home in view of the COVID-19 situation and in line with the health guidelines issued by the Singapore government.

In 2020, we donated a total of S\$22,000 to various charitable foundations and programmes under the North West Community Development Council and Cheng Hong Welfare Service Society.

In addition, Serial System has donated S\$100,000 to Sian Chay Medical Institution, a charity organisation that provides free Traditional Chinese Medicine consultation and subsidized medication for the community. This is a pledge to Sian Chay Medical Institution in 2017 to donate S\$100,000 annually for a total period of 10 years amounting to S\$1,000,000 to provide medical services to low-income families from all races and religion.

FINANCIAL CALENDAR AND CORPORATE INFORMATION

- **26 February 2020**
Announcement of Fourth Quarter and Financial Year 2019 Results
- **15 April 2020**
Release of Annual Report 2019
- **30 April 2020**
Annual General Meeting 2020
- **26 May 2020**
Payment of 2019 Final Cash Dividend
- **11 August 2020**
Announcement of Half Year 2020 Results
- **23 February 2021**
Announcement of Financial Year 2020 Results
- **13 April 2021**
Release of Annual Report 2020
- **28 April 2021**
Annual General Meeting 2021
- **28 May 2021**
Payment of 2020 Final Cash Dividend (subject to Shareholders' approval at Annual General Meeting 2021)

Board of Directors

- Dr. Derek Goh Bak Heng (Executive Chairman & Group CEO)
- Mr. Teo Ser Luck (Independent Non-Executive Deputy Chairman)
- Mr. Tan Lye Heng Paul (Lead Independent Director)
- Mr. Ravindran s/o Ramasamy (Independent Director)
- Mr. Ng Cher Yan (Independent Director)
- Mr. Goi Kok Ming Kenneth (Non-Executive Director)

Audit Committee

- Mr. Tan Lye Heng Paul (Chairman)
- Mr. Ravindran s/o Ramasamy
- Mr. Ng Cher Yan

Nominating Committee

- Mr. Ng Cher Yan (Chairman)
- Mr. Tan Lye Heng Paul
- Mr. Ravindran s/o Ramasamy

Remuneration Committee

- Mr. Ravindran s/o Ramasamy (Chairman)
- Mr. Tan Lye Heng Paul
- Mr. Ng Cher Yan

Serial System Employee Share Option Scheme 2014

- Mr. Ravindran s/o Ramasamy (Chairman)
- Mr. Tan Lye Heng Paul
- Mr. Ng Cher Yan
- Dr. Derek Goh Bak Heng

Company Secretary

Mr. Alex Wui Heck Koon

Registered Office

8 Ubi View #05-01
Serial System Building
Singapore 408554

Group Website

www.serialsystem.com

Registrar & Share Transfer Office

B.A.C.S. Private Limited
8 Robinson Road
#03-00 ASO Building
Singapore 048544

Auditors

Moore Stephens LLP
Public Accountants and
Chartered Accountants
10 Anson Road #29-15
International Plaza
Singapore 079903
Audit Partner : Ms. Chan Rouh Ting
(appointed in Year 2019)

Principal Bankers

- Bank of Ningbo Co., Ltd (Shenzhen Branch)
- BNP Paribas
- CTBC Bank Co., Ltd
- DBS Bank Ltd
- Hang Seng Bank Limited
- KGI Bank
- Malayan Banking Berhad
- Resona Merchant Bank Asia Limited
- Shanghai Commercial Bank Limited
- Standard Chartered Bank
- Taichung Bank
- Taipei Fubon Bank
- United Overseas Bank Limited

BOARD OF DIRECTORS

Standing from left

Goi Kok Ming Kenneth
*Non-Executive
Director*

Tan Lye Heng Paul
*Lead Independent
Non-Executive
Director*

Ravindran s/o
Ramasamy
*Independent Non-
Executive Director*

Dato' Seri Dr. Derek
Goh Bak Heng ^{BBM}
*Executive Chairman &
Group CEO*

Teo Ser Luck
*Independent
Non-Executive
Deputy Chairman*

Ng Cher Yan
*Independent Non-
Executive Director*



Dato' Seri Dr. Derek Goh Bak Heng ^{BBM} Executive Chairman & Group CEO

Dr. Derek Goh Bak Heng founded Serial System as a sole proprietorship in 1988, incorporated Serial System Ltd in 1992 and was the founding Chairman and CEO when the Company was listed in 1997.

Dr. Goh is the Executive Chairman and Group CEO of Serial System Ltd with overall management responsibilities for the Group. As Executive Chairman, Dr. Goh leads the Board in charting the future direction for the Group.

In 1996, Dr. Goh won the "Entrepreneur of the Year Award", organised by the Rotary Club of Singapore and the Association of Small and Medium Enterprises, supported by the Trade Development Board. In 1997, Dr. Goh was elected the National President of JCI Singapore and was conferred the Singapore Youth Award (Individual) for entrepreneurship, the nation's highest honour for youths. In 1999, Dr. Goh was conferred the ASEAN Best Young Entrepreneur Award 1999 by the ASEAN Secretariat, and the World Association of Small and Medium Enterprises (WASME) Special Honour Award by the World Association of Small and Medium Enterprises on 29 March 2000. In 2004, Dr. Goh was awarded the Public Service Medal (Pingat Bakti

Masyarakat) by the President of the Republic of Singapore and in 2010, the Public Service Star Medal (Bintang Bakti Masyarakat) on the National Day Honours 2010. In 2010, Dr. Goh won the "Asia Pacific Entrepreneurship Awards 2010 Entrepreneur of the Year" organised by Enterprise Asia and APF Group Pte Ltd and in 2011, he won the Ernst & Young Entrepreneur Of The Year® 2011 Singapore Award for the Electronic Components Distribution Category. Dr. Goh was appointed Adjunct Professor, Faculty of Business and Design for Swinburne University of Technology Sarawak Campus in Malaysia since 1 September 2013. In 2014, Dr. Goh was elected the President of JCI Senators of South East Asian Nations. In 2015, Dr Goh was awarded the International-Singapore ASEAN Leading Brand International Entrepreneur of the Year at the ASEAN Outstanding Business Award 2015 and was named the "UN Asia Pacific Most Prominent Entrepreneur" co-organised by the Trade and Industry Association Singapore and the United Nations Association of Singapore. He was also awarded one of the "Top Outstanding Leaders in Asia 2015" in the Asia Corporate Excellence & Sustainability Awards 2015.

As at 31 March 2021, Dr. Goh holds 362,562,070 shares (40.47%) in Serial System Ltd. Dr. Goh is a substantial shareholder of Serial System Ltd.

Teo Ser Luck

Independent Non-Executive Deputy Chairman

Mr. Teo Ser Luck joined the Board of Directors on 15 July 2017. He is currently the Independent Non-Executive Deputy Chairman.

Mr. Teo Ser Luck is an entrepreneur and investor. He was the former Minister of State in the Singapore government, Mayor and Member of Parliament.

Now in the private sector, he has founded a few ventures and building others. He also chairs and advises a few listed companies listed on the mainboard of the Singapore Exchange including Chairman of BRC Asia Limited, Deputy Chairman of Serial System Ltd, Lead Independent Director of China Aviation Oil (Singapore) Corporation Ltd, Mindchamps Preschool Limited and Independent Director of Straco Corporation Limited and Yanlord Land Group Limited.

Mr. Teo founded business ventures in various sectors including a private equity fund and mostly technology related in the areas of e-commerce, finance, education, food, hardware, general commodities, sports and fitness, event management, and consumer brand and franchise. He was also the founding investor of a listed software company before entering politics in 2006.

Mr. Teo is currently an adviser to the Institute of Singapore Chartered Accountants (ISCA) and Singapore Fintech Association.

Mr. Teo spent 15 years in the private sector before being elected as a member of parliament and appointed as a full-time political office holder for 11 years. He returned to the private sector in July 2017 before retiring as a Member of Parliament in July 2020.

Mr. Teo graduated with an Accountancy degree from the Nanyang Technological University (NTU) and began his career as an auditor. Throughout his private sector career, he has taken on senior management positions as head of sales, marketing, business operations, supply chain management before progressing to lead and oversee companies as Regional Director, General Manager and Managing Director of multi-national operations in the Asia Pacific. He has

worked in Hong Kong, China, Thailand and India, and has helped to start companies. Prior to joining politics in 2006, Mr. Teo was overseeing DHL Express (Singapore) Pte Ltd.

Mr. Teo was elected Member of Parliament for Pasir Ris-Punggol GRC in May 2006 and was appointed as Parliamentary Secretary in the Ministry of Community Development, Youth and Sports. He was subsequently promoted and concurrently assumed responsibility in the Ministry of Transport and appointed as the Mayor of the North East District. After the General Election in 2011, Mr. Teo was promoted and appointed as the Minister of State for Trade and Industry overseeing entrepreneurship, the Small and Medium Enterprises (SME), consumer protection, and trade relations with the region, including China. He was the Chairman of Singapore-Shandong Bilateral Business Council and Vice Chairman of the Singapore-Jiangsu Bilateral Business Council. He was instrumental in creating the start-up ecosystem in Launchpad@one north. Mr. Teo was the Minister of State for Manpower overseeing enterprise and industry development and productivity, Lean Enterprise Development implementation in businesses, foreign workers, rank and file workers and developing progressive workplaces. He was also the coordinating Chairman of the Mayors Committee.

For his achievements, Mr. Teo was recognised as a young global leader by the World Economic Forum for his contribution to the business and community services sectors. He also received the Outstanding Young Alumni Award and subsequently received the outstanding alumni award from his alma mater (NTU) for continuing to make a difference in public service. While in the private sector, he has also received accolades as a global outstanding manager in business and operational excellence.

Mr. Teo was instrumental in leading Singapore's successful bid for the inaugural Youth Olympic Games (YOG) that was held from 14 to 26 August 2010. He was also the Advisor to the Singapore 2010 YOG Organising Committee and the Mayor for the Youth Olympic Village.

Tan Lye Heng Paul

Lead Independent Non-Executive Director

Mr. Tan Lye Heng Paul joined the Board of Directors on 16 June 2011. He is currently the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

Apart from Serial System Ltd, Mr. Tan is also Non-Executive and Independent Director of SGX-listed Second Chance Properties Ltd and Pollux Properties Ltd.

Mr. Tan holds an MBA from the University of Birmingham in the United Kingdom. He is currently the managing director of CA TRUST PAC and director of Kreston Ardent CA TRUST PAC, a fellow member of the Institute of Singapore Chartered Accountants and the Association of Chartered Certified Accountants, and a member of Singapore Chartered Tax Professionals Limited and Singapore Institute of Directors.

As at 31 March 2021, Mr. Tan holds 350,000 shares (0.04%) in Serial System Ltd.

Ravindran s/o Ramasamy

Independent Non-Executive Director

Mr. Ravindran s/o Ramasamy joined the Board of Directors on 14 August 2001. He is currently the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee.

Mr. Ravindran holds a Bachelor of Law with Honours from the National University of Singapore and a Master of Law from the National University of Singapore, and is a partner with Colin Ng & Partners LLP.

Ng Cher Yan

Independent Non-Executive Director

Mr. Ng Cher Yan joined the Board of Directors on 19 March 1997 and retired on 23 April 2011. Mr. Ng rejoined the Board of Directors on 28 March 2017. He is currently the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

Apart from Serial System Ltd, Mr. Ng is also Non-Executive and Independent Director of SGX-listed Samko Timber Limited, Vicplas International Ltd and MoneyMax Financial Services Ltd.

Mr. Ng graduated from the National University of Singapore in 1983 with a Bachelor of Accountancy degree and is also qualified as a Chartered Accountant, Australia. He is currently a practising chartered accountant with Plus LLP, a fellow member of the Institute of Singapore Chartered Accountants and a member of the Institute of Chartered Accountants in Australia.

For his various community services, Mr. Ng was awarded the Public Service Medal (Pingat Bakti Masyarakat) in 2007 and the Public Service Star Medal (Bintang Bakti Masyarakat) in 2016.

As at 31 March 2021, Mr. Ng holds 150,000 shares (0.02%) in Serial System Ltd.

Goi Kok Ming Kenneth

Non-Executive Director

Mr. Goi Kok Ming Kenneth joined the Board of Directors on 8 May 2019.

Apart from Serial System Ltd, Mr. Goi is also Chief Operating Officer and Executive Director of SGX-listed GSH Corporation Limited, and Non-Executive Director of two other SGX-listed companies - Hanwell Holdings Ltd and Union Steel Holdings Limited.

Mr. Goi holds a Bachelor degree in Computer Information System from California State University, Pomona, United States. He is currently a director of Acelink Logistics Pte Ltd, a united states supply chain company with distribution networks in Singapore, Malaysia, Thailand, Hong Kong and China, as well as Tee Yih Jia Group, a global food and beverage group with operations in Singapore, Malaysia, United States, Europe, Japan and China.

Mr. Goi is active in community services and was awarded the Public Service Medal (Pingat Bakti Masyarakat) in 2018 for his involvement as a member of the Community Development District Council, South East Region, and Patron of Braddell Heights Community Club. He also received the "Entrepreneur of the Year" Award from Enterprise Asia in 2019.

MANAGEMENT TEAM

Derek Goh
Group Chief Executive Officer



As Group Chief Executive Officer, Derek leads the management team in executing strategies to achieve the goals set by the Board of Directors.

Sean Goh
Group Chief Operating Officer



Sean Goh joined Serial Microelectronics Pte Ltd in June 2004 as its Sales Engineer. He was appointed Vice President of Regional Marketing in October 2009, Senior Vice President of Corporate Planning, Development and Regional Marketing in July 2011 and Group Senior Vice President and Chief Operating Officer, Consumer Products Distribution in July 2018. Sean was appointed Group Chief Operating Officer of Serial System Ltd in June 2019.

As Group Chief Operating Officer, Sean will oversee the Group's business operations and optimize the Group's Information Technology, operational and asset management capabilities. He will also be working in consultation with the Board of Directors and the management team to develop and execute corporate development strategies.

Sean holds a Bachelor of Engineering degree with Honours from the Nanyang Technological University.

Alex Wui
Group Chief Financial Officer &
Group Company Secretary



Alex Wui joined Serial System Ltd in August 2000 and was appointed Group Financial Controller in August 2006. He was re-designated as Group Chief Financial Officer in April 2011.

As Group Chief Financial Officer, Alex is responsible for the Group's accounting, finance, treasury and tax functions. As Group Company Secretary, he ensures the Group complies with all established procedures and relevant statutes and regulations.

Alex is a Chartered Accountant with corporate advisory and public accounting experiences gained with an international accounting firm. He holds a Bachelor of Accountancy degree with Honours from the Nanyang Technological University and a MBA from the Warwick Business School in the United Kingdom.

Vinson Sim
Senior IT Director



Vinson Sim joined Serial System Ltd in November 2018 as Senior IT Director.

As Senior IT Director, Vinson leads and manages the Group's Information Technology strategy, deployment, and project implementations across Serial System group of companies.

Prior to joining Serial System Ltd, Vinson held various senior positions in systems and change delivery in a global bank.

Vinson holds a Bachelor of Engineering degree with Honours from the Nanyang Technological University.

Kim Sang Yeol

President
Serial Microelectronics Korea Limited
South Korea

SY Kim was appointed President of Serial Microelectronics Korea Limited ("SMKR") in May 1999.

As Country Head of SMKR, SY oversees the Group's electronic components distribution business in South Korea.

SY has over 35 years of experience in the semiconductor and technology field and had held senior level positions at Space Semiconductor Trading Limited and Alpha Technology Industries Limited.

SY holds a Bachelor of Electronics Engineering degree from KwangWoon University in South Korea.

William Low

Vice President
Serial Microelectronics Pte Ltd
South Asia

William Low joined Serial Microelectronics Pte Ltd in August 2013 as its Vice President.

William oversees the Group's electronic components distribution business in South Asia.

William has over 35 years of experience in the electronic and semiconductor industry and had held senior level positions at Excelpoint Systems and Dovatron International Inc.

William holds a Diploma in Production Engineering from Singapore Polytechnic and a Manufacturing Consultant certificate from SANNO Institute of Business Administration, Japan. He is also a qualified practitioner of MTMII from the MTM Association, Sweden.

Lawrence Ho

President
Serial Microelectronics (HK) Limited
Hong Kong & China

Lawrence Ho was appointed President of Serial Microelectronics (HK) Limited ("SMHK") in July 2001.

As Country Head of SMHK, Lawrence oversees the Group's electronic components distribution business in Hong Kong and China.

Prior to joining SMHK, Lawrence owned Innowave Technology Ltd, a company engaged in trading and distribution of electronic components in Hong Kong.

Lawrence holds a Bachelor of Electronics Engineering degree from Hong Kong Polytechnic University in Hong Kong.

Jesse Jeng

President
Serial Microelectronics Inc.
Taiwan

Jesse Jeng was appointed President of Serial Microelectronics Inc. ("SMTW") in January 2007.

As Country Head of SMTW, Jesse oversees the Group's electronic components distribution business in Taiwan.

Jesse has over 34 years of experience in the electronic trading and distribution industry, including 4 years at Chander Electronics Corp and 11 years at Arrow Electronics (Taiwan) Ltd.

Jesse holds a Bachelor of Electrical Engineering degree from John's University and a Physics degree from Tamkang University in Taiwan.

CORPORATE GOVERNANCE REPORT

Serial System Ltd (the “Company”, together with its subsidiaries, the “Group”) is committed to achieving high standards of corporate governance, to promote corporate transparency, to protect the interests of its stakeholders and to enhance shareholder value. The Board of Directors (the “Board”) and Management believe that sound corporate governance supports long-term value creation. To this end, the Group has in place a set of well-defined policies and processes to enhance corporate performance and accountability.

The Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Mainboard Rules require all listed companies to describe in their Annual Reports, their corporate governance practices, with specific reference to the principles and provisions of the Code of Corporate Governance 2018 (the “Code”).

This report describes the Company’s key corporate governance practices for the financial year ended 31 December 2020 (“FY2020”). The Board is pleased to confirm that it had adhered to the principles and provisions of the Code as highlighted and explained in the report. In so far as any provision has not been complied with, the reason has been provided.

1. Board Matters

The Board’s Conduct of 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.

Board’s Conduct of Affairs

The Board is collectively responsible for creating value for shareholders, ensuring the long-term success of the Group and providing overall strategy and business direction to the Management and the Group. Additionally, the Board has established ethics policies within the Group, which set out a code of conduct and ethical standards for Management and staff to adhere to.

The principal functions of the Board, in addition to carrying out its statutory responsibilities, inter alia, are as follows:

- (i) Oversees and approves the formulation of the Group’s overall long-term strategic objectives and directions, corporate strategy and objectives;
- (ii) Decides on matters in relation to the Group’s operations which are of significant nature, including decisions on the approval of business plans, major investments and divestments;
- (iii) Oversees and reviews the management of the Group’s business affairs, including financial controls, annual budget, financial performance reviews, key operational initiatives, resource allocation, compliance and corporate governance practices;
- (iv) Establishes a framework of effective controls to assess and manage risks, safeguard shareholders’ interests and the Group’s assets;
- (v) Ensures that the necessary financial and human resources are available for the Group to meet its objectives;
- (vi) Set the Group’s values and standards and ensure that obligations to stakeholders are understood and met;
- (vii) Reviews Management’s performance and remuneration packages; and
- (viii) Considers sustainability issues including environmental, social and governance factors as part of the Group’s overall strategy.

The Group has established financial authorisation limits for matters such as operating and capital budgets, credit limits, procurement of goods and services, and the acquisition and disposal of investments. The Board approves transactions exceeding a certain threshold limits, while delegating the authority for transactions below those limits to Management in order to optimise operational efficiency.

1. Board Matters (continued)

The Board's Conduct of Affairs (continued)

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. (continued)

The Board exercises due diligence and independent judgement in dealing with the business affair of the Group and works with Management to take objective decisions in the interest of the Group. Any Director facing a conflict of interests will recuse himself from discussions and decisions involving the issue of conflict.

Matters requiring the Board's decision and approval include but are not limited to:

- (i) Strategic business plans;
- (ii) Joint ventures, investments, acquisitions and divestments exceeding certain threshold limits;
- (iii) Annual operating budgets and financial plans of the Group;
- (iv) Annual and half yearly financial reports;
- (v) Sales and purchases of shares in the Group, its associated companies and other companies;
- (vi) The Group's risk appetite and risk tolerance for different categories of risk, as well as risk management strategies and execution;
- (vii) Capital expenditure and disposal of assets exceeding S\$2.0 million (approximately US\$1.5 million);
- (viii) Borrowing exceeding S\$5.0 million (approximately US\$3.8 million);
- (ix) Interested person transactions for an amount equal to or more than S\$100,000 (approximately US\$76,000);
- (x) Declaration of dividend by the Company; and
- (xi) Appointment of key management staff, including reviewing their performance and remuneration packages.

The matters which are decided and approved by the Board are clearly documented in the minutes of meetings and board resolutions, and kept with the Company.

To assist in effective execution of its responsibilities, the Board has delegated most of its functions to three Board committees. These are the Audit Committee (the "AC"), Nominating Committee (the "NC"), and Remuneration Committee (the "RC"). These Board Committees function within clearly defined written terms of reference, and are actively engaged and play an important role in ensuring good corporate governance within the Group.

Board Attendance

The Board meets at least on a half yearly basis. Besides the scheduled Board meetings, the Board meets on an ad-hoc basis as warranted by particular circumstances. If Directors are unable to attend meetings in person, telephonic means of communication are allowed. Agendas are circulated in advance, with board papers and related materials released before the meetings, to allow members of the Board and its committees to prepare for the meetings and contribute to meaningful discussions. The Board papers may include information such as business strategies, financial information, risk analysis, industry trends and other information deemed relevant to the matters tabled for discussion.

1. Board Matters (continued)

The Board's Conduct of Affairs (continued)

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. (continued)

The Board met three times in FY2020, of which two were the regular half-year and full-year meetings and one was meeting held to review and discuss the FY2019 financial results and annual budget as well as important and strategic matters. The attendance of the Directors at meetings of the Board, Board Committees and general meeting, and the frequency of such meetings, is disclosed below.

A record of the Directors' attendance at the Board and Board Committee meetings as well as general meeting for FY2020 is set out below:

	Board	Audit Committee	Nominating Committee	Remuneration Committee	General Meeting
Number of meetings held in FY2020	3	3	1	2	1
Name of Director	Number of meetings attended:				
Derek Goh Bak Heng	3	NA	NA	NA	1
Teo Ser Luck	2	1 ⁽¹⁾	NA	NA	1
Tan Lye Heng Paul	3	3	1	2	1
Ravindran s/o Ramasamy	3	3	1	2	1
Ng Cher Yan	3	3	1	2	1
Goi Kok Ming Kenneth	3	1 ⁽¹⁾	NA	NA	1

NA – Not Applicable

⁽¹⁾ Attendance by invitation.

Directors with multiple board representations will ensure that sufficient time and attention are given to the business affairs of the Group.

Continuous Training and Development of Directors

The Directors are updated regularly on regulatory changes that will have an important relevance on the Group's or Director's obligations. Such changes are also updated and discussed during Board meetings. As part of the Directors' ongoing training, Directors are also encouraged to actively engage in informal discussions on subjects which are relevant to the Group's businesses and at the Company's expense, attend relevant training programmes or seminars in areas of directors' duties and responsibilities, corporate governance, changes in financial reporting standards, insider trading and changes in the Companies Act (Chapter 50) of Singapore (the "Companies Act"). A new Director who has no prior experience as a director of an issuer listed on the SGX-ST must also go through mandatory training in his roles and responsibilities as advised by the SGX-ST.

Orientation for New Directors

Upon the appointment of a new Director, he is provided with a formal letter setting out his key duties and obligations under the Group's policies, processes and best practices in corporate governance. Orientation programmes, briefings and/or events will be organised during the year for new incoming Directors to ensure that they are informed on the Group's key businesses and corporate governance practices. This also allows new Director(s) to get familiar with Management, therefore facilitating board interaction and independent access to Management.

Access to Complete, Adequate and Timely Information, Management and Company Secretary

The Board and Management are given opportunities to engage in open and constructive debate and Board members may, at any time, request for further meetings or informal discussions on any matter related to the

1. **Board Matters** (continued)

The Board's Conduct of Affairs (continued)

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. (continued)

Group's operations or business issues from Management. All board members are supplied with relevant, complete, adequate and timely information prior to Board meetings and on an on-going basis to enable them to discharge their duties efficiently and effectively.

Board members receive quarterly management reports pertaining to the operational and financial performance of the Group. The Board also receives regular updates on the industry and technological developments. Minutes of the previous meetings are tabled and confirmed at Board meetings for the Directors' information.

The Board has at all times separate and independent access to Management through face to face meetings, electronic mail, telephone, instant messaging services and are entitled at all times to request for any additional information needed to make sound decisions. Likewise, key management staff, the Company's auditors or external consultants are invited to attend Board and Board Committee meetings to update and provide independent professional advice on specific issues, where necessary.

The Company Secretary attends all Board and Board Committee meetings and is responsible for ensuring that established procedures and the relevant statutes and regulations are complied with. Additionally, the Company Secretary assists in coordinating the flow of information within the Board and Board Committees as well as between Management and the Board. The Company Secretary also assists the Chairman of the Board and the Board in enforcing and strengthening corporate governance practices and processes. The appointment and removal of the Company Secretary is subject to the approval of the Board. Directors have separate and independent access to the Company Secretary through face-to-face meetings, electronic mail, telephone and instant messaging services.

If need be, the Board and individual Board Committees have the right to seek professional advice, at the Group's expense, concerning any aspect of the Group's operations or undertakings in order to fulfil their duties and responsibilities as directors.

2. **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.

Independence

The Board comprises six Directors of which one is an Executive Director and another is a Non-Independent Non-Executive Director and the remaining four directors are Independent Directors, thus representing a strong independent element on the Board, capable of open and constructive debates on relevant issues affecting the business affairs of the Group.

Throughout FY2020, the Non-Executive and Independent Directors made up more than two-thirds of the Board and this exceeds requirements under amendments to Rule 210(5)(c) of the Listing Manual of the SGX-ST for Independent Directors to make up at least one-third of the Board.

The NC, in defining the independence concept, takes into account the criteria set out in the Listing Manual of the SGX-ST and the Code, the presence of any relationships between such Director and the Group, its related corporation, its substantial shareholders and its officers that could interfere, with the exercise of such Director's independent judgment. Under the Listing Manual of the SGX-ST, a Director will not be deemed independent if he is employed by the Group or its related corporations for the current or any of the past three financial years, or if he has an immediate family member who is employed or has been employed by the Group or its related corporations for the past three financial years, and whose remuneration is determined by the RC.

The NC, having considered the completed annual declaration of independence by the Independent Directors and assessed their past contributions and suitability of requisite knowledge, capabilities, experiences and independency to assume the responsibilities, is of the view that the current Board has an appropriate level of independence to enable it to make decisions in the best interests of the Group. The NC confirmed that Mr. Teo Ser Luck, Mr. Tan Lye Heng Paul, Mr. Ravindran s/o Ramasamy and Mr. Ng Cher Yan are Independent Directors under the Code.

2. Board composition and guidance (continued)

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. (continued)

In the interest of good corporate governance, the Board carries out rigorous review of the contributions and independence of directors who have served on the Board beyond an aggregate period of more than nine years and if necessary, exercise its discretion to extend the tenures of these directors. The SGX-ST Listing Manual also sets out specific circumstances in which a director is deemed non-independent, effective on 1 January 2022, the requirements to remain as independent director after serving more than nine years and to seek two-tier voting by shareholders. Currently, Mr. Tan Lye Heng Paul, Mr. Ravindran s/o Ramasamy and Mr. Ng Cher Yan have served as Independent Directors of the Company for a period of more than nine years.

After rigorous review, the NC with the concurrence of the Board, has determined that Mr. Teo Ser Luck, Mr. Tan Lye Heng Paul, Mr. Ravindran s/o Ramasamy and Mr. Ng Cher Yan remain independent in character and judgement, taking into account there were no relationships with management or substantial shareholders or circumstances which were likely to affect, or could appear to affect their independence. The Board also reviews the performance of Mr. Teo Ser Luck, Mr. Tan Lye Heng Paul, Mr. Ravindran s/o Ramasamy and Mr. Ng Cher Yan and considers that they, who had gained good understanding of the Group's businesses and operations, will be able to continue to bring invaluable expertise, experience and knowledge to the Board. The NC and Board is therefore satisfied with their performance and continued independence.

Composition and Size of the Board

The NC, after performing an annual review on the composition of the Board and considering the benefits of diversity of Board Members' skills, experience and background, maintains the view that the current Board size and structure is adequate for the existing business operations of the Group. Each Director has been appointed on the strength of his calibre, experience and stature and is expected to bring valuable range of experience and expertise to contribute to the development of the Group strategy and the performance of its businesses.

A summary of the composition of the Board and its Committee is set out below:

Name of Director	Date of appointment	Date of last re-election	Board		Audit Committee	Nominating Committee	Remuneration Committee
			Status	Position	Position	Position	Position
Derek Goh Bak Heng	26 October 1998	30 April 2020	Non-Independent / Executive	Executive Chairman & Group CEO	-	-	-
Teo Ser Luck	15 July 2017	28 April 2018	Independent / Non-Executive	Deputy Chairman	-	-	-
Tan Lye Heng Paul	16 June 2011	30 April 2020	Lead Independent / Non-Executive	Member	Chairman	Member	Member
Ravindran s/o Ramasamy	14 August 2001	29 April 2019	Independent / Non-Executive	Member	Member	Member	Chairman
Ng Cher Yan	28 March ⁽²⁾ 2017	29 April 2019	Independent / Non-Executive	Member	Member	Chairman	Member
Goi Kok Ming Kenneth ⁽¹⁾	8 May 2019	30 April 2020	Non-Independent / Non-Executive	Member	-	-	-

⁽¹⁾ Mr. Goi Kok Ming Kenneth is the son of Mr. Goi Seng Hui, a substantial shareholder of Serial System Ltd.

⁽²⁾ Mr. Ng Cher Yan joined the Board on 19 March 1997 and retired on 23 April 2011. He rejoined the Board on 28 March 2017.

2. Board composition and guidance (continued)

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. (continued)

The diversity policy and framework for promoting diversity on the Board is currently in the pipeline and the NC is responsible for ensuring the completion of this policy and subsequently, the implementation of this policy in an effective and practical manner. The NC will report to the Board periodically on the progress made in achieving the objectives set for promoting diversity.

Notwithstanding that the Group has not adopted a formal board diversity policy, the composition of the Board is reviewed annually by the NC to ensure that the Board has the appropriate level of independence and mix of expertise and experience, and collectively possesses the necessary core competencies to enable it to make decisions in the best interests of the Group. The Board provides an appropriate balance of diversity of skills, experience and knowledge of the Group, with core competencies in accounting and finance, legal expertise, business and management experience, industry knowledge, strategic planning and customer-based experience and knowledge. This enables the Management to benefit from the external and expert perspectives of the Directors who collectively possess the core competencies relevant to the direction and growth of the Group.

When the need arises or appropriate, the Non-Executive Directors communicated among themselves without the Management's presence to discuss matters such as the Group's financial performance, corporate governance initiatives, board processes and succession planning.

3. Chairman and Chief Executive Officer

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

The Board is aware it has deviated from Provision 3.1 of the Code which states that the Chairman and Chief Executive Officer are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

Dr. Derek Goh Bak Heng is the Founder, Executive Chairman and Group Chief Executive Officer ("Group CEO"), playing a pivotal and instrumental role in developing the Group's businesses and providing the Group with strong leadership and vision. In addition to the day-to-day running of the Group, he is responsible for the overall leadership of the Board and engages Management regularly on pertinent issues. He sets the agenda items for Board meetings, with the assistance of the Company Secretary, and ensures that adequate time is available for discussion on all agenda items, especially, strategic issues, and that complete, adequate and timely information is made available to the Board. He encourages constructive relations within the Board and between the Board and Management and ensures effective communication with shareholders. He also takes on a leading role in ensuring the Group complies and maintains a high standard of corporate governance practices.

Despite the positions of Executive Chairman and Group CEO being held by one individual, the Board has decided that it would currently not be in the Group's interests to institute a separation in the role of the Chairman from that of the CEO, so as to ensure decision-making process of the Group would not be unnecessarily hindered. The Board views that in the best interests of the Group, Dr. Derek Goh Bak Heng should continue to be the Chairman of the Board and Group CEO for the current year.

In view that Dr. Derek Goh Bak Heng is both the Executive Chairman and Group CEO, Mr. Tan Lye Heng Paul has been appointed as the Lead Independent Director to co-ordinate and lead the Independent Directors in situations where the Chairman is conflicted, and provide enriched discussions and debate within the Board. He is the principal liaison on Board issues between the Non-Executive and/or Independent Directors and the Executive Chairman. He is also available to shareholders where they have concerns and for which contact through the normal channels of communication with the Executive Chairman and Group CEO or Group Chief Financial Officer ("Group CFO") has failed to resolve or is inappropriate.

Based on the above reasons, the Board is of the view that the practices adopted by the Company are consistent with the intent of Principle 3 of the Code.

4. 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.

Membership and Terms of Reference

Mr. Ng Cher Yan chairs the NC. Other members of the NC are Mr. Tan Lye Heng Paul and Mr. Ravindran s/o Ramasamy. All members of the NC are Non-Executive and Independent.

During FY2020, the NC has held one scheduled meeting. The NC has its terms of reference which sets out its authority and duties. The functions of the NC include the following:

- Determines the criteria for identifying candidates and reviewing nominations for the appointments as Directors and CEO;
- Decides how the Board's performance may be evaluated and proposes objective performance criteria for the Board's approval;
- Assesses the effectiveness of the Board as a whole;
- Reviews the training and professional development programmes for the Board;
- Assesses the contribution by each individual Director to the effectiveness of the Board;
- Re-nominates any Director, having regard to the Director's contribution and performance;
- Determines on an annual basis whether a Director is independent;
- Decides whether a Director is able to and has been adequately carrying out his duties as a Director of the Group, particularly when the Director has multiple board representations; and
- Identifies gaps in the mix of skills, experiences and other qualities required in an effective Board so as to better nominate or recommend suitable candidates to fill the gaps.

NC Responsibilities

Key responsibilities of the NC include making recommendations to the Board on relevant matters such as the process for evaluating the performance of the Board as a whole. It also ensures that Directors appointed by the Board are subject to election by shareholders at the Annual General Meeting ("AGM") and that all Directors are subject to re-election once every three years, if re-nominated by the NC. In this aspect, the NC recommended to the Board that Mr. Teo Ser Luck and Mr. Ng Cher Yan who will retire pursuant to Article 89 of Serial System Ltd's Constitution, be nominated for re-appointment, at the forthcoming AGM on 28 April 2021.

Additionally, Mr. Tan Lye Heng Paul, Mr. Ravindran s/o Ramasamy and Mr. Ng Cher Yan, who have served as Independent Directors of the Company for a period of more than nine years will be subjected to continued appointment as independent directors, via a two-tier voting by shareholders, at the forthcoming AGM on 28 April 2021. As of 1 January 2022, these three Directors would have been Independent Directors of the Company for a period of more than nine years and will cease to be regarded as independent on such date in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will come into effect on 1 January 2022). The Company has decided to early adopt the practice of two-tier voting process in respect of these three Directors for their continued appointment as Independent Directors in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

The NC together with the Board, having considered the completed annual declaration of independence by the Independent Directors, and evaluated their participation in Board and committee meetings, are of the view that the current Board has an appropriate level of independence to enable it to think, exercise objective judgment and make decisions on corporate matters in the best interests of the Group. The NC confirmed that Mr. Teo Ser Luck, Mr. Tan Lye Heng Paul, Mr. Ravindran s/o Ramasamy and Mr. Ng Cher Yan are Independent Directors under the Code.

Alternate Directors

Currently, there is no Alternate Director on the Board.

Process for Selection of New Directors

The Group has in place a process for selecting and appointing new Directors. This process includes, inter alia, an evaluation of the candidate's capabilities and how the candidate fits into the overall desired competency matrix of the Board. Some of the selection criteria used are integrity, independent-mindedness, diversity, level of commitment to the Board, track record of good decision-making, experience in high-performing companies and financial knowledge. Short-listed candidates would be required to furnish their curriculum vitae stating in detail their qualification, working experience and employment history to enable the NC to assess the candidate's independence status and compliance with the Company's established internal guidelines.

4. **Board Membership** (continued)

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. (continued)

New Directors will be appointed by way of Board resolution or during Board meeting, after the Board has taken into consideration the evaluation criteria and recommendation by the NC. The NC also ensures that the newly appointed Directors are aware of their duties and obligations.

Director's Time Commitment

All Directors are required to declare their board representations. When a Director has multiple board representations and heavy principal commitments, the NC will consider whether the Director is able to adequately carry out his duties as a Director of the Company.

The NC has reviewed each Director's external directorships, their principal commitments, as well as each Director's attendance and contributions to the Board. Though some Directors hold multiple directorships in non-Group entities, the NC is satisfied that these Directors spent adequate time and attention to the Company's affairs and have discharged their responsibilities.

Considering the composition and mix of the current Board of Directors, the Board is of the view that it is not necessary to stipulate the maximum number of listed company board representation which any Director may hold, for the year under review. Nevertheless, the Board will annually examine the need for such policy to be implemented.

Succession Planning

The NC is of the view that succession planning is an important part of corporate governance and is currently establishing succession plans for the Chairman, Directors and key Management personnel of the Company, to ensure progressive renewal of the Board and the Management.

Key Information on Directors

The profiles of the Directors and their respective shareholdings in the Company are set out on pages 20 to 22 of the Annual Report. None of the Directors hold shares in the subsidiaries of the Company, except for Dr. Derek Goh Bak Heng, who, by virtue of his interest of not less than 20% of the issued share capital of the Company, is deemed to have an interest in the shares of the subsidiaries of the Company.

5. **Board Performance**

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

Board Performance

The Board's performance is associated to the overall performance of the Group. The Board ensures that the Company is in compliance with applicable laws, and Board members are required to act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

The NC reviews and assesses the effectiveness of the Board, its Board Committees and individual Directors as a whole, on an annual basis, based on performance criteria as agreed by the Board. Following the review in FY2020, the Board is of the view that the Board and its Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

Board Evaluation Process

The Board evaluation process involves having all Directors complete a questionnaire seeking their views on the various aspects of the performance of the Board and Board Committees which contributed to the overall effectiveness of the Board. The completed evaluation forms are submitted to the Company Secretary who collates the responses confidentially. The consolidated responses were presented to the NC for review before submitting to the Board for discussion and determining areas for improvement and enhancement of the Board effectiveness.

5. Board Performance (continued)

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committee and individual Directors. (continued)

Performance Criteria for Board Evaluation

The NC assesses the performance of the Board as a whole, based on performance criteria (determined by the NC and approved by the Board), such as the Board's composition and size, the Board's access to timely and accurate information, Board processes, internal controls and risk management, Board accountability, standard of conduct, performance of the Board's principal functions and fiduciary duties, and guidance to and communication with Management and stakeholders. The performance criteria do not change unless the NC opines the need for change, for example, in order to align with any changes in the Code.

Individual Director Evaluation

The individual Director's performance is evaluated annually through a peer and self-evaluation. Performance criteria include factors like Director's attendance, the degree of preparedness, fairness, participation and value of contribution at Board meetings, industry and business knowledge, functional expertise, and commitment. The results of the peer and self-evaluation were compiled by the Company Secretary and given to the NC, who assesses the performance of the individual Directors and holds discussions if necessary.

6. 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.

Remuneration of the Board members, key Management personnel and employees who are related to the substantial shareholders, the CEO, the Directors (if any) are handled by the RC whose responsibilities are to ensure that a formal and transparent procedure is in place on these remuneration matters. The RC also ensures that no Director is involved in deciding his own remuneration.

Remuneration Committee and Terms of Reference

The RC comprises the following three Directors, all of whom are Non-Executive and Independent:

Mr. Ravindran s/o Ramasamy (Chairman of the RC)
Mr. Tan Lye Heng Paul (Independent Director)
Mr. Ng Cher Yan (Independent Director)

During FY2020, the RC has held two scheduled meetings. The RC has its terms of reference which sets out its authority and duties. The functions of the RC include the following:

- Reviews and recommends to the Board a framework of remuneration for Board members and key Management personnel, and the specific remuneration packages for each Director (Executive and Non-Executive) as well as for the key Management personnel;
- Reviews and recommends to the Board on the adequacy and form of compensation of the Board members and key Management personnel of the Group, to ensure that the compensation is commensurated with their responsibilities and performance;
- Reviews and proposes to the Board on the fees for Non-Executive Directors, taking into account factors such as the effort, contribution and time spent by and the responsibilities of the Non-Executive Directors;
- Reviews the Company's obligations in the event of termination of the Executive Director's and key Management personnel's contracts of service, to ensure that such clauses are fair and reasonable and not overly generous; and
- Performs such other related functions as the Board may determine.

RC's Access to Advice on Remuneration Matters

The RC has full authority to engage any external professional to advise on matters relating to remuneration as and when the need arises. In FY2020, the RC did not require the service of external professionals.

7. 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.

Remuneration of Executive Director and Key Management Personnel

The Board believes that it is imperative to remunerate Executive Directors and key Management personnel equitably to attract and retain individuals with the necessary talents and capabilities.

The Company's structure of remuneration of the Executive Director and key Management personnel ensures that the remuneration of the Executive Director and key Management personnel commensurates with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group, prevailing economic situation, pay and employment conditions within similar industry and in comparable companies. The remuneration package of the Executive Director and key Management personnel comprises both basic salary and variable component. The variable component, which is the annual incentive bonus, is linked to the performance of the Group as a whole and the individual performance of the key Management personnel in respect of the regions or business units they took charge. The remuneration framework is designed to align with the interests of shareholders and some stakeholders so as to promote long-term success and sustainability of the Group.

In FY2020, the RC considered and approved Dr. Derek Goh Bak Heng's specific remuneration package which includes salary, incentive, bonus and benefits-in-kind, after considering his performance and the financial performance of the Group. The Company contributed a total of S\$799,021 to a long term incentive scheme (deferred compensation) comprising two insurance plans for Dr. Derek Goh Bak Heng which was approved by the RC and the Board as disclosed in the Company's Annual Report for the financial year ended 31 December 2016.

Long Term Incentive Scheme

The Company has in place a Serial System Employee Share Option Scheme 2014 ("2014 Scheme"), duly approved by shareholders at the Extraordinary General Meeting held on 26 April 2014. The 2014 Scheme replaces the previous 2004 scheme which expired on 29 January 2014.

The 2014 Scheme will continue to provide the opportunity presented by the previous 2004 Scheme for all employees who have contributed significantly to the growth and performance of the Group. In particular, it enables the Company to motivate employees to optimize their performance standards and efficiency and to maintain a high level of contribution to the Group and helps to develop a participatory style of management which promotes greater commitment and dedication amongst the employees, thereby instilling loyalty and a stronger sense of identification with the success and long term well-being of the Group. It also makes total employee remuneration sufficiently competitive to recruit and retain key Executives whose contributions are important to the long-term well-being and growth of the Group.

For the year under review, no share options has been granted to Executive Directors and key Management personnel under the 2014 Scheme.

Contractual Provisions Protecting the Company's Interests

Having reviewed and considered the variable components of the Executive Director and key Management personnel, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions in the terms of employment to reclaim incentive components of their remuneration paid in prior years. In addition, the Executive Director owes a fiduciary duty to the Company. The Company should be able to avail itself to remedy against the Executive Director in the event of such breach of fiduciary duties.

7. Level and Mix of Remuneration (continued)

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. (continued)

Remuneration of Non-Executive Directors

The Board concurred with the RC that the proposed Non-Executive Directors' fees for FY2020 is appropriate and that the Non-Executive Directors receive directors' fees in accordance with their level of contributions, taking into account factors such as effort and time spent for serving on the Board and Board Committees, as well as the responsibilities and obligations of the Directors. The Board recommends to shareholders for approval at the AGM the fees payable to the Non-Executive Directors.

The Company also extends its 2014 Scheme as mentioned above, to Non-Executive Directors in recognition of their contributions. The provision of share options to the Non-Executive Directors will ensure that the Company will be able to continue to attract onto its Board, Directors who will be able to assist in furthering the business interests of the Group. This will help enhance the growth and long-term profitability of the Company. For the year under review, no share options has been granted to Non-Executive Directors under the 2014 Scheme.

Remuneration of Employees related to the Directors / Group CEO / Substantial Shareholders

The remuneration packages of employees related to the Directors or Group CEO or substantial shareholders of the Company are also in line with the Group's staff remuneration guidelines and commensurate with their respective job scope and level of responsibility.

8. Disclosure of Remuneration

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

Disclosure on Remuneration of Directors

Details of the remuneration of Directors for FY2020 are as follows:

Executive Director	Directors' Fees (%)	Salary ⁽¹⁾ (%)	Incentive Bonus (%)	Other Benefits (%)	Total Remuneration (S\$)
Derek Goh Bak Heng	1.0	27.5	28.2	43.3	1,898,750 ⁽²⁾
Non-Executive & Independent Directors					
Teo Ser Luck	100.0	-	-	-	49,600
Tan Lye Heng Paul	100.0	-	-	-	36,000
Ravindran s/o Ramasamy	100.0	-	-	-	36,000
Ng Cher Yan	100.0	-	-	-	36,000
Non-Executive Director					
Goi Kok Ming Kenneth	100.0	-	-	-	33,600

⁽¹⁾ Included employer's CPF contribution

⁽²⁾ Included a deferred compensation of S\$799,021 as detailed in "Remuneration of Executive Director and Key Management Personnel", above.

Note: The remuneration disclosed in this report does not include share option expense. No share options were granted to Directors in FY 2020.

8. Disclosure of Remuneration (continued)

Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedures for setting remuneration, and the relationships between remuneration, performance and value creation. (continued)

In FY2020, Dr. Derek Goh Bak Heng has taken approximately 30% reduction in his total salary and the Board has taken a 20% reduction in their fees, to show their support to the Company whose businesses were adversely impacted by the Covid-19 pandemic, especially in the first half of 2020.

Disclosure on Remuneration of Key Management Personnel

The Board is aware that Provision 8.1 of the Code requires the remuneration of at least the top five key Management personnel of the Company (excluding the Directors or the CEO) to be disclosed. However, the Board, after careful deliberation, believes that such information is best kept confidential as disclosing the same would be prejudicial to its business given the highly competitive business environment. There are other expected disadvantages such as potential staff motivational and retention issues that such detailed disclosures may bring. With the Company's disclosure of their remuneration in bands of not wider than S\$250,000, shareholders have been provided an insight into the level of remuneration paid to the top five key Management personnel.

The annual aggregate remuneration paid to the top five key Management personnel (excluding the Directors or the CEO) for FY2020 is S\$2,224,487 and the remuneration bands for FY2020 are presented in deviation from Provision 8.1 of the Code as follows:

Remuneration Bands	Number of Executives ⁽¹⁾
S\$750,000 to S\$999,999	1
S\$500,000 to S\$749,999	1 ⁽²⁾
S\$250,000 to S\$499,999	2
S\$0 to S\$249,999	1

⁽¹⁾ Included executives of overseas subsidiaries

⁽²⁾ Payable to Mr. Sean Goh Su Teng, Group Chief Operating Officer of the Company, who is the cousin of Dr. Derek Goh Bak Heng, the Executive Chairman and Group CEO of the Company.

The Board is of the view that the practices adopted by the Company are consistent with the intent of Principle 8 of the Code.

In FY2020, the top five key Management personnel of the Company (excluding the Directors or the CEO) have taken approximately a combined 16% reduction in their total salary, to show their support to the Company whose businesses were adversely impacted by the Covid-19 pandemic, especially in the first half of 2020.

Disclosure on Employees related to Directors / Group CEO / Substantial Shareholders

Save for Mr. Sean Goh Su Teng as disclosed above, and Ms. Victoria Goh Si Hui, who is the daughter of Dr. Derek Goh Bak Heng and whose remuneration in FY2020 exceeded S\$100,000 but below S\$150,000, no other employees of the Company whose remuneration exceeded S\$100,000 during the year under review is an immediate family member of a Director or the Group CEO or substantial shareholders.

9. Accountability and Audit

Risk Management and Internal Control

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 has overall responsibility for the governance of risk and exercises oversight of the material risks in the Group's businesses. During FY2020, the AC together with the internal auditor assisted the Board in overseeing the Group's risk management framework and policies. The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets. However, the Board is also of the view that any internal control system is designed to manage rather than totally eliminate the risk of failure to achieve business objectives. A cost effective internal control system can only provide reasonable and not total assurance against material misstatement or loss.

9. Accountability and Audit (continued)

Risk Management and Internal Control (continued)

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. (continued)

Risk Management

The Management periodically reviews the Group's business and operational activities to identify areas of significant business risks and the appropriate measures to control and mitigate these risks. The review also takes into account changes in the business and operation environments as well as evolving corporate governance requirements. Identified risks that affect the achievement of the business objectives and financial performance of the Group over a short-medium term are summarised in the Group's risk register and are ranked according to their likelihood and consequential impact to the Group as a whole. The key risks identified, control measures and management actions are continually identified and monitored by the operational units and reviewed by the Management. Management then applies appropriate controls and mitigating steps to manage the risk to an acceptable level.

The internal auditor also assists the AC to follow up with the Management to ensure that the existing and new counter measures are implemented accordingly. As part of the Group's approach towards risk management, the Group will conduct, on a biennial basis, a risk assessment exercise where the key risks of the Group will be identified, updated, evaluated and ranked. The exercise also allows the Group to address the changes and the challenges in the business environment, reduces uncertainties and facilitates the shareholder value creation process on an ongoing basis. Any material non-compliance or lapses in internal controls, together with recommendations for improvement, will be reported to the AC and the Board. The Group's approach to the management of key business risks is set out under "Risk management" in the "Additional Requirements of Singapore Exchange Securities Trading Limited's Listing Manual" section on page 150 of the Annual Report.

The Group recognises risk management as a collective effort from every subsidiaries, business units, operational units and ultimately Management and the Board, working as a team.

Internal Controls

The AC, together with the assistance of the internal auditor oversee and ensure that the system of internal controls has been appropriately implemented and monitored. On an annual basis, the internal auditor prepares the internal audit plan taking into consideration the risks identified, through enterprise risk assessment, which is approved by the AC. During the year under review, the AC reviewed the reports submitted by the internal auditor relating to the audits conducted to assess the adequacy and the effectiveness of the Group's risk management and the internal control systems that are put in place, including financial, operational, compliance and information technology controls. Any material non-compliance or lapses in internal controls, together with recommendations for improvement are reported to the AC. A copy of the report is also issued to the relevant departments for their follow-up actions. Major control weaknesses on financial reporting identified in the course of the statutory audit, if any, are also highlighted by external auditors to the AC.

Board's Comments on Adequacy and Effectiveness of Risk Management and Internal Controls

The Board has received assurance from the Group CEO and the Group CFO that the Group's risk management and internal control systems in place are adequate and effective in addressing the key financial, operational and compliance risks of the Group in its current business environment and also that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances.

Based on the Group's framework of management controls in place, the internal control policies and procedures established and maintained by the Group, as well as reviews performed by external and internal auditors, the Board, with the concurrence of AC, is of the view that the internal control systems of the Group were adequate as at 31 December 2020 to address the financial, operational, compliance and information technology risks, which the Group considers relevant and material to its operations.

The Board is also of the view that any internal control system is designed to manage rather than totally eliminate the risk of failure to achieve business objectives. A cost effective internal control system can only provide reasonable and not total assurance against the occurrence of material misstatement, poor judgment in decision-making, human error, fraud or other irregularities.

10. Audit Committee

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

Audit Committee and Terms of Reference

The AC comprises the following three Directors, all of whom are Non-Executive and Independent:

Mr. Tan Lye Heng Paul (Chairman of the AC)
Mr. Ravindran s/o Ramasamy (Independent Director)
Mr. Ng Cher Yan (Independent Director)

The AC members bring with them professional expertise and experience in the accounting, financial management and legal domains. The NC and Board is satisfied that the members of the AC have sufficient financial management knowledge and experience to discharge the AC's functions.

During FY2020, the AC has held three scheduled meetings. The AC has its terms of reference which sets out its authority and duties. The functions of the AC include the following:

- Reviews with the Group's external auditors, their audit plan, evaluation of the internal accounting controls, audit report, and any matters which the external auditors wish to discuss;
- Reviews the financial reports of the Group to ensure that they comply with the Companies' Act, SGX-ST's Listing Rules, and other regulatory requirements;
- Reviews the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- Reviews adequacy and effectiveness of the Company's internal controls;
- Reviews the audit scope, results and effectiveness of the internal audit function;
- Reviews the audit scope, results and effectiveness of the external audit, and the independence and objectivity of the external auditors annually, and the nature and extent of non-audit services supplied by the external auditors so as to maintain objectivity;
- Makes recommendations to the Board on the appointment, re-appointment, removal, remuneration and terms of engagement of external auditors;
- Oversees the establishment and operation of the whistleblowing process of the Company;
- Oversees any internal investigation into cases of fraud and irregularities;
- Reviews interested person transactions;
- Approves the hiring, removal, evaluation and compensation of the head of the internal audit function; and
- Ensures that the internal audit function is adequately resourced to discharge its functions properly and has an appropriate standing within the Company.

The AC has the authority to investigate any matter within its terms of reference, has full access to and co-operation by Management, and full discretion to invite any key Executive officer to attend its meetings, and is given reasonable resources to enable it to discharge its functions properly and effectively.

The AC has explicit authority to investigate whistle-blowing complaints and all whistle-blower complaints are reviewed by the AC pursuant to the Company's whistle-blowing policy to ensure independent and thorough investigation and adequate follow-up has been carried out.

The AC has reviewed the financial statements with the Management and external auditors before the announcement of the Group's full-year results. In the process, the AC reviewed the key areas of Management's estimates and judgement applied for key financial issues including revenue recognition, goodwill impairment, taxation, contingent liabilities, critical accounting policies and any other significant matters that might affect the integrity of the financial statements. Significant matters that were discussed with Management and external auditors, and included as key audit matters ("KAMs") in the Independent Auditor's Report for the financial year ended 31 December 2020 are set out on pages 51 to 52 of the Annual Report.

The AC concluded that the Group's accounting treatment and estimates in each significant matter were appropriate and is of the view that the Company and Group's financial statements for FY2020 are fairly presented in conformity with the Singapore Financial Reporting Standards International ("SFRS(I)") in all material aspects.

10. **Audit Committee** (continued)

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

AC to Keep Abreast of Changes to Accounting Standards

In addition to the activities undertaken to fulfil its responsibility, the AC is kept abreast by the Management, external auditors and internal auditor on changes to accounting standards, SGX-ST’s listing rules and other codes and regulations which could have an impact on the Group’s business and financial statements.

Independence of External Auditors

The AC has discussed on the performance of the external auditors taking into consideration the Audit Quality Indicators Disclosure Framework recommended by Accounting and Corporate Regulatory Authority (“ACRA”) as reference. It has also reviewed all non-audit services provided by the external auditors to satisfy itself that the nature and extent of such services will not affect the independence and objectivity of the external auditors, before confirming their re-nomination.

The AC has recommended to the Board that the independent auditors, Moore Stephens LLP, Public Accountants and Chartered Accountants, be nominated for re-appointment as external auditors at the forthcoming AGM of the Company.

The external auditors of the Company’s subsidiaries, associated companies and joint ventures are disclosed in Note 20, Note 18 and Note 19 respectively to the financial statements in the annual report. The Company confirms that Listing Rule 712, Rule 715 and Rule 716 of the SGX-ST’s Listing Manual are complied with.

Whistle-blowing Policy

As a further enhancement to internal risk control processes, the Company has in place a whistle-blowing policy. Under this whistle-blowing policy, staff can report or raise concerns over any “wrongdoings” across the Group relating to unlawful conduct, financial malpractice or dangers to the public or the environment to the chairman of the AC, with the “whistleblower” who has acted in good faith, being provided confidentiality, victimisation and harassment protection. “Wrongdoings” can include fraud, corruption, theft, abuse of authority, breach of regulations or non-compliance with the Group’s internal controls and procedures. On an ongoing basis, the whistle-blowing policy is covered during staff training and periodic communication including e-mail sent quarterly to all staff as part of the Group’s efforts to promote awareness of fraud prevention. All newly recruited employees are briefed on the whistle-blowing policy during their induction. The whistle-blowing policy is reviewed by the AC periodically to assess the effectiveness of the processes in place and to ensure that the said policy is updated to take into account any related changes in legal and regulatory requirements. The AC concluded that there is no significant matter raised through the whistle-blowing channel during the financial year.

Cooling off Period for Partners or Directors of the Company’s Auditing Firm

No former partner or director of the Company’s existing auditing firm or audit’s corporation is a member of the AC.

Internal Auditors

The AC’s responsibilities over the Group’s internal controls and risk management are complemented by the role of the Company’s internal auditor (“IA”). The Company has hired an in-house IA who reports directly to the AC. For the year under review, the IA has unrestricted access to all of the Group’s documents, records, properties and personnel. The Company’s internal audit function is independent of the activities it audits. The internal auditor is a certified internal auditor with relevant qualifications and experience.

The AC reviews IA reports on a quarterly basis. The AC also reviews and approves the annual internal audit plans and manpower to ensure that the IA function has the necessary resources. The AC is satisfied that the IA function is adequately resourced, effective and independent of the activities it audits.

Meeting with External and Internal Auditors

The AC meets regularly with the Group’s external auditors and internal auditor. At least once a year, the AC would meet with the Group’s external auditors and internal auditor without the presence of the Management to ensure that there are no unresolved areas of concern.

11. 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.

Sufficient Information to Shareholders

It is the Board's policy that all shareholders should be treated equally and timely informed of material developments. The Company does not practise selective disclosure. To facilitate shareholders' ownership rights, the Company ensures that all material information is disclosed in a comprehensive, accurate and timely manner via SGXNET and the Company's website, especially information pertaining to the Group's business development and financial performance which could have a material impact on the share price of the Company, so as to enable shareholders to make informed decisions in respect of their investments in the Company.

Providing Opportunity for Shareholders to Participate and Vote Effectively at General Meetings

The Company encourages shareholder participation, and ensures that shareholders have the opportunity to participate effectively at general meetings. Shareholders are informed of general meetings through notices contained in annual reports or circulars sent to all shareholders at least fourteen days before the scheduled dates of such meetings in accordance to the nature of the business to be transacted. These notices are also published in The Business Times and posted on the SGXNET and the Company's website. Shareholders are invited to attend the general meetings to put forth any questions they may have on the motions to be debated and decided upon.

All shareholders are entitled to vote in accordance with the established voting rules and procedures. Whilst there is no limit imposed on the number of proxy votes for nominee companies, the Company's Constitution allows each shareholder to appoint up to two proxies to attend its general meetings.

In addition, pursuant to Section 181(1C) of the Companies Act, a shareholder who is a custodial institution or relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two proxies, the number and class of shares to be represented by each proxy must be stated.

Resolutions at General Meetings

At the general meetings, the Board ensures separate resolutions are tabled for approval on each substantially separate issue to the extent possible, and if not, the appropriate reason(s) and implication to be explained.

Attendees at General Meetings

The Directors attend all general meetings of the Company, and the external auditors will also be present to assist in addressing queries raised by shareholders relating to the conduct of audit and the preparation and the content of the auditor's report. All Directors and the external auditors were present at the last AGM held on 30 April 2020.

In light of the COVID-19 situation, the last AGM was held and the forthcoming AGM will be held via electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will not be able to attend the forthcoming AGM in person, but they may observe the proceedings of the AGM by live audio or live audio-visual means. Shareholders may appoint the Chairman of the AGM as proxy to vote on their behalf at the forthcoming AGM. Shareholders may also submit questions relating to the business of the meeting in advance and the Company will endeavour to address these questions during the AGM, and subsequently post such questions from shareholders and responses by the Company on the SGXNET and the Company's website.

Absentia Voting at General Meetings

Due to security concerns, the Company will not be exercising absentia voting methods such as mail, electronic mail or facsimile.

11. Shareholder Rights and Engagement (continued)

Shareholder Rights and Conduct of General Meetings (continued)

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. (continued)

Minutes of General Meetings

The minutes of general meetings, which include substantial comments or queries from shareholders and responses from the Board are available to shareholders on SGXNET, the Company's website and at the registered office of the Company at 8 Ubi View, #05-01, Serial System Building, Singapore 408554 during normal business hours upon written request.

Dividend Policy

The Company does not have a concrete dividend policy at present. The form, frequency and amount of dividends payable each year will take into consideration the Company's actual profitability and ability to pay dividends in the relevant financial year, the operating cash flow requirements, financing commitments, anticipated capital expenditure, any future expansion and investment plans of the Company and its subsidiaries, and such factors that the Board may, in its sole and absolute discretion, deem necessary or appropriate. The Company had proposed a Final Cash Dividend (one-tier tax exempt) of 0.11 Singapore cent per ordinary share for FY2020.

12. 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.

Communication with Shareholders

In line with the continuous disclosure obligations under the listing rules of the SGX-ST, the Companies Act and the SFRS(I), the Board informs shareholders promptly of all major developments that may have material impact on the Group. Material information including half-year and full-year results are released through SGXNET and the Company's website.

The Company also holds briefings with analysts to coincide with the release of the Group's half-year and full-year results, and related presentation slides and press releases are also made available on SGXNET and the Company's website. The Company's annual report and notice of general meetings which contain, amongst others, information required to be disclosed by the SGX-ST, the SFRS(I), and the Companies Act, are accessible by all shareholders via the Company's website and SGXNET. Shareholders can assess information on the Group through the Company's website at www.serialsystem.com which provides the Company's corporate announcements, press releases and profiles.

Since the outset of the Covid-19 pandemic, the Company has been providing increased disclosure through voluntary updates on its business operations via SGXNET, to enable shareholders and investors to make better informed decisions.

Timely Information to Shareholders

The Company communicates with its shareholders through timely release of announcements to the SGX-ST via SGXNET. Financial results of the Group are released within 45 days from the end of each half year and within 60 days from the end of each full financial year. Annual Reports are made available to shareholder at least 14 days before general meetings on the Company's website and SGXNET.

Regular Dialogue with Shareholders and Soliciting and Understanding Views of Shareholders

The Board recognises that the general meetings provide an excellent platform for communicating with shareholders. Besides actively encouraging shareholders to participate during the general meetings, time will also be allocated for greater shareholders' participation at general meetings as well as to provide shareholders the opportunity to communicate their views on matters affecting the Group.

The Company communicates with its shareholders on regular basis. Notices of general meetings are sent to shareholders through circulars and also advertised in the Business Times. The chairmen of the AC, NC, and RC are normally available at these meetings to address questions. The Company also maintains a corporate website and regularly updating the latest news and results to improve the communication with shareholders and investors.

12. Engagement with Shareholders (continued)

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. (continued)

To promote greater transparency and more equitable participation in general meetings which support the Company in enhancing shareholders engagement, the resolutions of the Company transacted at general meetings are carried out and voted by poll where shareholders are accorded rights proportionate to the shareholding and all votes are counted in accordance with the provisions of the Company's Constitution. The information on the total number of votes cast for or against each resolution are incorporated into the announcement released on SGXNET and the Company's website after the general meeting.

Investor Relations Policy

The Company has established and adopted an investor relations policy to establish the principles and practices that the Company applies to provide current and prospective investors with accurate and necessary information to make well-informed investment decisions.

In order to facilitate shareholders' access to pertinent information, a dedicated investor relations email: ecomm@serialsystem.com is available to facilitate communication. Alternatively, shareholders may send their enquiries and concerns regarding the Company to the Company's investor relations consultant:

Mr. Isaac Tang, Media and Investor Consultant
WeR1 Consultants Pte Ltd
1 Raffles Place #02-01 One Raffles Place Mall Suit 332 Singapore 048616
Telephone no: (65) 6721 7161
Email: serialsystem@wer1.net

All enquiries will be promptly handled by our dedicated investor relations team.

13. Managing Stakeholders Relationships

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.

Relationship with Stakeholders

The Board adopts a balanced approach towards the needs and interests of its material stakeholders, taking into account the best interests of the Company. The Company, whilst striving for long-term success of the Group, has engaged its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders. More information on how the Group's efforts on sustainability can be found in the sustainability report for FY2020.

To facilitate the exercise of shareholders' rights, the Company ensures that all material information is disclosed in a comprehensive, accurate and timely manner via SGXNET. The Company also maintains an updated corporate website, www.serialsystem.com, to communicate and engage with stakeholders.

Other Corporate Governance Matters

Dealing in Securities

In compliance with Listing Rule 1207 (19) of the Listing Manual of the SGX-ST, the Group has advised its directors and officers not to deal in the Company's shares during the period commencing one month before announcement of the Company's half-year results and full-year results, and ending on the date of such announcements. Directors and officers are also reminded not to trade in listed securities of the Group at any time while in possession of unpublished price sensitive information and to refrain from dealing in the Group's securities on short-term considerations.

13. Managing Stakeholders Relationships (continued)

Engagement with Stakeholders (continued)

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. (continued)

Code of Conduct

The Company has established a Code of Conduct which is made available for easy access in the Company's website. The Company's Code of Conduct provides guidance to employees' conduct in areas such as integrity in conducting business, prohibition on disclosure of confidential information relating to the Group, avoidance of conflict of interest, prohibition on accepting gifts/benefits from business associates, etc. The Code of Conduct is presented to all new employees during the induction programme and the Company notifies employees of any subsequent updates via electronic mail.

The Board stresses the importance of professionalism and integrity when conducting business. Employees are required to embrace and practice these values in the course of performing their duties at work, and to act in the best interests of the Group at all time.

Interested Person Transactions

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC for review that transactions are carried out in a way that is fair and at arms' length.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Listing Manual of the SGX-ST. Disclosure on "related party transactions" is set out on pages 144 to 145 of the Annual Report.

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DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

The directors present their statement to the members together with the audited financial statements of Serial System Ltd (the "Company") and its subsidiaries (the "Group") for the financial year ended 31 December 2020 and the statement of financial position of the Company as at 31 December 2020.

In the opinion of the directors,

- (a) the statement of financial position of the Company and the consolidated financial statements of the Group are drawn up so as to give a true and fair view of the financial positions of the Company and of the Group as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Group for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Derek Goh Bak Heng
Teo Ser Luck
Tan Lye Heng Paul
Ravindran s/o Ramasamy
Ng Cher Yan
Goi Kok Ming Kenneth

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" in this statement.

Directors' interests in shares or debentures

- (a) According to the register of directors' shareholdings, the interests of the directors holding office at the end of the financial year in the issued share capital of the Company and related corporations were as follows:

	Holdings registered in name of director or nominees			Deemed interest holdings		
	At	At	At	At	At	At
	21.1.2021	31.12.2020	1.1.2020	21.1.2021	31.12.2020	1.1.2020
The Company						
<u>(Number of ordinary shares)</u>						
Derek Goh Bak Heng	362,491,070	362,491,070	355,090,070	71,000	71,000	50,000
Tan Lye Heng Paul	350,000	350,000	350,000	—	—	—
Ng Cher Yan	150,000	150,000	150,000	—	—	—

- (b) None of the directors holding office at the end of the financial year had share options to subscribe for ordinary shares of the Company granted pursuant to the Serial System Employee Share Option Scheme 2014.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

Directors' interests in shares or debentures (continued)

- (c) Derek Goh Bak Heng, who by virtue of his interest of not less than 20% of the issued share capital of the Company, is deemed to have an interest in the whole of the issued share capital of the Company's wholly owned subsidiaries and in the following partially owned subsidiaries of the Group:

	Holdings in which a director is deemed to have an interest	
	At 31.12.2020	At 1.1.2020
UniSerial Electronics Pte. Ltd. (Number of ordinary shares)	10,200,000	10,200,000
Serial Microelectronics Inc. (Number of ordinary shares of NT\$10 each)	6,801,662	5,348,250
Serial Microelectronics India LLP (Capital contribution in INR)	3,300,000	3,300,000
XIN Holdings International Limited (Number of ordinary shares of HK\$0.01 each)	910	910
Xin Capital Limited (Number of ordinary shares of US\$1 each)	91	91
Serial Microelectronics (HK) Limited (Number of ordinary shares of HK\$1 each)	125,580,000	125,580,000
Serial Microelectronics (Shenzhen) Co., Ltd (Capital contribution in HK\$)	64,885,417	64,885,417
Serial Microelectronics (Beijing) Co., Ltd (Capital contribution in RMB) ⁽¹⁾	—	—
Serial Design Limited (Number of ordinary shares of HK\$1 each)	9,100	9,100
Newstone Technology Limited (Number of ordinary shares of US\$1 each)	464,100	464,100
Newstone Technology (Shenzhen) Company Limited (Capital contribution in RMB)	2,320,000	2,320,000
UniSerial Electronics Limited (Number of ordinary shares of HK\$1 each)	10,859,940	3,619,980
UniSerial Electronics (Shenzhen) Limited (Capital contribution in RMB)	464,100	464,100
STECH Global Trading Pte. Ltd. (Number of ordinary shares)	450,000	450,000
PT. Serial Microelectronics Indonesia (Number of ordinary shares of US\$1 each)	99,000	99,000
TeamPal Enterprise Corp. (Number of ordinary shares of NT\$10 each)	1,432,500	1,432,500
Serial Automotive Limited (Number of ordinary shares of HK\$1 each)	9,100	9,100
Hydra & Thermal Pte. Ltd. ⁽²⁾ (Number of ordinary shares)	3,067,855	2,147,499

DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

Directors' interests in shares or debentures (continued)

(c) (continued)

	Holdings in which a director is deemed to have an interest	
	At 31.12.2020	At 1.1.2020
PT. Achieva Technology Indonesia (Number of ordinary shares of IDR1 million each)	6,060	6,060
Print-IQ Singapore Pte. Ltd. (Number of ordinary shares)	640,000	640,000
Print IQ Co., Ltd (Number of ordinary shares)	29,400	–
Serial Factoring (Thailand) Co., Ltd (Number of ordinary shares)	1,470,000	1,470,000
Serial Consulting Co., Ltd (Number of ordinary shares of THB100 each)	23,765	23,765
Bast Investment Pte. Ltd. (Number of ordinary shares)	165,000	165,000
Bast Global Sdn. Bhd. (Number of ordinary shares of RM1 each)	5,500	5,500
SG Networks Pte. Ltd. (Number of ordinary shares)	55,000	55,000
SB Global Ventures Pte. Ltd. (Number of ordinary shares)	60	65
URG Pte. Ltd. (Number of ordinary shares)	42,000	455
Serial Vision Limited ⁽³⁾ (Number of ordinary shares of HK\$1 each)	–	9,100
Xuanhong Automotive Electronics Limited ⁽³⁾ (Number of ordinary shares of HK\$1 each)	–	732,550
Xuanli Automotive Electronics Co., Limited ⁽³⁾ (Capital contribution in RMB)	–	622,202
Teampal Microelectronics (Shanghai) Co., Ltd ⁽³⁾ (Capital contribution in RMB)	–	–
Hydra & Thermal International (Cambodia) Co., Ltd. ⁽³⁾ (Number of ordinary shares of US\$1 each)	–	700
Serial Netcom Co., Ltd ⁽³⁾ (Number of ordinary shares of US\$1 each)	–	42,000

Note:

- (1) Capital has not been contributed as at 31 December 2020 and 31 December 2019.
- (2) The subsidiary became a wholly-owned subsidiary of the Group during the financial year.
- (3) The subsidiaries were struck off / dissolved / disposed of during the financial year.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

Share options

(a) Serial System Employee Share Option Scheme 2014 (the "2014 Scheme")

The 2014 Scheme was approved by the shareholders at the Extraordinary General Meeting of the Company held on 26 April 2014. It replaced the previous Serial System Executives Share Option Scheme (the "2004 Scheme"), which expired on 29 January 2014. Any share options granted and accepted under the 2004 Scheme have been fully exercised upon expiry of the 2004 Scheme on 29 January 2014.

Under the 2014 Scheme, share options are granted to the following persons at the absolute discretion of the 2014 Scheme's Committee (the "Committee"):

- (i) confirmed full-time employees of the Company and its subsidiaries who have attained the age of 21 years on or before the date of grant of the share options;
- (ii) executive directors of the Company;
- (iii) non-executive directors of the Company; and
- (iv) employees who qualify under (i) above and are seconded to an associated company or a company outside the Group in which the Company and/or Group has an equity interest, and who, in the absolute discretion of the Committee is selected to participate in the 2014 Scheme.

For the purpose of paragraph (iv) above, the secondment of an employee to another company shall not be regarded as a break in his employment or his having ceased employment as a full-time employee of the Group by reason only of such secondment.

For non-incentive share options, the exercise price of the granted share options is to be determined by the Committee, in its absolute discretion, at a price equal to the average of the last dealt prices of the Company on the Singapore Exchange Securities Trading Limited ("SGX-ST") for a period of five consecutive trading days ("Market Price") immediately prior to the date of offer of the share options.

For incentive share options, share options are granted at a price which is set at a discount to the Market Price, provided that the maximum discount shall not exceed 20% of the Market Price, and the shareholders of the Company in a general meeting have authorised, in a separate resolution, the making of offers and grants of such share options under the 2014 Scheme at a discount not exceeding the maximum discount as aforesaid.

The share options are vested one month after the date of offer of the share options. Once the share options are vested, they are exercisable for a term of 10 years, and for non-executive directors of the Company, for a term of 5 years, or such other terms determined by the Committee or prescribed under any relevant law, regulation or rule of the SGX-ST from time to time.

There is no restriction to the eligibility of any persons to whom the share options have been granted, to participate in other share option or share incentive schemes implemented by the Company, subsidiaries or associated companies.

Particulars of the share options granted in the preceding financial years under the previous schemes were set out in the Directors' Statements for the respective financial years.

There were no share options granted pursuant to the 2014 Scheme during the financial years ended 31 December 2020 and 31 December 2019.

(b) Outstanding share options

There are no share options outstanding at the end of the financial year ended 31 December 2020.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

Share options (continued)

(c) Other information required by SGX-ST

Pursuant to clause 852(1) of the Listing Manual of the SGX-ST, in addition to information disclosed elsewhere in this statement, the directors report that:

- (i) the members of the Committee administering the 2014 Scheme are Ravindran s/o Ramasamy (Chairman), Tan Lye Heng Paul, Ng Cher Yan and Derek Goh Bak Heng.
- (ii) there were no outstanding share options granted to and exercised by directors of the Company during the financial year.
- (iii) no share options have been granted to controlling shareholders of the Company or their associates, directors and employees of the parent company (as defined in the Listing Manual of the SGX-ST) and its subsidiaries and no employee has received 5% or more of the total number of share options available under the 2014 Scheme during the financial year.
- (iv) no other director or employee of the Company and its subsidiaries (as defined in the Listing Manual of the SGX-ST) has received 5% or more of the total number of share options available to all directors and employees of the Company and its subsidiaries under the 2014 Scheme during the financial year.
- (v) no share options were granted at a discount during the financial year.

Audit committee

The members of the Audit Committee at the end of the financial year were as follows:

Tan Lye Heng Paul (Chairman)
Ravindran s/o Ramasamy
Ng Cher Yan

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Companies Act, Chapter 50 (the "Act"). In performing those functions, the Committee:

- reviews with the Group's external auditors, their audit plan, evaluation of the internal accounting controls, audit report, and any matters which the external auditors wish to discuss;
- reviews the Group's financial reports to shareholders and the general public to ensure that they comply with the Act, SGX-ST's Listing Rules, and other regulatory requirements;
- reviews with the internal auditors, the scope and results of internal audit procedures and their evaluation of the internal control system;
- reviews assistance given by the Company's officers to the external and internal auditors;
- reviews interested person transactions;
- reviews the adequacy of the Group's whistle-blowing policy and ensure independent investigation and adequate resolution; and
- evaluates the objectivity and independence of the external auditors annually and nominates external auditors for appointment or re-appointment.

The Audit Committee has full access to and cooperation of the Management. It also has full discretion to invite any director or member of the Management to its meetings as well as reasonable resources to enable it to discharge its functions properly.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

Audit committee (continued)

The Audit Committee is satisfied with the independence and objectivity of the external auditors. The Board of Directors with the nomination of the Audit Committee has recommended that the independent auditors, Moore Stephens LLP, be nominated for re-appointment as external auditors at the forthcoming Annual General Meeting of the Company.

The Audit Committee confirms that it has undertaken a review of all non-audit services provided by the external auditors and is satisfied that such services (if any) would not, in the Audit Committee's opinion, affect the independence of the external auditors.

The Board, with the concurrence of the Audit Committee, is of the view that the system of internal controls were adequate as at the end of the financial year to address financial, operational and compliance risks, which the Group considers relevant and material to its operations.

Independent auditors

The independent auditors, Moore Stephens LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors

DEREK GOH BAK HENG
Director

TAN LYE HENG PAUL
Director

31 March 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SERIAL SYSTEM LTD

For the financial year ended 31 December 2020

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Serial System Ltd (the "Company") and its subsidiaries (the "Group") which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2020, and the consolidated income statement, 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 statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 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 matters	How our audit addressed the key audit matter
Valuation of goodwill We refer to Note 2.13(a), Note 4(a)(i) and Note 23(a) to the financial statements. The carrying amount of the Group's goodwill amounted to US\$2,938,000 as at 31 December 2020. The Group tested goodwill for impairment at the end of the reporting period. The recoverable amounts of the allocated cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and assumptions which involve judgements. Changes to the estimates and assumptions will result in changes in the carrying amount of goodwill recognised at the end of the reporting year end. Based on the impairment test performed by management, the Group recorded an impairment loss amounting to US\$4,220,000 for the current financial year.	Our response We reviewed the value-in-use calculations of each cash-generating unit prepared by the management. We conducted a detailed discussion with the Group's key management and considered their views on the key estimates and assumptions used in determining the recoverable amounts. We compared the future cash forecast to actual past performance and industry benchmarks and challenged the key estimates and assumptions used by management, which included gross margins, growth rates and discount rates. Based on our understanding of the nature of the Group's businesses and the economic environment in which it operates, we have performed our own sensitivity analysis based on the range of acceptable key estimates and assumptions and analysed the impact to the headroom when breakeven or independently derived rates were applied. We found the estimates and assumptions used by management in the value-in-use calculations to determine the recoverable amounts of the goodwill allocated to each cash-generating unit to be reasonable.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SERIAL SYSTEM LTD

For the financial year ended 31 December 2020

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

Key audit matters	How our audit addressed the key audit matter
Tax recoverable relating to Transfer Pricing audit between the Group's subsidiary in the People's Republic of China ("China") and Hong Kong We refer to Note 2.5, Note 4(b)(i) and Note 9(b) to the financial statements. During the previous financial years, as part of the Transfer Pricing audit carried out by the People's Republic of China ("China") tax authority for transactions between the Group's subsidiary in China and Hong Kong, the Group paid additional income tax of RMB18,041,000 (US\$2,731,000) and interest of RMB4,374,000 (US\$652,000) to the China tax authority. As the Transfer Pricing audit was carried out in China, a unilateral adjustment in China could create a double taxation on the same profits in Hong Kong. In this respect, an independent tax consultant has been engaged to assist the Group's Hong Kong subsidiary to apply for corresponding adjustment to eliminate double taxation, based on current tax rules and regulations in China and Hong Kong. Significant judgement is required to determine the amount of tax recoverable that can be recognised to the extent that it is more likely than not that the Hong Kong tax authority will accept the application for the tax refund in principle and amount. Management has applied their judgement and recognised a tax recoverable amount of HK\$13,000,000 (US\$1,667,000) as at 31 December 2020.	Our response We discussed with the component auditors on their work performed. We evaluated the advice obtained by the Group's key management from the independent tax consultant to support the judgement taken by management in recognising the tax recoverable amount, including a detailed discussion with the Group's key management and independent tax consultant to consider their views in reaching the conclusion. We found the tax recoverable recognised to be appropriate and reasonable.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SERIAL SYSTEM LTD

For the financial year ended 31 December 2020

Report on the Audit of the Financial Statements (continued)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SERIAL SYSTEM LTD

For the financial year ended 31 December 2020

Report on the Audit of the Financial Statements (continued)

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 subsidiaries 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 Chan Rouh Ting.

Moore Stephens LLP

Public Accountants and Chartered Accountants

Singapore

31 March 2021

CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Sales	5	731,400	791,637
Cost of sales	6	(685,504)	(737,446)
Gross profit		45,896	54,191
Other income		21,208	35,556
Interest	5	2,656	2,614
Other operating	5	18,552	32,942
Expenses:			
Distribution	6	(33,082)	(36,011)
Administrative	6	(7,119)	(9,396)
Finance	8	(5,269)	(8,944)
Other:			
Loss allowance on trade and other receivables	6	(1,512)	(3,017)
Other operating	6	(18,252)	(25,233)
Total expenses		(65,234)	(82,601)
		1,870	7,146
Share of results of associated companies (after income tax)		(251)	515
Share of loss of joint ventures (after income tax)		—	(408)
Profit before income tax	6	1,619	7,253
Income tax expense	9	(214)	(697)
Profit after income tax		1,405	6,556
Attributable to:			
Equity holders of the Company		261	8,032
Non-controlling interests	34	1,144	(1,476)
		1,405	6,556
Earnings per share attributable to equity holders of the Company:			
Basic	10	0.03 cent	0.90 cent
Diluted	10	0.03 cent	0.90 cent

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Profit for the year		1,405	6,556
Other comprehensive income/(loss):			
Items that will not be reclassified subsequently to profit or loss:			
Fair value loss on financial assets, at fair value through other comprehensive income	17	–	(62)
Defined benefit plans' actuarial gains	28	308	235
Share of associated company's other comprehensive loss		(11)	(14)
Gain on revaluation of property, plant and equipment transferred to investment property	22	141	–
		438	159
Items that may be reclassified subsequently to profit or loss:			
Share of associated companies' other comprehensive (loss)/income		(117)	156
Share of joint venture's other comprehensive income		–	30
Currency translation differences		2,471	(12)
		2,354	174
Other comprehensive income for the year, net of tax		2,792	333
Total comprehensive income for the year		4,197	6,889
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company		3,164	8,210
Non-controlling interests	34	1,033	(1,321)
		4,197	6,889

The accompanying notes form an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2020

		The Group		The Company	
	Note	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
ASSETS					
Current assets					
Cash and cash equivalents	11	64,739	47,106	4,684	6,341
Trade and other receivables	12	146,608	127,535	33,677	23,916
Inventories	13	107,688	120,078	–	–
Financial assets, at fair value through profit or loss	14	15,907	33,917	–	–
Other current assets	15	5,840	3,581	318	271
		340,782	332,217	38,679	30,528
Non-current assets					
Income tax recoverable	9	1,667	1,667	–	–
Loans and other receivables	16	–	–	27,436	38,278
Financial assets, at fair value through profit or loss	14	3,487	3,285	–	–
Financial assets, at fair value through other comprehensive income	17	–	129	–	–
Investments in associated companies	18	7,003	4,330	1,217	1,390
Investments in joint ventures	19	–	–	–	–
Investments in subsidiaries	20	–	–	57,263	56,574
Property, plant and equipment	21	33,800	35,276	419	534
Investment properties	22	5,543	4,510	–	–
Intangible assets	23	3,230	7,368	53	117
Other assets	24	241	223	–	–
Deferred income tax assets	29	962	652	–	–
		55,933	57,440	86,388	96,893
Total assets		396,715	389,657	125,067	127,421
LIABILITIES					
Current liabilities					
Trade and other payables	25	105,424	109,264	9,387	9,964
Current income tax liabilities	9	949	2,435	–	93
Borrowings	26	127,612	119,000	9,903	2,651
		233,985	230,699	19,290	12,708
Non-current liabilities					
Other payables	25	–	–	8,740	8,794
Borrowings	26	9,701	10,372	105	6,091
Defined benefit plans liabilities	28	392	642	–	–
Deferred income tax liabilities	29	899	710	481	334
		10,992	11,724	9,326	15,219
Total liabilities		244,977	242,423	28,616	27,927
NET ASSETS		151,738	147,234	96,451	99,494

The accompanying notes form an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2020

		The Group		The Company	
	Note	2020	2019	2020	2019
		US\$'000	US\$'000	US\$'000	US\$'000
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	30	72,648	72,648	72,648	72,648
Treasury shares	30	(736)	(736)	(736)	(736)
Capital reserve	31	1,276	1,276	180	180
Defined benefit plans reserve	31	337	29	—	—
Fair value reserve	31	(742)	(804)	—	—
Revaluation reserve	31	175	45	—	—
Other reserve	31	(1,665)	(1,665)	—	—
Currency translation reserve	32	7,278	4,813	—	—
Retained earnings	33	63,063	63,689	24,359	27,402
		141,634	139,295	96,451	99,494
Non-controlling interests	34	10,104	7,939	—	—
TOTAL EQUITY		151,738	147,234	96,451	99,494

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2020

		Attributable to equity holders of the Company										Total	
Note	Share capital US\$'000	Treasury shares US\$'000	Capital reserve US\$'000	Defined benefit plans reserve US\$'000	Fair value reserve US\$'000	Revaluation reserve US\$'000	Other reserve US\$'000	Currency translation reserve US\$'000	Retained earnings US\$'000	Attributable to equity holders of the Company US\$'000	Non-controlling interests US\$'000	Total equity US\$'000	
	72,648	(736)	1,276	29	(804)	45	(1,665)	4,813	63,689	139,295	7,939	147,234	
Profit for the year	-	-	-	-	-	-	-	-	261	261	1,144	1,405	
Other comprehensive income/(loss):													
Defined benefit plans' actuarial gain	-	-	-	308	-	-	-	-	-	308	-	308	
Share of associated companies' other comprehensive loss	-	-	-	-	-	(11)	-	(117)	-	(128)	-	(128)	
Gain on revaluation of property, plant and equipment transferred to investment property	22	-	-	-	-	141	-	-	-	141	-	141	
Currency translation differences	-	-	-	-	-	-	-	2,582	-	2,582	(111)	2,471	
Other comprehensive income/(loss) for the year, net of tax	-	-	-	308	-	130	-	2,465	-	2,903	(111)	2,792	
Total comprehensive income for the year	-	-	-	308	-	130	-	2,465	261	3,164	1,033	4,197	
Contributions by and distributions to owners:													
One-tier tax-exempt final cash dividend for year 2019	35	-	-	-	-	-	-	-	(825)	(825)	-	(825)	
Total distributions to owners	-	-	-	-	-	-	-	-	(825)	(825)	-	(825)	
Others:													
Transfer of reserve upon disposal of investment	17	-	-	-	62	-	-	-	(62)	-	-	-	
Investment in a subsidiary by a non-controlling interest	34	-	-	-	-	-	-	-	-	-	77	77	
Subscription of additional interests in subsidiaries by non-controlling interests	34	-	-	-	-	-	-	-	-	-	1,025	1,025	
Dividend paid to a non-controlling interest	34	-	-	-	-	-	-	-	-	-	(24)	(24)	
Disposal/closure of subsidiaries	34	-	-	-	-	-	-	-	-	-	54	54	
Total others	-	-	-	-	62	-	-	-	(62)	-	1,132	1,132	
Balance at 31 December 2020	72,648	(736)	1,276	337	(742)	175	(1,665)	7,278	63,063	141,634	10,104	151,738	

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2020

Attributable to equity holders of the Company													
Note	Share capital US\$'000	Treasury shares US\$'000	Capital reserve US\$'000	Defined benefit plans			Fair value reserve US\$'000	Revaluation reserve US\$'000	Other reserve US\$'000	Currency translation reserve US\$'000	Retained earnings US\$'000	Total attributable to equity holders of the Company	
				US\$'000	reserve US\$'000	plans reserve US\$'000						US\$'000	US\$'000
	72,648	(736)	1,276	(206)	(742)	59	(765)	4,794	60,131	136,459	7,732	144,191	
	-	-	-	-	-	-	-	-	8,032	8,032	(1,476)	6,556	
	-	-	-	235	-	-	-	-	-	235	-	235	
17	-	-	-	-	(62)	-	-	-	-	(62)	-	(62)	
	-	-	-	-	-	(14)	-	156	-	142	-	142	
	-	-	-	-	-	-	-	30	-	30	-	30	
	-	-	-	-	-	-	-	(167)	-	(167)	155	(12)	
	-	-	-	235	(62)	(14)	-	19	-	178	155	333	
	-	-	-	235	(62)	(14)	-	19	8,032	8,210	(1,321)	6,889	
	-	-	-	-	-	-	-	-	(3,026)	(3,026)	-	(3,026)	
35	-	-	-	-	-	-	-	-	(1,448)	(1,448)	-	(1,448)	
	-	-	-	-	-	-	-	-	(4,474)	(4,474)	-	(4,474)	
Others:													
34	-	-	-	-	-	-	(900)	-	-	(900)	1,625	725	
34	-	-	-	-	-	-	-	-	-	-	(43)	(43)	
34	-	-	-	-	-	-	-	-	-	-	(93)	(93)	
34	-	-	-	-	-	-	-	-	-	-	39	39	
	-	-	-	-	-	-	(900)	-	-	(900)	1,528	628	
	72,648	(736)	1,276	29	(804)	45	(1,665)	4,813	63,689	139,295	7,939	147,234	

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Cash flows from operating activities			
Profit before income tax		1,619	7,253
Adjustments for:			
Amortisation of computer software license costs		129	144
Amortisation of distribution rights		12	13
Depreciation of property, plant and equipment		3,724	4,471
Property, plant and equipment written off		3	5
Gain on disposal of property, plant and equipment		(33)	–
Reversal of other borrowings/other payables due to a previous shareholder/shareholders of subsidiaries		(4,813)	–
Impairment loss on goodwill arising from acquisition of subsidiaries		4,220	2,010
Fair value gain on financial assets, at fair value through profit or loss		(481)	(1,533)
Gain on sale of financial assets, at fair value through profit or loss		(43)	(1,024)
Fair value loss on financial assets, at fair value through profit or loss		43	–
Fair value gain on an investment property		(56)	–
Dividend income from financial assets, at fair value through profit or loss		(20)	(45)
Provision for defined benefit plans liabilities		241	643
Fair value loss on derivative financial instruments		62	516
Loss on disposal/closure of subsidiaries		*	25
Impairment loss on investment in a joint venture		–	1,487
Amount received/receivable in respect of the transfer of distribution business		–	(25,374)
Fair value loss on convertible bond		–	683
Interest income		(2,656)	(2,614)
Interest expense		5,269	8,944
Share of results of associated companies		251	(515)
Share of loss of joint ventures		–	408
Operating cash flow before working capital changes		7,471	(4,503)
Change in working capital			
Trade and other receivables		(19,215)	59,258
Financial assets, at fair value through profit or loss	14	17,965	36,452
Inventories		13,286	25,374
Other current assets		(2,167)	(1,325)
Other assets (non-current)		(18)	343
Trade and other payables		(2,942)	(28,399)
Cash from operations		14,380	87,200
Income tax paid	9(c)	(1,717)	(1,828)
Net cash from operating activities		12,663	85,372

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Cash flows from investing activities			
Payments for intangible assets (computer software license costs)		(7)	(205)
Payments for property, plant and equipment		(613)	(326)
Proceeds from disposal of property, plant and equipment		26	1
Proceeds from sale of financial assets, at fair value through profit or loss		1,034	3,251
Payments for financial assets, at fair value through profit or loss		(537)	(583)
Payments for investments in associated companies	18(b)&(c)	(3,101)	–
Dividend received from an associated company		50	–
Net cash outflow on disposal/closure of subsidiaries		(126)	–
Net cash inflow on step up acquisition from an associated company to a subsidiary	20(a)	–	216
Payment for investment in a joint venture	19(b)	–	(49)
Refund for financial assets, at fair value through other comprehensive income	17	–	1,800
Dividends received from financial assets, at fair value through profit or loss		20	45
Interest received		2,666	2,620
Net cash (used in)/from investing activities		(588)	6,770
Cash flows from financing activities			
Subscription of additional interests in subsidiaries and investment by non-controlling interests	34	1,102	525
Net cash inflow from non-controlling interests on disposal/closure of subsidiaries	34	54	39
Payments for acquisition of additional interests in subsidiaries from non-controlling interests	34	–	(43)
Dividends paid	35	(825)	(4,474)
Dividends paid to non-controlling interests	34	(24)	(93)
Proceeds from bank borrowings		490,628	554,894
Proceeds from other borrowings		17,970	13,693
Repayment of bank borrowings		(480,407)	(650,457)
Repayment of other borrowings		(15,931)	(6,785)
Principal payments of lease liabilities		(2,064)	(2,500)
Refund of bank deposits pledged for overdraft facility		1,000	–
Interest paid		(5,410)	(9,137)
Net cash from/(used in) financing activities		6,093	(104,338)
Net increase/(decrease) in cash and cash equivalents held		18,168	(12,196)
Cash and cash equivalents at the beginning of the year		46,110	58,254
Effect of currency translation on cash and cash equivalents		461	52
Cash and cash equivalents at the end of the year	11	64,739	46,110

* Less than US\$1,000

The accompanying notes form an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

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

1. General information

Serial System Ltd (the “Company”) is incorporated and domiciled in Singapore. The address of its registered office and principal place of business is as follows:

8 Ubi View #05-01
Serial System Building
Singapore 408554

The Company is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The principal activities of the Company are that of investment holding and provision of management services to its subsidiaries. The principal activities of its subsidiaries are shown in Note 20.

2. Significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards International (“SFRS(I)”) and the provisions of the Singapore Companies Act, Chapter 50. The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) 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 4.

The accounting policies adopted are consistent with those of the previous financial year except that for the financial year ended 31 December 2020, the Group has adopted all the new and revised SFRS(I) and Interpretations of SFRS(I) (“INT SFRS(I)”) issued that are relevant to the Group and effective for annual periods beginning 1 January 2020. The Group has elected to apply the practical expedient to early adopt Amendments to SFRS(I) 16 Covid-19 Related Rent Concessions. The adoption of the new and revised SFRS(I) had no material financial impact on the financial statements of the Group, except as disclosed below:

Early adoption of Amendment to SFRS(I) 16 – Covid-19 Related Rent Concessions

The Group has elected to early adopt the amendments to SFRS(I) 16 which provide a practical expedient for a lessee to elect not to assess whether a rent concession is a lease modification, if all the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

The Group has elected to apply this practical expedient to all property leases. As a result of applying the practical expedient, rent concessions of US\$70,000 were recognised as negative variable lease payments (i.e. reduction in the rental expenses and depreciation) in the consolidated income statement during the financial year ended 31 December 2020. There is no impact on the opening balance of equity at 1 January 2020.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.2 Group accounting

(a) Subsidiaries

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 de-consolidated from the date on which control ceases.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of 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 are that part of the net results of operations and net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of financial position and consolidated statement of changes in equity. 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.

(b) Acquisition of businesses

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

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. All subsequent changes in debt contingent consideration are recognised in the consolidated income statement, rather than the goodwill.

In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3.

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 recognises 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 net identifiable assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.2 Group accounting (continued)

(b) Acquisition of businesses (continued)

The excess of 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 fair value of the net identifiable assets acquired is recorded as goodwill on the statement of financial position.

(c) Disposals of subsidiaries or businesses

When a change in the Group's ownership interest in a subsidiary result in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to the consolidated income statement or transferred directly to retained earnings 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 recognised in the consolidated income statement.

(d) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Group. Any difference between the change in the carrying amounts of the non-controlling interests and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the equity holders of the Company.

(e) Associated companies and joint ventures

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to between and including 20% and 50% of the voting rights.

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any. Investments in associated companies and joint ventures in the consolidated statement of financial position include goodwill (net of accumulated amortisation) identified on acquisition. Please refer to the paragraph "Intangible assets - Goodwill" [Note 2.14(a)] for the Group's accounting policy on goodwill arising from the acquisition of associated companies and joint ventures.

Investments in associated companies and joint ventures are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

In applying the equity method of accounting, the Group's share of its associated companies' or joint venture's post-acquisition profits or losses are recognised in the consolidated income statement and its share of post-acquisition movements in other comprehensive income are recognised in other comprehensive income directly. These post-acquisition movements are adjusted against the carrying amount of the investments. When the Group's share of losses in an associated company and joint venture equals or exceeds its interest in the associated company or joint venture, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the associated company or joint venture.

Unrealised gains on transactions between the Group and its associated companies and joint ventures are eliminated to the extent of the Group's interest in the associated companies and joint ventures. Unrealised losses are also eliminated unless the transactions provide evidence of an impairment of the asset transferred. Accounting policies of associated companies and joint ventures have been changed where necessary to ensure consistency with accounting policies adopted by the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.2 Group accounting (continued)

(e) Associated companies and joint ventures (continued)

Investments in associated companies and joint ventures are derecognised when the Group loses significant influence. Any retained equity interest in the equity is remeasured at its fair value. The difference between the carrying amount of the retained investment at the date when significant influence is lost and its fair value and any proceeds from disposal is recognised in the consolidated income statement.

Gains or losses arising from partial disposals or dilutions in investments in associated companies and joint ventures in which significant influence is retained are recognised in the consolidated income statement.

2.3 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 (the "functional currency"). The financial statements are presented in United States dollar (US\$), which is the Company's functional and presentation currency. All values are rounded to the nearest thousand (US\$'000) except when otherwise indicated.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are recognised at the rates of exchange prevailing at the dates of transactions. At the reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. 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 reporting date are recognised in the consolidated income statement, unless they arise from borrowings in foreign currencies, and other currency instruments designated and qualified as net investment hedges and net investment in foreign operations. Those currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve in the consolidated financial statement and transferred to consolidated income statement as part of the gain or loss on disposal of the foreign operation.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value are determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income and accumulated in the currency translation reserve within equity. These currency translation differences are reclassified to the consolidated income statement on disposal (i.e. a disposal involving loss of control) of the entity giving rise to such reserve. Any currency translation differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to consolidated income statement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.3 Currency translation (continued)

(c) Translation of Group entities' financial statements (continued)

In the case of a partial disposal (i.e. no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in the consolidated income statement. For all other partial disposals (i.e. of associates or jointly controlled entities not involving a change of accounting basis), the proportionate share of the accumulated exchange differences is reclassified to consolidated income statement.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate at the reporting date.

2.4 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and rendering of services in the ordinary course of the Group's activities.

If contracts involve the sale of multiple elements, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. If the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

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.

Control of the goods or services is transferred over time if the Group's performance: (i) provides all the benefits received and consumed simultaneously by the customer; (ii) creates or enhances an asset that the customer controls as the Group performs; or (iii) does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or services. Specific criteria where revenue is recognised are described below.

(a) Sale of goods

Sales of goods are recognised when a group entity has transferred control over products to the customer, the customer has accepted the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products, the amount of sales can be reliably measured and it is probable that future economic benefits will flow to the entity. Revenue from sales is based on the price specified in the sale contracts, net of estimated volume discounts, if any. Accumulated experience is used to estimate the likelihood and provide for sales return for the goods sold at the time of sale.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(b) Services

Revenue for services rendered is recognised over time, and in accordance with the substance of the relevant agreements.

(c) Other income

Income derived from commission and service income, rebate income from suppliers, warehouse management and rental income are recognised when the services are rendered over time, and in accordance with the substance of the relevant agreements. Rental income is recognised on a straight-line basis over the period of the lease term.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.4 Revenue recognition (continued)

(d) Dividend income

Dividend income is recognised at a point in time when the right to receive payment is established.

2.5 Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax for current and prior periods are 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. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to 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 consolidated financial statement except when the deferred income tax arises from the initial recognition of goodwill or 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.

Deferred income tax liabilities are recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, 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.

Deferred income tax assets are 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. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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 substantially enacted by the reporting date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities except for investment property. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expenses in the consolidated income statement for the financial period, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred income tax arising from a business combination is adjusted against goodwill on acquisition.

2.6 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income; and
- Fair value through profit or loss.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.6 Financial assets (continued)

(a) Classification and measurement (continued)

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

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, transactions 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 the consolidated income statement.

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

Subsequent measurement

(i) Debt instruments

The subsequent measurement categories depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

For debt instruments measured at amortised cost, these are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest and are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated income statement when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

For debt instruments measured at fair value through profit or loss, the movement in fair values and interest income that is not part of a hedging relationship is recognised in the consolidated income statement in the period in which it arises.

(ii) Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity instruments are classified as fair value through profit or loss with movements in their fair values recognised in the consolidated income statement, except where the Group has elected to classify the investments as fair value through other comprehensive income. Dividends from equity investments are recognised in the consolidated income statement.

(b) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments measured at amortised cost and financial guarantee contracts.

Loss allowances of the Group are measured on either of the following bases:

- 12-month expected credit losses – represents the expected credit losses that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime expected credit losses – represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument or contract asset.

The impairment methodology applied depends on whether there has been a significant increase in credit risk.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.6 Financial assets (continued)

(b) Impairment (continued)

Simplified approach – Trade receivables

The Group applies the simplified approach to provide expected credit losses for all trade receivables as permitted by SFRS(I) 9. The simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and the economic environment.

General approach – Other financial instruments and financial guarantee contracts

The Group applies the general approach to provide for expected credit losses on all other financial instruments and financial guarantee contracts, which requires the loss allowance to be measured at an amount equal to 12-month expected credit losses at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, a loss allowance is measured at an amount equal to lifetime expected credit losses. In assessing whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort, including both historical credit experience and forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month expected credit losses.

The Group considers a financial guarantee contract to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group only applies a discount rate if, and to the extent that, the risks are not taken into account by adjusting the expected cash shortfalls.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. The evidence includes the observable data about the significant financial difficulty of the borrower and default or past due event.

Measurement of expected credit losses

Expected credit losses are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). Expected credit losses are discounted at the effective interest rate of the financial asset.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the consolidated income statement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.6 Financial assets (continued)

(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 a financial asset measured at amortised cost, the difference between the net sale proceeds and its carrying amount is recognised in the consolidated income statement. On disposal of an equity investment, the difference between the carrying amount and sales proceeds is recognised in the consolidated income statement 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.

2.7 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, and bank overdrafts. Bank overdrafts are presented as current borrowings on the statement of financial position.

2.8 Financial liabilities

Financial liabilities include borrowings, trade payables, derivative financial instruments and other monetary liabilities. They are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

All financial liabilities, except for financial liabilities, at fair value through profit or loss, are recognised initially at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, they are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the consolidated income statement when the liabilities are derecognised, and through the amortisation process. For financial liabilities, at fair value through profit or loss, they are subsequently measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in the consolidated income statement.

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

2.9 Inventories

Inventories are carried at the lower of cost and net realisable value. Costs are determined using the weighted average basis.

The cost of finished goods comprises raw materials, direct labour and an appropriate proportion of production overhead expenditure. The net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.10 Investments in subsidiaries and associated companies

Investments in subsidiaries and associated companies are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of investments in subsidiaries and associated companies, the difference between the net disposal proceeds and the carrying amounts of the investments are recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.11 Property, plant and equipment

(a) Measurement

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

The cost of an item of property, plant and equipment 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. The projected cost of dismantlement, removal or restoration is also included as part of the cost of property, plant and equipment if the obligation for the dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

(b) Depreciation

Freehold land is not depreciated. Depreciation on items of property, plant and equipment is calculated using the straight-line method or reducing balance method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives (Years)</u>
Leasehold land and buildings	2 - 54.5
Freehold buildings	40
Renovations	3 - 5
Furniture and fittings	3 - 5
Office equipment	3 - 5
Other equipment	3 - 8
Motor vehicles	5 - 10
Computers	3 - 5

(c) Subsequent expenditure

Subsequent expenditure related to property, plant and equipment that has already been recognised 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 Group and the cost of the item can be measured reliably. Other subsequent expenditure is recognised as repair and maintenance expense in the consolidated income statement during the financial year in which it is incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is recognised in the consolidated income statement. Any amount in revaluation reserve relating to that item is transferred to retained earnings within equity.

2.12 Investment properties

Investment properties include those portions of the buildings that are held for long-term rental yields and/or for capital appreciation and land under operating leases that are held for long-term capital appreciation or for a currently indeterminate use.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuers on the highest-and-best-use basis. Changes in fair values are recognised in the consolidated income statement.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised as additions and the carrying amounts of the replaced components are written off to the consolidated income statement. The cost of maintenance, repairs and minor improvements is charged to the consolidated income statement when incurred.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.12 Investment properties (continued)

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use or no future economic benefit is expected from its disposal. Any gain or loss on disposal or retirement of an investment property is recognised in the consolidated income statement in the year of disposal or retirement.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. When the use of a property changes from owner-occupied to investment property, the property is re-measured to fair value and reclassified accordingly. Any gain arising on re-measurement is recognised in the consolidated income statement to the extent that it reverses a previous impairment loss on the specific property, with any remaining gain recognised in other comprehensive income and presented in the revaluation reserve in equity. Any loss is recognised immediately in the consolidated income statement.

When the property is sold, the related amount in the revaluation reserve is transferred to retained earnings within equity.

2.13 Intangible assets

(a) Goodwill

Goodwill on acquisitions of subsidiaries on or after 1 January 2010 represents the excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired.

Goodwill on acquisitions of subsidiaries prior to 1 January 2010 represents the excess of the cost of the acquisition over the fair value of the Group's share of the identifiable net assets acquired.

Goodwill on acquisitions of associated companies and joint ventures represents the excess of the cost of the acquisition over the fair value of the Group's share of the identifiable net assets acquired.

Goodwill arising from the acquisition of subsidiaries is recognised separately as an intangible asset and carried at cost less accumulated impairment losses. Goodwill arising from the acquisition of associated companies and joint ventures is included in the carrying amount of the investments and assessed for impairment as part of the investments.

(b) Computer software

Acquired computer software licenses are initially capitalised at cost which includes the purchase price (net of any discounts and rebates) and other directly attributed cost of preparing the asset for its intended use. Direct expenditure, which enhances or extends the performance of computer software beyond its original specifications and which can be reliably measured, is recognised as a capital improvement and added to the original cost of the computer software. Costs associated with maintaining computer software are recognised as an expense when incurred.

Acquired computer software licenses are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to the consolidated income statement using the straight-line method over their estimated useful lives of three to five years.

(c) Distribution rights

Acquired distribution rights are initially capitalised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the distribution rights over their estimated useful lives of four years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each reporting date. The effects of any revision of the amortisation period or amortisation method are included in the consolidated income statement for the financial year in which the changes arise.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.14 Impairment of non-financial assets

(a) Goodwill

Goodwill is tested annually for impairment, and whenever there is any indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated from the acquisition date, to each of the Group's cash-generating units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost of disposal and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised in the consolidated income statement and is not reversed in a subsequent period.

(b) Intangible assets (other than goodwill)

Property, plant and equipment

Investments in subsidiaries, associated companies and joint ventures

Intangible assets (other than goodwill), property, plant and equipment and investments in subsidiaries, associated companies and joint ventures are reviewed for impairment whenever there is any indication or objective evidence that these assets may be impaired. The recoverable amount (i.e. the higher of the fair value less cost of disposal and the value-in-use) of the asset is estimated in order to determine the extent of impairment loss (if any), on an individual asset.

For the purpose of impairment testing of these assets, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the 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 the consolidated income statement, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

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

A reversal of an impairment loss for an asset is recognised in the consolidated income statement, 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 credited to the consolidated income statement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.15 Borrowings

(a) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings which are due to be settled within twelve months after the reporting date are included in current borrowings even though the original term was for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting date and before the financial statements are authorised for issue. Borrowings due to be settled more than twelve months after the reporting date are presented as non-current borrowings in the statement of financial position.

(b) Borrowing costs

Borrowing costs are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditure and borrowing costs are being incurred. Borrowing costs are capitalised until the assets are ready for intended use. If the resulting carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Other borrowing costs are recognised on a time-proportion basis in the consolidated income statement using the effective interest method.

2.16 Trade and other payables

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

2.17 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.18 Derivatives that are disqualified or do not qualify for hedge accounting

The Group uses derivative financial instruments such as foreign exchange forward contracts to hedge its risks associated with foreign currency fluctuations arising from the long-term loan exposure of its foreign subsidiaries. These derivative financial instruments entered into by the Group, while providing economic hedges, are not used for trading purposes.

Derivative financial instruments are recognised initially at fair value on the date the contracts are entered into and are subsequently re-measured to fair value at each reporting date. The gain or loss on re-measurement to fair value of derivative financial instruments that are disqualified or do not qualify for hedging accounting is recognised immediately in the consolidated income statement. Derivative financial instruments are carried as financial derivative assets when the fair value is positive and as financial derivative liabilities when the fair value is negative.

2.19 Fair value estimation

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

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 at the reporting date. The quoted market prices used for financial assets held by the Group are the current bid prices and the appropriate quoted market prices for financial liabilities are the current asking prices.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.19 Fair value estimation (continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Where appropriate, quoted market prices or dealer quotes for similar instruments are used. Valuation techniques, such as estimated discounted cash flows, are also used to determine fair values of the financial instruments.

The fair value of financial liabilities carried at amortised cost are estimated by discounting the future contractual cash flows at the current market interest rates that are available to the Group for similar financial liabilities.

The fair values of currency forwards are calculated on the present value of the estimated future cash flows discounted using actively quoted forward exchange rates.

2.20 Provisions

Provisions for other liabilities and charges 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.

2.21 Government grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in the consolidated income statement on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in the consolidated income statement in the period in which they become receivable.

2.22 Financial guarantees

The Company has issued corporate guarantees to banks and suppliers for bank borrowings and purchases respectively of its subsidiaries. These guarantees are financial guarantee as they require the Company to reimburse the banks and suppliers if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings and credit.

Financial guarantees are initially recognised at their fair values plus transaction costs and subsequently measured at the higher of: (a) premium received on initial recognition less amortisation over the period of the subsidiaries' borrowings; and (b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

2.23 Employee compensation

(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 in Singapore, Mandatory Provident Fund in Hong Kong, Social Security Fund in China, Thailand, Philippines, Vietnam and Indonesia, Labour Pension Fund in Taiwan, Employees Provident Fund in Malaysia and India and National Pension Fund in South Korea on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The Group's contributions are recognised as employee compensation expense when they are due.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.23 Employee compensation (continued)

(b) Defined benefit plans – post employment benefits

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Certain entities in the Group have legal obligations to operate severance benefit schemes. Under such schemes, employees and directors with at least one year of service are entitled to receive a lump sum payment upon termination of their employment, based on their length of service and rate of payment at the time of termination.

The net defined benefit liability is the aggregate of the present value of the defined benefit obligation (derived using a discount rate based on high quality corporate bonds) at the reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method. Defined benefit costs comprise the following: (i) Service cost (ii) Net interest expense or income (iii) Re-measurement.

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

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

Re-measurement comprising actual gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) is recognised immediately in other comprehensive income in the period in which it arises. Re-measurement is recognised in retained earnings within equity and is not reclassified to the consolidated income statement in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

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

(c) Employee leave entitlement

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.23 Employee compensation (continued)

(d) Share-based compensation

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

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

2.24 Leases

(a) 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 conveys 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.

The Group recognises right-of-use assets and lease liabilities at the date which the underlying assets become 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.

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 their lease terms.

Right-of-use assets (except for those which meet the definition of an investment property) are presented within "Property, plant and equipment" in the statements of financial position. Right-of-use assets which meet the definition of an investment property is presented within "Investment properties" and accounted for in accordance with Note 2.12.

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 payment included in the measurement of the lease liability comprise the following:

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

For contracts 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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.24 Leases (continued)

(a) When the Group is the lessee: (continued)

Lease liabilities are measured at amortised cost, and are remeasured when:

- there is a change in future lease payments arising from changes in an index or rate;
- there is a change in the Group's assessment of whether it will exercise lease extension and termination options;
- there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- there is a modification to the lease term.

Where lease liabilities are re-measured, corresponding adjustments are made against the right-of-use assets. If the carrying amount of the right-of-use assets has been reduced to zero, the adjustments are recorded in the consolidated income statement.

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and low value leases, except for sub-lease arrangements. Lease payments relating to these leases are expensed to consolidated income statement on a straight-line basis over the lease term.

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

(b) When the Group is the lessor:

Leases of investment properties where the Group retains a significant portion of the risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) are recognised in the consolidated income statement on a straight-line basis over the lease term. Contingent rents are recognised as income in the consolidated income statement when earned.

2.25 Segment reporting

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

2.26 Share capital and treasury shares

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

When the Company or any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the consideration paid including any directly attributable incremental cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or re-issued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained earnings of the Company if the shares are purchased out of the earnings of the Company.

When treasury shares are subsequently sold or re-issued pursuant to the employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or re-issue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve account within equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

2. Significant accounting policies (continued)

2.27 Dividends

Interim dividends are recorded in the financial year in which they are declared payable.

Final dividends are recorded in the financial year in which the dividends are approved by the shareholders for payment.

3. New and revised SFRS(I) issued but not yet adopted

At the date of authorisation of the financial statements, the Group has not adopted the following new or revised SFRS(I) that have been issued and which are relevant to the Group but will only be effective for the Group for the annual periods beginning on or after 1 January 2021. Management is in the process of assessing the impact of these new standards on the financial performance or financial position of the Group.

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7, SFRS(I) 16, <i>Interest Rate Benchmark Reform - Phase 2</i>	1 January 2021
Amendments to SFRS(I) 1-16, Property, Plant and Equipment - <i>Proceeds before Intended Use</i>	1 January 2022
Amendments to SFRS(I) 1-37, Provisions: Onerous Contracts - <i>Cost of Fulfilling a Contract</i>	1 January 2022
Amendments to SFRS(I) 3, <i>Business Combinations: Reference to the Conceptual Framework</i>	1 January 2022
Annual improvements to SFRS(I)s 2018-2020	1 January 2022
Amendments to SFRS(I) 1-1, <i>Classification of Liabilities as Current or Non-current</i>	1 January 2023

- Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7, SFRS(I) 16
Interest Rate Benchmark Reform – Phase 2

The amendments introduce a practical expedient on modification of a financial asset or a financial liability that results from a change that is necessary as a direct consequent of interest rate benchmark reform and occurs on an 'economically equivalent' basis by allowing these changes to be accounted for by updating the effective interest rate. A similar practical expedient will also apply under SFRS(I) 16 Leases for lessees when accounting for lease modifications required by interest rate benchmark reform. The amendments also allow a series of temporary reliefs from discontinuing the hedge accounting solely because of replacing the interest rate benchmark if the hedge meets other hedge accounting criteria. Early adoption is permitted.

- Amendments to SFRS(I) 1-16 *Property, Plant and Equipment – Proceeds before Intended Use*

The amendments prohibit an entity deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in consolidated income statement.

- Amendments to SFRS(I) 1-37 *Provisions: Onerous Contracts – Cost of Fulfilling a Contract*

The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling the contract.

- Amendments to SFRS(I) 3 *Business Combinations: Reference to the Conceptual Framework*

The amendments confirm that a business must include inputs and a process. The amendments also clarify that the process must be substantive, and the inputs and process must significantly contribute to creating outputs. The revised definition of a business focuses on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs. A new optional test is available to assess whether a business has been acquired, when the value assets acquired is concentrated in a single asset or group of similar assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

3. New and revised SFRS(I) issued but not yet adopted (continued)

- Annual Improvements SFRS(I)s 2018-2020
SFRS(I) 9 *Financial Instruments: Fees in the '10 per cent' test for de-recognition*

The amendment clarifies that, in applying the de-recognition test for financial liabilities under paragraph B3.3.6 of SFRS(I) 9, a borrower includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

- Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*

The amendments require that the classification of liabilities as current or non-current must be based on rights that are in existence at the end of the reporting period. The classification is unaffected by management's intentions or expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments clarify that a counterparty conversion option that is recognised separately as an equity component of a compound financial instrument does not affect the classification of the associated liability component as current or non-current. All other obligations to transfer equity instruments, cash, assets and liabilities, affect the classifications. The amendments should be applied retrospectively.

4. 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.

Management has taken into consideration the impact of Covid-19 pandemic and whether there are any indications that these assets may be impacted adversely. If any such indication existed, an estimate was made of the realisable amount and/or fair value of the relevant assets.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Critical accounting estimates and assumptions

(i) Estimated impairment of goodwill arising from acquisition of subsidiaries

The Group tests goodwill for impairment annually in accordance with the accounting policy as disclosed in Note 2.14(a). The recoverable amounts of cash-generating units ("CGUs") have been determined based on value-in-use calculations. These calculations require the use of estimates and assumptions. Changes to these estimates and assumptions would result in changes in the carrying amount of goodwill arising from the acquisition of subsidiaries at the reporting date.

If the management's estimated pre-tax discount rate applied to the discounted cash flows for the CGUs is raised by 1.0% (2019: 1.0%), the impairment loss on goodwill would have been increased by approximately US\$Nil (2019: US\$470,000).

As at the reporting date, the net carrying amount of goodwill arising from acquisition of subsidiaries amounted to US\$2,938,000 (2019: US\$6,958,000).

(ii) Loss allowance for receivables

The Group measures the loss allowance for receivables in accordance with the accounting policy as disclosed in Note 2.6(b). In making this estimation and judgement, the Group evaluates, among other factors, the ageing analysis of receivables, the financial healthiness and collection history of individual debtors and expected future change of credit risks, including the consideration of factors such as general economy measure, changes in macro-economic indicators, etc.

The carrying amount of the Group's trade and other receivables as at 31 December 2020 amounted to US\$146,608,000 (2019: US\$127,535,000). The information about the expected credit losses on the Group's trade and other receivables is disclosed in Note 12 and Note 37(b).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

4. Critical accounting estimates, assumptions and judgements (continued)

(a) Critical accounting estimates and assumptions (continued)

(iii) Estimated useful lives of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these property, plant and equipment to be between 2 to 54.5 years. The carrying amount of the Group's property, plant and equipment as at the reporting date was US\$33,800,000 (2019: US\$35,276,000). The Group assesses annually the residual values and the useful lives of the property, plant and equipment and if expectations differ from the original estimates due to changes in the expected level of usage and/or technological developments, such differences will impact the depreciation charges in the period in which such estimates are changed.

If depreciation on property, plant and equipment increases/decreases by 10% (2019: 10%) from management's estimates, the Group's profit after tax will decrease/increase by approximately US\$323,000 (2019: US\$376,000).

(b) Critical judgements in applying the Group's accounting policies

(i) Tax recoverable

During the financial year ended 31 December 2016, as part of the Transfer Pricing audit carried out by the People's Republic of China ("China") tax authority for transactions between the Group's subsidiary in China and Hong Kong, the Group paid additional income tax of RMB18,041,000 (US\$2,731,000) and interest of RMB4,374,000 (US\$652,000) to the China tax authority. As the Transfer Pricing audit was carried out in China, a unilateral adjustment in China could create a double taxation on the same profits in Hong Kong. In this respect, an independent tax consultant has been engaged to assist the Group's Hong Kong subsidiary to apply for corresponding adjustment to eliminate double taxation, based on current tax rules and regulations in China and Hong Kong. Significant judgement is required to determine the amount of tax recoverable that can be recognised to the extent that it is more likely than not that Hong Kong's tax authority will accept the application for the tax refund in principle and amount. As at 31 December 2020, the carrying amount of the tax recoverable amounted to HK\$13,000,000 (US\$1,667,000) (2019: US\$1,667,000). At the date of this report, the double tax relief application is still under review by the Hong Kong's tax authority.

(ii) Write down of inventories

The Group writes down the cost of inventories whenever the net realisable value of inventories becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes. The net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated selling expenses. These estimates are based on current market conditions and the historical experience of selling products of similar nature. It could change significantly as a result of changes in end consumer demand and competitor actions in response to changes in market conditions. Management reassess these estimates at each reporting period.

The Group wrote back allowances for inventory obsolescence during the financial year amounting to US\$3,027,000 (2019: provided allowances for inventory obsolescence amounting to US\$7,274,000).

Inventory items identified to be obsolete and unusable are also written off and charged as an expense during the financial year. During the financial year, certain inventories which became obsolete and unusable totaling US\$2,581,000 (2019: US\$233,000) have been written off. The carrying amount of inventories as at the reporting date was US\$107,688,000 (2019: US\$120,078,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

5. Revenue

	The Group	
	2020	2019
	US\$'000	US\$'000
Sales of goods	731,400	791,637
Other operating income	18,552	32,942
Interest income	2,656	2,614
	752,608	827,193
<i>Performance obligations satisfied at a point in time</i>		
Sales of goods:		
- electronic components	668,884	749,926
- consumer products	52,692	36,599
Others [Note 40(a)]	9,540	4,851
	731,116	791,376
<i>Performance obligations satisfied over time</i>		
Service rendered	284	261
	731,400	791,637

Revenue based on the geographical area in which the entities are located are disclosed in Note 40(b).

	The Group	
	2020	2019
	US\$'000	US\$'000
Other operating income:		
Commission and service income	1,735	1,454
Rebate income from suppliers	2,747	2,733
Warehouse management and rental income	807	729
Gain on sale of financial assets, at fair value through profit or loss	43	1,024
Fair value gain/(loss) on financial assets, at fair value through profit or loss		
- quoted securities [Note 14(a)]	133	1,533
- derivative financial instruments [Note 14(e)]	348	—
- convertible bond [Note 14(c)]	—	(683)
Dividend income from financial assets, at fair value through profit or loss	20	45
Reversal of other borrowings/other payables due to a		
previous shareholder/shareholders of subsidiaries	4,813	—
Write-back of allowances for inventory obsolescence (Note 13)	3,027	—
Government grants received/receivable	1,680	—
Recovery of bad debts (trade) previously written off	93	—
Fair value gain on an investment property (Note 22)	56	—
Gain on disposal of property, plant and equipment	33	—
Amount received/receivable in respect of the transfer of distribution business	—	25,374
Foreign exchange gain (net)	2,419	352
Sundry income	598	381
Total other operating income	18,552	32,942
Interest income:		
- project financing, factoring and leasing	2,044	1,968
- bank balances	293	393
- loan to a joint venture	319	253
Total interest income	2,656	2,614

During the financial year, the Group has received various government grant income related to various temporary wage support schemes as introduced by the Singapore, Hong Kong, People's Republic of China and Malaysia government aimed to aid entities to retain and pay their workers as businesses are adversely impacted by the Covid-19 pandemic. The Group recorded government grant income of US\$1,680,000 (2019: Nil) related to various temporary wage support schemes.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

6. Profit before income tax

This is arrived at after charging:

Amortisation charges for intangible assets*

- computer software license costs

- distribution rights

Depreciation of property, plant and equipment*

Property, plant and equipment written off*

Fair value loss on financial assets, at fair value through profit or loss*

Impairment loss on:

- goodwill arising from acquisition of subsidiaries*

- investment in a joint venture*

Loss allowance:

- trade receivables (third parties)

- non-trade receivables (third parties)

Inventories:

- cost of inventories recognised as an expense (included in 'cost of sales')

- write-off of inventories*

- allowances for inventory obsolescence*

Cost of services (included in 'cost of sales')

Fair value loss on derivative financial instruments*

Employee benefits expense

Rental expense - operating leases (short term lease)

Freight and handling charges

Travelling and transportation expenses

Sales commission expense

Loss on disposal/closure of subsidiaries*

Other expenses (included in distribution, administrative and other expenses)

Total cost of sales, distribution, administrative and other expenses

Note	The Group	
	2020 US\$'000	2019 US\$'000
23(b)	129	144
23(c)	12	13
21	3,724	4,471
	3	5
14(a)	43	—
23(a)	4,220	2,010
19(c)	—	1,487
37(b)	362	1,370
37(b)	1,150	1,647
	685,485	737,419
	2,581	233
13	—	7,274
	19	27
	62	516
7	28,520	34,667
	2,061	1,707
	5,009	4,326
	1,359	2,363
	2,312	2,575
	—	25
	8,418	8,824
	745,469	811,103

* Included in "other operating expenses"

7. Employee benefits expense

Wages, salaries and bonuses

Employer's contribution to defined contribution plans

Defined benefit plans [Note 28(b)]

Other long term benefits

Total (Note 6)

	The Group	
	2020 US\$'000	2019 US\$'000
	24,968	29,605
	2,646	3,763
	241	643
	665	656
	28,520	34,667

Key management personnel compensation is disclosed in Note 39(c).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

8. Finance expense

Interest expense:

Bank borrowings

Trust receipts

Factoring

Lease liabilities

The Group	
2020	2019
US\$'000	US\$'000
1,822	1,773
1,995	4,078
1,335	2,880
117	213
5,269	8,944

9. Income taxes

(a) Income tax expense

Tax expense attributable to profit is made up of:

Current income tax – Singapore

Current income tax – Foreign

Deferred income tax (Note 29)

(Over)/under provision in preceding financial years

Current income tax [Note 9(c)]

Deferred income tax (Note 29)

The Group	
2020	2019
US\$'000	US\$'000
83	108
796	1,250
879	1,358
(95)	(120)
784	1,238
(579)	(543)
9	2
214	697

The tax expense on the profit differs from the amount that would arise using the Singapore standard rate of income tax due to the following:

Profit before income tax

Tax calculated at a tax rate of 17% (2019: 17%)

Effects of:

Income not subject to tax

Expenses not deductible for tax purposes

Utilisation of previously unrecognised deferred income tax assets

Deferred income tax assets not recognised

Tax effect on share of results of associated companies and joint ventures

Withholding tax - foreign

Over provision of current income tax in preceding financial years

Under provision of deferred income tax in preceding financial years

Tax expense

The Group	
2020	2019
US\$'000	US\$'000
1,619	7,253
275	1,233
(1,576)	(4,654)
2,061	2,301
(524)	(288)
337	2,107
43	(19)
168	558
(579)	(543)
9	2
214	697

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

9. Income taxes (continued)

(a) Income tax expense (continued)

The income not subject to tax mainly relates to other operating income arising from the reversal of other borrowings/other payables due to a previous shareholder/shareholders of subsidiaries, and for transfer of distribution business, fair value gain and gain on sales of financial assets, at fair value through profit or loss, and certain government grants received.

The expenses not deductible for tax purposes mainly relate to impairment loss on goodwill arising from acquisition of subsidiaries and investment in a joint venture, loss allowance on financial assets, exchange loss arising from revaluation of non-trade balances, fair value loss on derivative financial instruments, private car expenses, interest expenses relating to non-income producing assets, professional fees incurred on capital transactions and restriction on deduction for entertainment expenses incurred by the Group's South Korea and China subsidiaries.

The corporate income tax rates for the Group's subsidiaries, are calculated at the tax rates applicable in the country/region in which these subsidiaries are assessable for tax, based on existing legislation, interpretations and practices in respect thereof. The corporate income tax rates for the Group's subsidiaries which were subject to tax are as follows:

	2020	2019
Country/region of the subsidiaries:		
Singapore	17.0%	17.0%
China	25.0%	25.0%
Hong Kong	16.5%	16.5%
Malaysia	20.0%	20.0%
South Korea	20.0%	20.0%
Taiwan	20.0%	20.0%
Thailand	20.0%	20.0%
India	30.0%	30.0%

(b) Income tax recoverable

	The Group	
	2020	2019
	US\$'000	US\$'000
Non-current	1,667	1,667

During the financial year ended 31 December 2016, as part of the Transfer Pricing audit carried out by the People's Republic of China ("China") tax authority for transactions between the Group's subsidiary in China and Hong Kong, the Group paid additional income tax of RMB18,041,000 (US\$2,731,000) and interest of RMB4,374,000 (US\$652,000) to the China tax authority. As the Transfer Pricing audit was carried out in China, a unilateral adjustment in China could create a double taxation on the same profits in Hong Kong. In this respect, an independent tax consultant has been engaged to assist the Group's Hong Kong subsidiary to apply for corresponding adjustment to eliminate double taxation, based on current tax rules and regulations in China and Hong Kong. Significant judgement is required to determine the amount of tax recoverable that can be recognised to the extent that it is more likely than not that Hong Kong's tax authority will accept the application for the tax refund in principle and amount. Up to the date of this report, the double tax relief application is still under review by the Hong Kong's tax authority and the amount is classified as non-current in the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

9. Income taxes (continued)

(c) Movements in current income tax liabilities are as follows:

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Beginning of financial year	2,435	3,438	93	163
Income tax (paid)/refund	(1,717)	(1,828)	(65)	10
Tax expense on profit [Note 9(a)]	879	1,358	51	75
Over provision in preceding financial years [Note 9(a)]	(579)	(543)	(79)	(155)
Currency translation differences	(69)	10	–	–
End of financial year	949	2,435	–	93

10. Earnings per share

(a) Basic earnings per share

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 in issue (excluding treasury shares) during the financial year as follows:

	The Group	
	2020	2019
Net profit attributable to equity holders of the Company (US\$'000)	261	8,032
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	895,842	895,842
Basic earnings per share (US\$)	0.03 cent	0.90 cent

(b) Diluted earnings per share

For the purpose of calculating diluted earnings per share, net profit attributable to equity holders of the Company and the weighted average number of ordinary shares in issue are adjusted for the effects of all potential dilutive ordinary shares.

There are no potential dilutive ordinary shares during the financial year ended 31 December 2020 and 31 December 2019. Accordingly, the diluted earnings per share is computed to be the same as the basic earnings per share for financial year ended 31 December 2020 and 31 December 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

11. Cash and cash equivalents

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Cash at bank and on hand	63,309	40,303	4,683	1,079
Short-term bank deposits	1,430	6,803	1	5,262
Cash and bank balances	64,739	47,106	4,684	6,341
Less: Bank deposits pledged for overdraft facility	–	(996)	–	–
Cash and cash equivalents per consolidated statement of cash flows	64,739	46,110	4,684	6,341

- (a) As at the reporting date, the cash and cash equivalents denominated in Chinese Renminbi amounted to approximately US\$3,850,000 (2019: US\$2,375,000). The Chinese Renminbi is not freely convertible into other currencies. However, under China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Chinese Renminbi for other currencies through banks authorised to conduct foreign exchange business.
- (b) As at the reporting date, short-term bank deposits matured on varying dates within one month to twelve months (2019: one month to twelve months) from the end of the financial year with the following weighted average effective interest rates:

	The Group		The Company	
	2020	2019	2020	2019
Singapore Dollar	0.20%	0.10%	0.05%	0.10%
United States Dollar	0.09%	1.82%	–	1.87%
New Taiwan Dollar	0.44%	0.68%	–	–
Chinese Renminbi	1.75%	–	–	–
Thailand Baht	–	1.45%	–	–

12. Trade and other receivables

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Trade receivables:				
Third parties	140,312	118,660	–	–
Subsidiaries	–	–	2,896	2,374
	140,312	118,660	2,896	2,374
Loss allowance	(5,516)	(13,050)	(279)	(252)
Net trade receivables	134,796	105,610	2,617	2,122
Other receivables:				
Third parties	7,592	15,858	91	201
Loss allowance	(1,648)	(1,773)	(42)	(42)
	5,944	14,085	49	159
Due from:				
Subsidiaries	–	–	30,744	20,049
Associated companies	2,239	2,237	1,779	1,776
Joint ventures	5,285	6,118	–	–
	7,524	8,355	32,352	21,825
Loss allowance	(1,656)	(515)	(1,512)	(190)
	5,868	7,840	31,011	21,635
Net other receivables	11,812	21,925	31,060	21,794
Total	146,608	127,535	33,677	23,916

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For the financial year ended 31 December 2020

12. Trade and other receivables (continued)

- (a) The Group has unconditional right to consideration in exchange for goods or services that it has transferred to its customers. Accordingly, the Group has no contract asset as defined in SFRS(I) 15 and records the amount of consideration as trade receivables for its sales arrangements with the customers.

The Group generally grants a credit period that ranges from 0 to 90 days to its customers. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. Loss allowance for trade receivables are measured at an amount equal to lifetime expected credit losses. The details are disclosed in Note 37(b) to the consolidated financial statements.

- (b) Included in the trade receivables are notes receivables amounting to US\$4,661,000 (2019: US\$3,841,000) which matured within 6 months from 31 December 2020 (2019: within 9 months from 31 December 2019).
- (c) Other receivables (including amount due from subsidiaries, associated companies and joint ventures) are considered to have low credit risk as there are no significant increase in the risk of default on the receivables since initial recognition. The loss allowances are measured at an amount equal to 12-month expected credit loss which reflects the low credit risk of the exposures, except for an amount of US\$3,303,000 (2019: US\$2,162,000) which is measured based on lifetime expected credit loss in line with the significant change in credit risks of the debtors. Details of the loss allowance for other receivables are disclosed in Note 37(b) to the consolidated financial statements.

Included in other receivables are government grant receivables of US\$137,000 (2019: Nil) relating to cash grants in relation to various temporary wage support schemes introduced by the Singapore government during the financial year; and a loan receivable of US\$1,000,000 (2019: US\$1,000,000) due from a third party, which is unsecured, interest-free and repayable by cash, on demand.

- (d) As at the reporting date, the amounts due from subsidiaries are non-trade in nature, unsecured, interest-free and are repayable in cash, on demand, except for an amount of US\$8,451,000 (2019: US\$6,787,000) which bears interest at a weighted average of 5.08% (2019: 6.18%) per annum.
- (e) As at the reporting date, the amounts due from associated companies are non-trade in nature, unsecured, interest-free and are repayable in cash, on demand. As at 31 December 2020, there was a loss allowance for amount due from an associated company amounting to US\$515,000 (2019: US\$515,000), measured based on lifetime expected credit loss.
- (f) As at the reporting date, the amounts due from joint ventures are non-trade in nature, unsecured and are repayable in cash, on demand, except for an amount of US\$3,501,000 (2019: US\$3,945,000) which bears interest at a weighted average of 5.00% (2019: 5.89%) per annum. As at 31 December 2020, there was a loss allowance for amount due from joint ventures amounting to US\$1,141,000 (2019: Nil), measured based on lifetime expected credit loss.

13. Inventories

	The Group	
	2020 US\$'000	2019 US\$'000
Finished goods	106,601	119,160
Work in progress	19	47
Raw materials	1,068	871
	107,688	120,078

During the financial year, the Group wrote back allowances for inventory obsolescence amounting to US\$3,027,000 (Note 5). During the financial year ended 31 December 2019, the Group provided allowances for inventory obsolescence amounting to US\$7,274,000 (Note 6).

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For the financial year ended 31 December 2020

13. Inventories (continued)

The written back of allowances for inventory obsolescence in the current financial year mainly resulted from the focus efforts to sell aged inventories and return of aged inventories to suppliers through various inventory programs with these suppliers. Accordingly, the net realisable value of such inventories was reversed to their cost and the provision made for certain aged inventories was written back to the consolidated income statement.

14. Financial assets, at fair value through profit or loss

	The Group	
	2020	2019
	US\$'000	US\$'000
Current	15,907	33,917
Non-current	3,487	3,285
	19,394	37,202
Comprised:		
Listed equity securities/assets [Note 14(a)]:		
- Singapore	650	1,365
- South Korea	1,431	1,348
- Taiwan	732	*
- Indonesia	—	2
	2,813	2,715
Preference shares [Note 14(b)]:		
- Singapore	103	—
- Thailand	223	—
	326	—
Trade receivables [Note 14(c)]	15,807	33,772
Convertible bond - United States [Note 14(d)]	100	100
Derivative receivables - Singapore [Note 14(e)]	348	—
Other investment - Cambodia [Note 14(f)]	—	615
Total	19,394	37,202

* Less than US\$1,000

(a) Movements in listed equity securities/assets are as follows:

	The Group	
	2020	2019
	US\$'000	US\$'000
Beginning of financial year	2,715	2,937
Additions	211	483
Fair value gain, net (Note 5 and Note 6)	90	1,533
Disposals	(239)	(2,227)
Currency translation differences	36	(11)
End of financial year	2,813	2,715

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For the financial year ended 31 December 2020

14. Financial assets, at fair value through profit or loss (continued)

- (b) As at the reporting date, the Group has preference shares of US\$103,000 and US\$223,000 issued by third party entities incorporated in Singapore and Thailand respectively.
- (c) The Group entered into factoring agreements with certain banks so as to obtain bank financing. Financial assets, at fair value through profit or loss are trade receivables that do not meet the criteria for measurement at either amortised cost or fair value through other comprehensive income as the objective of the Group's business model is achieved by selling these assets. As at the reporting date, the fair value of the trade receivables amounted to US\$15,807,000 (2019: US\$33,772,000). During the financial year, changes in fair values of financial assets, at fair value through profit or loss amounted to US\$97,000 (2019: US\$243,000) are recorded under finance expenses in the consolidated income statement.

As at the reporting date, trade receivables of US\$31,364,000 (2019: US\$33,945,000) had been transferred to the banks in accordance with the relevant non-recourse factoring agreements. Under these arrangements, the Group is not exposed to default risks of the trade receivables after the transfer and subsequent to the transfer, the Group did not retain any rights on the use of the trade receivables, including the sale, transfer or pledge of the trade receivables to any other third parties. Accordingly, these trade receivables measured at fair value through profit or loss as at 31 December 2020 and 31 December 2019, were de-recognised.

- (d) As at the reporting date, the Group has an unsecured convertible bond of US\$100,000 issued by a third party entity incorporated in the United States. The bond bears interest at the rate of 2% per annum and matures on 2 December 2021. The Group has an option to convert the debt instrument to the ordinary shares of the bond issuer prior to the maturity date according to the terms and conditions of the instrument.

The Group has an unsecured convertible bond with a principal amount of US\$683,000 issued by a third party entity incorporated in Singapore. The convertible bond bears interest at the rate of 7% per annum. The Group has called for redemption of the convertible bond. During the financial year ended 31 December 2019, the Group recognised fair value loss amounting to US\$683,000 in the consolidated income statement as the fair value less cost of disposal is expected to be minimal (Level 3 of fair value measurement) (Note 5).

- (e) Derivative receivables relate to foreign exchange forward contracts on one of the Group's non-current bank borrowings denominated in Singapore dollar.
- (f) Other investment relates to an interest in a residential and commercial property development investment on two pieces of land located in Phnom Penh, Cambodia. The investment was fully recovered by the Group in the current financial year.

15. Other current assets

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Prepayments	3,158	2,430	318	271
Deposits	2,682	1,151	–	–
	5,840	3,581	318	271

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For the financial year ended 31 December 2020

15. Other current assets (continued)

Prepayments are denominated in the following currencies:

	The Group		The Company	
	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000
Singapore Dollar	214	803	183	164
United States Dollar	875	531	128	107
Hong Kong Dollar	43	66	—	—
New Taiwan Dollar	372	232	—	—
Korean Won	943	530	—	—
Chinese Renminbi	590	255	7	—
Thailand Baht	110	—	—	—
Others	11	13	—	—
	3,158	2,430	318	271

The currency exposure for deposits is disclosed in Note 37(a)(i) to the financial statements under “other financial assets”.

16. Loans and other receivables

	The Company	
	2020	2019
	US\$'000	US\$'000
Non-current		
Loans to subsidiaries:		
Interest bearing		
Gross amount	21,279	21,161
Loss allowance	(687)	(370)
	20,592	20,791
Non-interest bearing		
Gross amount	7,052	18,237
Loss allowance	(208)	(225)
Less: Fair value adjustment to investments in subsidiaries	(254)	(1,606)
Add: Imputed interest recognised in Company's income statement	254	1,081
	6,844	17,487
Total	27,436	38,278

As at the reporting date, the weighted average effective interest rate of the interest bearing loans to subsidiaries based on prevailing market interest rates is 4.11% (2019: 5.22%) per annum.

As at the reporting date, the non-interest bearing loans to subsidiaries are repayable on 31 December 2022 (2019: 31 December 2021). The amounts are adjusted to be measured at fair value at date of inception.

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For the financial year ended 31 December 2020

17. Financial assets, at fair value through other comprehensive income

	The Group	
	2020 US\$'000	2019 US\$'000
Non-current		
Unlisted equity securities - China	–	129

Movements in unlisted equity securities are as follows:

	The Group	
	2020 US\$'000	2019 US\$'000
Beginning of financial year	129	1,995
Disposals	(129)	–
Fair value loss recognised in other comprehensive income	–	(62)
Refund of investment	–	(1,800)
Currency translation differences	–	(4)
End of financial year	–	129

The financial asset was disposed during the financial year and the cumulative losses amounting to US\$62,000 was transferred from fair value reserve to retained earnings.

18. Investments in associated companies

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Listed equity shares, at cost	10,155	10,205	1,217	1,390
Unlisted equity shares, at cost	3,138	37	–	–
	13,293	10,242	1,217	1,390
Share of post-acquisition results and reserves	(6,016)	(5,624)	–	–
Currency translation differences	(274)	(288)	–	–
	7,003	4,330	1,217	1,390
Market value of listed equity shares	3,082	5,835	1,217	1,552

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For the financial year ended 31 December 2020

18. Investments in associated companies (continued)

- (a) The details of the associated companies held directly by the Group and the Company are as follows:

Name of associated companies	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by the Group and Company				
⁽²⁾ Bull Will Co., Ltd	Manufacturing and sale of electronic components with focus on passive components	Taiwan	19.0	19.0
Held by the Group				
⁽¹⁾ Globaltronics International Pte. Ltd.	Investment holding	Singapore	45.0	45.0
⁽³⁾ PT Sentral Mitra Informatika	Provision of managed print services and distribution of copiers and printers	Indonesia	20.0	20.0
⁽¹⁾ Stars Tea & Coffee Asia Pte. Ltd.	Retail sale of beverages	Singapore	30.6	—
⁽⁴⁾ Otsaw Digital Pte. Ltd.	Manufacture, sale and leasing of industrial and security robots and automated guided vehicles, and provision of artificial intelligence and robotic solutions and services for security, delivery and mobility applications	Singapore	19.9	—
Edith-United International Pte. Ltd.	Inactive	Singapore	21.0	21.0
Eunice Food Catering Pte. Ltd.	In liquidation	Singapore	—	21.0
Imperial Kitchen Catering Pte. Ltd.	Inactive	Singapore	21.0	21.0

(1) Audited by Moore Stephens LLP, Singapore.

(2) Audited by member firm of Moore Global Network Limited of which Moore Stephens LLP, Singapore is a member.

(3) Audited by Kap Krisnawan Busroni & Fahmi for financial year ended 31 December 2020. Audited by Crowe Indonesia for financial year ended 31 December 2019.

(4) Audited by Nexia TS Public Accounting Corporation.

- (b) During the financial year, the Company's wholly owned subsidiary, Serial System International Pte. Ltd. acquired a total of 30.6% equity interests in Stars Tea & Coffee Asia Pte. Ltd. in cash for a total consideration of S\$420,000 (US\$307,000).
- (c) During the financial year, the Company's wholly owned subsidiary, Serial System International Pte. Ltd. acquired a total of 19.9% equity interests in Otsaw Digital Pte. Ltd. in cash for a total consideration of S\$3,736,000 (US\$2,794,000). The Group has one director representation in Otsaw Digital Pte. Ltd.
- (d) The Group has not recognised losses relating to Globaltronics International Pte. Ltd. where its share of losses exceeds the Group's investment in this associated company. The Group's cumulative share of unrecognised losses of Globaltronics International Pte. Ltd. as at the reporting date was US\$202,000 (2019: US\$183,000), after the share of the current year's loss of US\$19,000 (2019: profit of US\$58,000). The Group has no obligation in respect of these unrecognised losses.

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For the financial year ended 31 December 2020

18. Investments in associated companies (continued)

- (e) The following table summarises, in aggregate, the carrying amount, share of (loss)/profit and other comprehensive (loss)/income of the associated companies that are not individually material to the Group and accounted for using the equity method:

	The Group	
	2020 US\$'000	2019 US\$'000
Share of:		
(Loss)/profit from continuing operations	(251)	515
Other comprehensive (loss)/income	(128)	142
Total comprehensive (loss)/income	(379)	657
Aggregate carrying amount of investments in associated companies	7,003	4,330

19. Investments in joint ventures

	The Group	
	2020 US\$'000	2019 US\$'000
Unlisted equity shares, at cost	2,393	2,393
Share of post-acquisition results and reserves	(907)	(907)
Impairment loss	(1,487)	(1,487)
Currency translation differences	1	1
	–	–

- (a) The details of the joint ventures held directly by the Group are as follows:

Name of joint ventures	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by the Group				
⁽¹⁾ Musang Durians Frozen Food (M) Sdn. Bhd.	Manufacturing, processing, trading and exporting of durian puree and durian related products	Malaysia	27.5	27.5
⁽²⁾ Lierda Serial China Limited	Distribution of electronic and electrical components	Hong Kong	49.0	49.0

(1) Audited by WK Hong & Co., Chartered Accountants, Kuala Lumpur, Malaysia.

(2) Audited by PricewaterhouseCoopers, Hong Kong.

- (b) On 8 February 2019, the Group's 91.0% owned subsidiary, Serial Microelectronics (HK) Limited, acquired 49% equity interests in newly incorporated Lierda Serial China Limited in cash for a total consideration of US\$49,000. The investment in Lierda Serial China Limited was classified as investment in a joint venture as the Group and the independent third party jointly control Lierda Serial China Limited and unanimous consent from all joint venture partners are required to make significant operating decisions.

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For the financial year ended 31 December 2020

19. Investments in joint ventures (continued)

- (c) As at the reporting date, the Group carried out its annual impairment review. An impairment loss of US\$1,487,000 on its 27.5% equity interests in Musang Durians Frozen Food (M) Sdn. Bhd. was recognised in financial year ended 31 December 2019 (Note 6). The recoverable amount was determined based on fair value less cost of disposal, which approximates to its adjusted net assets at reporting date (Level 3 of fair value measurement).
- (d) The Group has not recognised losses relating to the joint ventures where its share of losses exceeds the Group's investments in these joint ventures. The Group's cumulative share of unrecognised losses of the joint ventures as at the reporting date was US\$1,008,000 (2019: US\$76,000), after the share of the current year's loss of US\$932,000 (2019: US\$76,000).
- (e) The following table summarises, in aggregate, the carrying amount, share of loss and other comprehensive income of the joint ventures that are not individually material to the Group and accounted for using the equity method:

	The Group	
	2020	2019
	US\$'000	US\$'000
Share of:		
Loss from continuing operations	–	(408)
Other comprehensive income	–	30
Total comprehensive loss	–	(378)
Aggregate carrying amount of investments in joint ventures	–	–

20. Investments in subsidiaries

	The Company	
	2020	2019
	US\$'000	US\$'000
Equity investments at cost:		
Beginning of financial year	75,171	74,387
Additions [Note 20(c)]	–	499
Accounting for financial guarantee contracts	779	285
End of financial year	75,950	75,171
Accumulated impairment losses:		
Beginning of financial year	(18,597)	(5,734)
Additions	(90)	(12,863)
End of financial year	(18,687)	(18,597)
Net investment	57,263	56,574

(a) Business combinations

On 25 September 2019, the Group's 91% owned subsidiary, Serial Microelectronics (HK) Limited, acquired an additional 6% equity interests from 45% to 51% in UniSerial Electronics Limited from an existing shareholder for a total consideration of HK\$2,194,000 (US\$281,000), represented by cash consideration of HK\$205,000 (US\$26,000) and deemed settlement of receivable from the existing shareholder of HK\$1,989,000 (US\$255,000).

The Group's effective interest in UniSerial Electronics Limited increased from 41.0% to 46.4% after the acquisition. UniSerial Electronics Limited became a partially-owned subsidiary of the Group, as the Group obtained the control of UniSerial Electronics Limited by majority of shareholding.

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For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(a) Business combinations (continued)

Details of the purchase consideration, the net results acquired and goodwill were as follows:

	The Group 2019 US\$'000
Purchase consideration:	
Cash paid	26
Deemed settlement of receivables	255
Total	281
Identified assets acquired and liabilities assumed:	
Cash and cash equivalents	242
Inventories	552
Trade and other receivables	115
Other current assets	646
Trade and other payables	(902)
Other borrowings	(245)
Total identifiable net assets acquired	408
Less: non-controlling interest	(200)
Less: previously held investment recognised as investment in an associated company	(69)
Add: Goodwill recognised [Note 23(a)]	142
Total consideration	281
Effect on cash flow of the Group:	
Cash paid (as above)	(26)
Less: Cash and cash equivalents acquired	242
Cash inflow on acquisition	216

There were no significant acquisition related costs incurred by the Group for the acquisition of UniSerial Electronics Limited. The trade and other receivables acquired in this transaction with a fair value of US\$115,000 had a gross contractual amount of US\$115,000. At the acquisition date, none of the contractual cash flows pertaining to the trade receivables were not expected to be collected.

The goodwill of US\$142,000 arising from the acquisition of UniSerial Electronics Limited was computed as excess of the fair value of the net identifiable assets of the subsidiary acquired over the sum of the consideration transferred and the acquisition date fair value of previously held equity interest in the acquiree.

Since the acquisition, UniSerial Electronics Limited contributed US\$1,117,000 and US\$40,000 to the Group's revenue and net profits respectively, included in the consolidated income statement for the financial year ended 31 December 2019. Had the business combination taken place at 1 January 2019, the consolidated revenue and net profit for the financial year ended 31 December 2019 would have been US\$792,870,000 and US\$6,271,000 respectively.

(b) Additional interests in subsidiaries

- (i) On 27 October 2020, the Company's wholly owned subsidiary, SCE Enterprise Pte. Ltd. acquired the remaining 30.0% equity interests in Hydra & Thermal Pte. Ltd. via the purchase of an additional 920,356 ordinary shares at S\$1.00 (US\$0.76) from an existing shareholder. Hydra & Thermal Pte. Ltd. becomes a wholly owned subsidiary of the Group upon completion of the acquisition.
- (ii) On 31 May 2019, the Group's 91.0% owned subsidiary, Serial Microelectronics (HK) Limited acquired the remaining 40.0% equity interests in Serial Automotive Limited via the purchase of an additional 4,000 ordinary shares at HK\$338,000 (US\$43,000) from an existing shareholder. The Group's effective equity interest in Serial Automotive Limited increased from 54.6% to 91.0% upon completion of the acquisition.

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For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(b) Additional interests in subsidiaries (continued)

- (iii) On 4 June 2019, the Company's wholly owned subsidiary, Serial Microelectronics Pte Ltd acquired 0.99% equity interest in Serial Microelectronics India LLP via the transfer of INR 33,000 (US\$473) capital from the resigning partner. The Group's effective equity interest in Serial Microelectronics India LLP increased from 99.0% to 99.99% upon completion of the transfer.

(c) Additional investments / divestment in subsidiaries

- (i) On 20 February 2020, the Company's 51.0% owned subsidiary, UniSerial Electronics Pte. Ltd. reduced its share capital from US\$1,643,000 to US\$1,000,000 via a capital reduction exercise to cancel part of its issued and paid up share capital amounting to US\$643,000 which has been lost and unrepresented by available assets.
- (ii) On 15 April 2020 and 23 July 2020, the Group's 46.4% owned subsidiary, UniSerial Electronics Limited issued 15,600,000 new ordinary shares for a cash consideration of HK\$15,600,000 (US\$2,000,000). The Group through its 91.0% owned subsidiary Serial Microelectronics (HK) Limited subscribed to 7,956,000 ordinary shares for a cash consideration of HK\$7,956,000 (US\$1,020,000), with the remaining 7,644,000 shares for cash consideration of HK\$7,644,000 (US\$980,000) subscribed by the 49.0% non-controlling shareholder, Unitrontech Co., Ltd, a company in which the Group has about 2.0% equity interest. UniSerial Electronics Limited remained a 51.0% owned subsidiary of Serial Microelectronics (HK) Limited following the increase in issued and paid up share capital of UniSerial Electronics Limited and a 46.4% owned subsidiary of the Group.

- (iii) On 3 July 2020, the Group's partially-owned subsidiary, URG Pte. Ltd issued 99,000 ordinary shares for a cash consideration of S\$99,000 (US\$71,000). The Group, through its partially-owned subsidiary, SB Global Ventures Pte. Ltd. subscribed to 69,300 ordinary shares for a cash consideration of S\$69,300 (US\$50,000), with the remaining 29,700 ordinary shares for a cash consideration of S\$29,700 (US\$21,000) subscribed by the 30.0% non-controlling shareholder. The Group's effective equity interest in URG Pte. Ltd. remained at 45.5% following the subscription.

On 15 September 2020, the Company's wholly owned subsidiary, Serial System International Pte. Ltd., disposed 5.0% equity interests in SB Global Ventures Pte. Ltd. for a cash consideration of US\$77. The Group's effective equity interest in SB Global Ventures Pte. Ltd. reduced from 65.0% to 60.0% following the divestment and the Group's effective equity interest in URG Pte Ltd. reduced from 45.5% to 42.0%.

- (iv) On 15 September 2020, the Group's wholly owned subsidiary, Serial Multivision Pte. Ltd. increased its issued and paid up share capital from S\$500,000 (US\$368,000) to S\$5,200,000 (US\$3,826,000) pursuant to the issuance of 4,700,000 new ordinary shares for a consideration of S\$4,700,000 (US\$3,458,000). The consideration is fully satisfied through the capitalisation of an amount for S\$4,700,000 (US\$3,458,000), being amount owing from Serial Multivision Pte. Ltd. to SCE Enterprise Pte. Ltd., the holding company of Serial Multivision Pte. Ltd.
- (v) On 31 December 2020, the Company's wholly owned subsidiary, Serial Microelectronics Pte Ltd, took up 1,453,412 new ordinary shares in Serial Microelectronics Inc. through a bonus share issue paid out from its retained earnings to its existing shareholders. The Group's effective equity interest in Serial Microelectronics Inc. remained at 95.5% following the bonus share issue.
- (vi) On 14 February 2019, the Group's 46.4% owned subsidiary, Newstone Technology Limited increased its capital of its wholly owned subsidiary, Newstone Technology (Shenzhen) Company Limited from RMB 3,201,000 (US\$459,000) to RMB 5,000,000 (US\$717,000).
- (vii) On 14 August 2019, the Company's wholly owned subsidiary, UniSerial Electronics Pte. Ltd. increased its issued and paid up share capital from US\$654,000 to US\$1,643,000 pursuant to the issuance of 10,000,000 new ordinary shares for a cash consideration of US\$989,000. The Company has subscribed to 200,000 ordinary shares for a cash consideration of US\$499,000, with the remaining 9,800,000 ordinary shares for cash consideration of US\$490,000, taken up by Unitrontech Co., Ltd, a company in which the Group has about 2% equity interest. The Company's equity interest in UniSerial Electronics Pte. Ltd. was diluted from 100.0% to 51.0% following the additional investment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(c) Additional investments / divestment in subsidiaries (continued)

- (viii) On 24 October 2019, the Group's wholly owned subsidiary, Serial System International Pte. Ltd. transferred its entire 100.0% equity interest in its dormant subsidiary, URG Pte. Ltd. to the Group's 65.0% owned subsidiary, SB Global Ventures Pte. Ltd. for a cash consideration of S\$1 (US\$0.72).

Following the transfer, URG Pte. Ltd. increased its issued and paid up share capital from S\$1 (US\$0.72) to S\$1,000 (US\$723) pursuant to the issuance of 999 new ordinary shares for a cash consideration of S\$999 (US\$723). SB Global Ventures Pte. Ltd. subscribed to 699 ordinary shares for a cash consideration of S\$699 (US\$506), with the remaining 300 ordinary shares subscribed by an unrelated third party for a cash consideration of S\$300 (US\$217). The Group's effective equity interest in URG Pte. Ltd. was diluted from 100.0% to 45.5% following the additional investment.

- (ix) On 30 December 2019, the Group's 70.0% owned subsidiary, Print-IQ Singapore Pte. Ltd. increased its issued and paid up share capital from S\$200,000 (US\$148,000) to S\$700,000 (US\$519,000) pursuant to the issuance of 500,000 new ordinary shares for a cash consideration of S\$500,000 (US\$371,000). The Group's wholly owned subsidiary, Serial System International Pte. Ltd. subscribed to the entire 500,000 ordinary shares for a cash consideration of S\$500,000 (US\$371,000). The Group's effective equity interest in Print-IQ Singapore Pte. Ltd. increased from 70.0% to 91.4% following the additional investment.

(d) Incorporation of subsidiaries

- (i) On 4 February 2020, the Company's wholly owned subsidiary, Serial System International Pte. Ltd. acquired a 49.0% equity interest in a newly incorporated company, Print IQ Co., Ltd in Thailand for a cash consideration of THB 2,940,000 (US\$94,000), which approximates its net carrying amount.
- (ii) On 29 June 2020, the Group's wholly owned subsidiary, Achieva Technology Sdn. Bhd. incorporated a wholly owned subsidiary, Straitsmart Sdn. Bhd. in Malaysia with an issued and paid up share capital of MYR 1.00 (US\$0.23).
- (iii) On 18 January 2019, the Group's 49.0% owned subsidiary, Serial Factoring (Thailand) Co., Ltd acquired a 97% equity interest in a newly incorporated company, Serial Consulting Co., Ltd in Thailand for an initial cash consideration of THB1,213,000 (US\$38,000), which approximates its net carrying amount.
- (iv) On 23 April 2019, the Group's 91.0% owned subsidiary, Serial Microelectronics (Shenzhen) Co., Ltd incorporated a wholly owned subsidiary, Teampal Microelectronics (Shanghai) Co., Ltd in China with a registered capital of RMB1,000,000 (US\$145,000).
- (v) On 26 April 2019, the Company's wholly owned subsidiary, Serial Investment Pte Ltd incorporated a wholly owned subsidiary, Serial Investment Korea Limited in South Korea with an issued and paid up share capital of KRW100,000,000 (US\$95,000).
- (vi) On 25 September 2019, the Group's 46.4% owned subsidiary, UniSerial Electronics Limited incorporated a wholly owned subsidiary, UniSerial Electronics (Shenzhen) Limited in China with a registered capital of RMB1,000,000 (US\$145,000).
- (vii) On 7 November 2019, the Group's wholly owned subsidiary, Serial System International Pte. Ltd. acquired a 55.0% equity interest in a newly incorporated company, SG Networks Pte. Ltd. in Singapore for an initial cash consideration of S\$55,000 (US\$41,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(e) Closure/disposal of subsidiaries

- (i) During the financial year, the Group struck off or dissolved the following wholly owned or partially-owned subsidiaries. There are no significant loss arising from the closure of these subsidiaries.

- 91.0% owned Teampal Microelectronics (Shanghai) Co., Ltd.
- 91.0% owned Serial Vision Limited
- 70.0% owned Hydra & Thermal International (Cambodia) Co., Ltd
- 42.0% owned Serial Netcom Co., Ltd.
- 100.0% owned Serial I-Tech (Cambodia) Pte Ltd

- (ii) On 29 February 2020, the Group's 91.0% owned subsidiary, Serial Microelectronics (HK) Limited disposed its entire 70.0% equity interests in Xuanhong Automotive Electronics Limited and Xuanli Automotive Electronics Co., Limited for a cash consideration of US\$1.00. The Group recognised a net loss on disposal of US\$* in the consolidated income statement. The following table summarises the carrying amount of the major class of the identifiable assets and liabilities disposed:

	Xuanhong Automotive Electronics Limited US\$'000	Xuanli Automotive Electronics Co., Limited US\$'000	Total US\$'000
The Group			
2020			
Carrying amount of assets and liabilities as at the date of disposal:			
Cash and cash equivalents	*	62	62
Trade and other receivables	—	224	224
Trade and other payables	(2)	(298)	(300)
Net liabilities de-recognised	(2)	(12)	(14)
Less: Non-controlling interest	(44)	58	14
	(46)	46	—
Cash consideration received	*	*	*
Gain/ (loss) on disposal	46	(46)	—
Effect on cash flows of the Group:			
Cash consideration received as above	*	*	*
Less: Cash and cash equivalents in subsidiaries disposed of	*	(62)	(62)
Net cash outflow on disposal	*	(62)	(62)

* Amount less than US\$1,000

- (iii) During the financial year ended 31 December 2019, the Group struck off its 54.6% owned subsidiary, Serial Automotive (Shanghai) Co., Ltd. As a result of the closure, a loss of US\$25,000 was recognised in the consolidated income statement.

(f) Impairment of subsidiaries

As at the reporting date, the Company conducted impairment review and recognised accumulated impairment losses of US\$18,687,000 (2019: US\$18,597,000) in its investments in subsidiaries, based on fair value less costs of disposal, which approximate to their adjusted net assets after considering relevant internal and external factors (Level 3 of the fair value measurement).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(g) The details of the subsidiaries held by the Group and the Company are as follows:

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by the Company				
(1) Serial Microelectronics Pte Ltd	Investment holding and distribution of electronic and electrical components	Singapore	100.0	100.0
(1) SCE Enterprise Pte. Ltd.	Investment holding and trading	Singapore	100.0	100.0
(1) Serial Investment Pte Ltd	Investment holding and trading and rental of investment properties	Singapore	100.0	100.0
(4) Serial Investment (Taiwan) Inc.	Investment holding and rental of investment properties	Taiwan	100.0	100.0
(1) Serial System International Pte. Ltd.	Investment holding	Singapore	100.0	100.0
(1) Swift-Value Business Pte. Ltd.	Distribution of printer accessories	Singapore	100.0	100.0
(1) UniSerial Electronics Pte. Ltd.	Distribution of electronic and electrical components	Singapore	51.0	51.0
Held by Serial Microelectronics Pte Ltd				
(3) Serial Microelectronics Korea Limited	Distribution of electronic and electrical components	South Korea	100.0	100.0
(4) Serial Microelectronics Inc.	Investment holding and distribution of electronic and electrical components	Taiwan	95.5	95.5
(5) PT. Serial Microelectronics Indonesia	In process of liquidation	Indonesia	99.0	99.0
(4) Serial Microelectronics Sdn. Bhd.	Provision of management, marketing and administrative services	Malaysia	100.0	100.0
(1) STECH Global Trading Pte. Ltd.	Inactive	Singapore	90.0	90.0
(4) Serial Microelectronics India LLP	Provision of management, marketing and administrative services	India	99.9	99.9
(5) Serial Electronics Investment Limited	Investment holding	British Virgin Islands	100.0	100.0
Held by Serial Electronics Investment Limited				
(5) XIN Holdings International Limited	Investment holding	Cayman Islands	91.0	91.0

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(g) The details of the subsidiaries held by the Group and the Company are as follows: (continued)

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by XIN Holdings International Limited				
(5) Xin Capital Limited	Investment holding	British Virgin Islands	91.0	91.0
Held by Xin Capital Limited				
(2) Serial Microelectronics (HK) Limited	Investment holding and distribution of electronic and electrical components	Hong Kong	91.0	91.0
Held by SCE Enterprise Pte. Ltd.				
(1) Serial Multivision Pte. Ltd.	Hospitality and healthcare solutions	Singapore	100.0	100.0
(1) Contract Sterilization Services Pte Ltd	Assembly and distribution of medical devices and ethylene oxide sterilization	Singapore	100.0	100.0
(1) Serial I-Tech (Far East) Pte. Ltd.	Investment holding and trading and distribution of consumer products, IT and photographic products	Singapore	100.0	100.0
(1) Hydra & Thermal Pte. Ltd.	Inactive	Singapore	100.0	70.0
(5) PT. Achieva Technology Indonesia	Inactive	Indonesia	80.0	80.0
(1) SerialTec Pte. Ltd. (Formerly known as Achieva Technology Pte Ltd)	Distribution and marketing of information technology, computer peripherals, parts, software and related products	Singapore	100.0	100.0
(5) Achieva Technology Australia Pty Ltd	Inactive	Australia	100.0	—
Held by Serial Investment Pte. Ltd.				
(5) Serial Investment (Korea) Limited	Investment holding	South Korea	100.0	100.0
Held by Serial System International Pte. Ltd.				
(4) Serial Factoring (Thailand) Co., Ltd.	Provision of project financing in the form of leasing, hire purchase, factoring and loan	Thailand	49.0	49.0
(1) Print-IQ Singapore Pte. Ltd.	Provision of managed print services and the administrative, maintenance and distribution of copiers and printers	Singapore	91.4	91.4

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(g) The details of the subsidiaries held by the Group and the Company are as follows: (continued)

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by Serial System International Pte. Ltd. (continued)				
(1) Bast Investment Pte. Ltd.	Investment holding	Singapore	55.0	55.0
(1) SB Global Ventures Pte. Ltd.	Investment holding	Singapore	60.0	65.0
(1) SG Networks Pte. Ltd.	Communications and power line construction	Singapore	55.0	55.0
(4) Print IQ Co., Ltd	Managed print services and supply of printers and toners	Thailand	49.0	—
Held by Serial Factoring (Thailand) Co., Ltd				
(4) Serial Consulting Co., Ltd	Provision of financial and legal consultancy services	Thailand	47.5	47.5
Held by Bast Investment Pte. Ltd.				
(4) Bast Global Sdn. Bhd.	Investment holding	Malaysia	55.0	55.0
Held by SB Global Ventures Pte. Ltd.				
(1) URG Pte. Ltd.	Trading and distribution of consumer products	Singapore	42.0	45.5
Held by Serial Microelectronics (HK) Limited				
(2) Serial Design Limited	Inactive	Hong Kong	91.0	91.0
(2) Serial Microelectronics (Shenzhen) Co., Ltd	Distribution of electronic and electrical components	China	91.0	91.0
(2) Serial Automotive Limited	Inactive	Hong Kong	91.0	91.0
(2) Serial Vision Limited	Dissolved	Hong Kong	—	91.0
(2) Serial Microelectronics (Beijing) Co., Ltd	Investment holding	China	91.0	91.0
(2) Newstone Technology Limited	Investment holding and marketing, promotion, sale, export and distribution of semiconductor components	Hong Kong	46.4	46.4
(2) Xuanhong Automotive Electronics Limited	Disposed	Hong Kong	—	63.7
(2) UniSerial Electronics Limited	Distribution of electronic and electrical components	Hong Kong	46.4	46.4

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(g) The details of the subsidiaries held by the Group and the Company are as follows: (continued)

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by Serial Microelectronics (Shenzhen) Co., Ltd				
(2) Teampal Microelectronics (Shanghai) Co., Ltd	Dissolved	China	—	91.0
Held by Newstone Technology Limited				
(2) Newstone Technology (Shenzhen) Company Limited	Marketing, promotion, sale, export and distribution of semiconductor components	China	46.4	46.4
Held by Xuanhong Automotive Electronics Limited				
(2) Xuanli Automotive Electronics Co., Limited	Disposed	China	—	63.7
Held by UniSerial Electronics Limited				
(2) UniSerial Electronics (Shenzhen) Limited	Distribution of electronic and electrical components	China	46.4	46.4
Held by Serial Microelectronics Inc.				
(4) TeamPal Enterprise Corp.	Inactive	Taiwan	95.5	95.5
Held by Serial I-Tech (Far East) Pte. Ltd.				
(5) Serial I-Tech (ME) Pte. Ltd.	Inactive	British Virgin Islands	100.0	100.0
(5) Serial I-Tech (Cambodia) Pte Ltd	Dissolved	Cambodia	—	100.0
(5) JEL Trading (Bangladesh) Ltd	Dormant	Bangladesh	100.0	100.0
(1) Inkcarts Pte. Ltd.	Trading and distribution of computers and peripheral equipment, IT and electronic products	Singapore	100.0	100.0
(4) Achieva Technology Sdn. Bhd.	Distribution and marketing of information technology, computer peripherals, parts, software and related products	Malaysia	100.0	—
Held by SerialTec Pte. Ltd.				
(4) Achieva Technology Sdn. Bhd.	Distribution and marketing of information technology, computer peripherals, parts, software and related products	Malaysia	—	100.0
(5) Achieva Technology Australia Pty Ltd	Inactive	Australia	—	100.0

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

20. Investments in subsidiaries (continued)

(g) The details of the subsidiaries held by the Group and the Company are as follows: (continued)

Name of subsidiaries	Principal activities	Country of incorporation and place of business	Percentage of effective equity interest held by the Group	
			2020 %	2019 %
Held by Achieva Technology Sdn. Bhd.				
(4) Straitsmart Sdn. Bhd.	Trading and distribution of consumer products	Malaysia	100.0	–
Held by Hydra & Thermal Pte. Ltd.				
(5) Hydra & Thermal International (Cambodia) Co., Ltd	Dissolved	Cambodia	–	70.0
(5) Serial Netcom Co., Ltd	Dissolved	Cambodia	–	42.0
(1) Audited by Moore Stephens LLP, Singapore.				
(2) Audited by PricewaterhouseCoopers, Hong Kong.				
(3) Audited by Samhwa & Co., South Korea.				
(4) Audited by member firms of Moore Global Network Limited of which Moore Stephens LLP, Singapore is a member.				
(5) Reviewed by Moore Stephens LLP, Singapore for the purposes of consolidation. These entities are not considered significant subsidiaries pursuant to the Listing Manual of the Singapore Exchange Securities Trading Limited.				

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

21. Property, plant and equipment

The Group	Leasehold land US\$'000	Leasehold buildings US\$'000	Freehold land US\$'000	Freehold buildings US\$'000	Renovations and fittings US\$'000	Furniture and fittings US\$'000	Office equipment US\$'000	Other equipment US\$'000	Motor vehicles US\$'000	Computers US\$'000	Total US\$'000
2020											
Cost											
At 1 January 2020	1,572	34,138	1,761	7,672	5,003	1,472	1,848	823	1,360	3,850	59,499
Additions	-	567	-	-	158	14	31	199	164	47	1,180
Transfer to investment property (Note 22)	-	(532)	-	-	-	-	-	-	-	-	(532)
Disposals/write-off	-	(7)	-	-	(294)	(1)	(13)	(5)	(154)	(18)	(492)
Currency translation differences	32	1,312	113	397	183	40	56	15	33	47	2,228
At 31 December 2020	1,604	35,478	1,874	8,069	5,050	1,525	1,922	1,032	1,403	3,926	61,883
Accumulated depreciation											
At 1 January 2020	447	10,738	-	854	4,480	1,357	1,511	729	669	3,438	24,223
Transfer to investment property (Note 22)	-	(78)	-	-	-	-	-	-	-	-	(78)
Depreciation charges (Note 6)	28	2,510	-	129	300	62	180	51	160	304	3,724
Disposals/write-off	-	-	-	-	(290)	(1)	(10)	(5)	(151)	(18)	(475)
Currency translation differences	10	272	-	55	174	36	48	16	30	48	689
At 31 December 2020	485	13,442	-	1,038	4,664	1,454	1,729	791	708	3,772	28,083
Net book value											
At 31 December 2020	1,119	22,036	1,874	7,031	386	71	193	241	695	154	33,800

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

21. Property, plant and equipment (continued)

The Group	Leasehold land US\$'000	Leasehold buildings US\$'000	Freehold land US\$'000	Freehold buildings US\$'000	Renovations and fittings US\$'000	Furniture and fittings US\$'000	Office equipment US\$'000	Other equipment US\$'000	Motor vehicles US\$'000	Computers US\$'000	Total US\$'000
2019											
Cost											
At 1 January 2019	1,551	34,763	1,815	7,686	5,561	1,643	2,071	801	1,371	4,129	61,391
Additions	–	57	–	–	38	23	37	40	12	176	383
Adjustments	–	(386)	–	–	–	–	–	–	–	–	(386)
Disposals/write-off	–	–	–	–	(577)	(185)	(257)	(24)	(17)	(452)	(1,512)
Currency translation differences	21	(296)	(54)	(14)	(19)	(9)	(3)	6	(6)	(3)	(377)
At 31 December 2019	1,572	34,138	1,761	7,672	5,003	1,472	1,848	823	1,360	3,850	59,499
Accumulated depreciation											
At 1 January 2019	413	7,826	–	732	4,710	1,469	1,513	675	534	3,386	21,258
Depreciation charges (Note 6)	29	2,882	–	129	358	80	257	73	158	505	4,471
Disposals/write-off	–	–	–	–	(574)	(185)	(257)	(23)	(16)	(452)	(1,507)
Currency translation differences	5	30	–	(7)	(14)	(7)	(2)	4	(7)	(1)	1
At 31 December 2019	447	10,738	–	854	4,480	1,357	1,511	729	669	3,438	24,223
Net book value											
At 31 December 2019	1,125	23,400	1,761	6,818	523	115	337	94	691	412	35,276

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

21. Property, plant and equipment (continued)

The Company	Renovations US\$'000	Furniture and fittings US\$'000	Office equipment US\$'000	Other equipment US\$'000	Motor vehicles US\$'000	Computers US\$'000	Total US\$'000
2020							
Cost							
At 1 January 2020	403	555	259	105	437	1,562	3,321
Additions	22	6	1	–	–	5	34
At 31 December 2020	425	561	260	105	437	1,567	3,355
Accumulated depreciation							
At 1 January 2020	397	551	255	101	47	1,436	2,787
Depreciation charges	4	3	4	4	44	90	149
At 31 December 2020	401	554	259	105	91	1,526	2,936
Net book value							
At 31 December 2020	24	7	1	–	346	41	419
2019							
Cost							
At 1 January 2019	403	554	259	105	437	1,557	3,315
Additions	–	1	–	–	–	5	6
At 31 December 2019	403	555	259	105	437	1,562	3,321
Accumulated depreciation							
At 1 January 2019	395	548	250	89	3	1,310	2,595
Depreciation charges	2	3	5	12	44	126	192
At 31 December 2019	397	551	255	101	47	1,436	2,787
Net book value							
At 31 December 2019	6	4	4	4	390	126	534

- (a) As at the reporting date, the carrying amount of office equipment and motor vehicles held under leasing arrangement for the Group and the Company amounted to US\$406,000 (2019: US\$488,000) and US\$345,000 (2019: US\$390,000) respectively [Note 26(a)(viii)].

Right-of-use assets acquired under leasing arrangement are presented together with the owned assets of the same class. During the financial year, the additions to property, plant and equipment included US\$567,000 (2019: US\$57,000) acquired under right-of-use assets under leasing arrangement (Note 27).

- (b) The Group's leasehold land and building at 8 Ubi View, Serial System Building, Singapore used by the Group and classified as property, plant and equipment, has a net carrying value amounting to US\$7,011,000 (2019: US\$7,043,000). The leasehold land and building are held as security for bank borrowings of the Company amounting to US\$6,056,000 (2019: US\$5,934,000) as disclosed in Note 26(a)(i).
- (c) The Group's freehold building in Taipei, Taiwan, used by the Group and classified as property, plant and equipment, has a net carrying value amounting to US\$3,438,000 (2019: US\$3,294,000). The freehold building is held as security for the Group's bank borrowings of US\$4,927,000 (2019: US\$4,960,000) as disclosed in Note 26(a)(ii). See Note 22(a) for the portion of the freehold building included as investment properties.
- (d) The Group's freehold land and building in Seoul, South Korea used by the Group and classified as property, plant and equipment, has a net carrying value amounting to US\$4,710,000 (2019: US\$4,508,000). The freehold land and building are held as security for the Group's bank borrowings of US\$6,488,000 (2019: US\$3,961,000) as disclosed in Note 26(a)(iii).
- (e) The Group's freehold building in Penang, Malaysia used by the Group and classified as property, plant and equipment, has a net carrying value amounting to US\$756,000 (2019: US\$777,000). The freehold building is held as security for the Group's bank borrowings of US\$358,000 (2019: US\$406,000) as disclosed in Note 26(a)(iv).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

21. Property, plant and equipment (continued)

- (f) The Group's leasehold buildings in Shenzhen and Shanghai, China used by the Group and classified as property, plant and equipment, have a net carrying value amounting to US\$10,852,000 (2019: US\$11,037,000). The leasehold buildings are held as security for the Group's bank borrowings of US\$11,486,000 (2019: Nil) as disclosed in Note 26(a)(v).

22. Investment properties

	The Group	
	2020	2019
	US\$'000	US\$'000
Beginning of financial year	4,510	4,402
Additions	132	—
Transfer from property, plant and equipment (Note 21)	454	—
Revaluation gain arising from the transfer	141	—
Fair value gain (Note 5)	56	—
Currency translation differences	250	108
End of financial year	5,543	4,510

- (a) The Group's freehold building in Taipei, Taiwan which is leased to an associated company, Bull Will Co., Ltd, with fair value of US\$4,804,000 (2019: US\$4,510,000) is held as security for the Group's bank borrowings of US\$4,927,000 (2019: US\$4,960,000) as disclosed in Note 26(a)(ii).
- (b) The Group's leasehold building in Shanghai, China which is leased to a third party, with fair value of US\$607,000 (2019: Nil) is held as security for the Group's bank borrowings of US\$11,486,000 (2019: Nil) as disclosed in Note 26(a)(v).

The fair value of the investment property as at the date of transfer, on 1 April 2020, and 31 December 2020 was revalued by an independent professional valuer and the fair value gain of US\$141,000 has been recognised in other comprehensive income. The most significant input into estimation approach is price per unit of floor area (Level 3 of the fair value hierarchy).

- (c) During the financial year, the Group's Malaysia subsidiary exercised its right to take over a leasehold property belonging to one of its customers. The leasehold property with fair value of US\$132,000 is leased to a third party.
- (d) The Group has no restrictions on the reliability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.
- (e) As at the reporting date, investment properties are carried at fair values, determined by independent professional valuers. Valuations are performed annually based on the investment properties' highest-and-best use value using the Direct Market Comparison Method and if required, adjusted with appropriate adjustments, such as locations, date of transactions and size or properties.

The following amounts in respect of the investment properties are recognised in the consolidated income statement:

	The Group	
	2020	2019
	US\$'000	US\$'000
Rental income	111	70
Direct operating expenses on investment properties that generated rental income	(7)	(6)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

23. Intangible assets

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Goodwill arising from acquisition of subsidiaries	2,938	6,958	–	–
Computer software license costs	292	398	53	117
Distribution rights	–	12	–	–
	3,230	7,368	53	117

(a) Goodwill arising from acquisition of subsidiaries

	The Group	
	2020 US\$'000	2019 US\$'000
Cost		
Beginning of financial year	20,942	20,672
Acquisition of a subsidiary [Note 20(a)]	–	142
Currency translation differences	200	128
End of financial year	21,142	20,942
Accumulated impairment loss		
Beginning of financial year	13,984	11,974
Impairment loss (Note 6)	4,220	2,010
End of financial year	18,204	13,984
Net book value	2,938	6,958

Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to geographical and business segments.

A segment-level geographical summary of the goodwill allocation is presented below:

	Electronic components distribution		Consumer products distribution		Other businesses		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
The Group								
Singapore	–	–	–	3,190	1,504	1,474	1,504	4,664
Hong Kong	1,434	1,434	–	–	–	–	1,434	1,434
South Korea	–	860	–	–	–	–	–	860
	1,434	2,294	–	3,190	1,504	1,474	2,938	6,958

The recoverable amount of a CGU was determined based on value-in-use calculations. Cash flow projections used in these calculations were based on the financial budgets approved by management covering a one-year period. Cash flows beyond the one-year period to the fifth year were extrapolated using the estimated growth rates stated below. The forecasted growth rates are based on management's best estimates from industry research and do not exceed the long-term average growth rate for the electronic components distribution, consumer products distribution and other businesses in which the CGU operated.

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For the financial year ended 31 December 2020

23. Intangible assets (continued)

(a) Goodwill arising from acquisition of subsidiaries (continued)

Key assumptions used for value-in-use calculations:

	Electronic components distribution				Consumer products distribution		Other businesses	
	Hong Kong		South Korea		Singapore		Singapore	
	2020	2019	2020	2019	2020	2019	2020	2019
Gross margin ⁽¹⁾	6.5%	6.8%	9.0%	8.6%	5.3%	5.6%	56.8%	56.7%
Growth rate ⁽²⁾	5.8%	2.2%	3.0%	2.0%	5.5%	6.1%	2.2%	2.9%
Discount rate ⁽³⁾	12.8%	11.5%	12.8%	11.5%	8.5%	11.5%	11.6%	11.5%

⁽¹⁾ Budgeted gross margin based on management's assumptions with reference to past and expected future performance.

⁽²⁾ Weighted average growth rate used to extrapolate cash flows for the first five-year period. Thereafter, the terminal growth rate used beyond the fifth year is zero.

⁽³⁾ Pre-tax discount rate applied to the pre-tax cash flow projections estimated based on the specific circumstances of the Group and its operating segments and derived from its weighted average cost of capital.

These assumptions were used for the analysis of each CGU. Management determined budgeted gross margin based on past performance and its expectations of the market development. The weighted average growth rates used were consistent with the forecasts included in industry reports. The discount rates used were pre-tax and reflect specific risks relating to the relevant segment.

Impairment charges of US\$4,220,000 (2019: US\$2,010,000) were provided during the financial year. The impairment charges arose mainly from the consumer products distribution's CGU in Singapore and the electronic components distribution's CGU in South Korea where the carrying amount of each CGU exceeds the recoverable amount of each CGU as the environment became more competitive coupled with rising business costs.

(b) Computer software license costs

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Beginning of financial year	398	339	117	58
Additions	7	205	–	147
Amortisation (Note 6)	(129)	(144)	(64)	(88)
Currency translation differences	16	(2)	–	–
End of financial year	292	398	53	117
Cost	3,509	3,486	2,753	2,753
Accumulated amortisation	(3,217)	(3,088)	(2,700)	(2,636)
Net book value	292	398	53	117

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

23. Intangible assets (continued)

(c) Distribution rights

	The Group	
	2020 US\$'000	2019 US\$'000
Beginning of financial year	12	25
Amortisation (Note 6)	(12)	(13)
End of financial year	–	12
Cost	11,233	11,233
Accumulated amortisation	(11,233)	(11,221)
Net book value	–	12

24. Other assets

	The Group	
	2020 US\$'000	2019 US\$'000
Club memberships	140	132
Deposits	101	91
	241	223

The club memberships are denominated in Korean Won.

Deposits relate mainly to refundable deposits placed for the rental of office units for certain subsidiaries. These deposits are refundable upon termination of the tenancy agreements and the Company does not anticipate the carrying amounts recorded at the reporting date to be significantly different from the values that would eventually be refunded. The currency exposure for deposits is disclosed in Note 37(a)(i) to the financial statements under “other financial assets”.

25. Trade and other payables

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Current				
Trade payables:				
Third parties	70,770	68,591	–	–
Other payables and accrued operating expenses	30,278	36,470	830	922
Contract liabilities [Note 25(a)]	598	522	–	–
Derivative financial instruments [Note 25(b)]	1,770	1,681	–	–
Due to subsidiaries [Note 25(c)]	–	–	5,752	6,522
Due to an associated company [Note 25(d)]	2,008	2,000	2,008	2,000
Financial guarantee contracts	–	–	797	520
Total	105,424	109,264	9,387	9,964

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

25. Trade and other payables (continued)

	The Company	
	2020 US\$'000	2019 US\$'000
Non-current		
Due to a subsidiary [Note 25(e)]	8,740	8,794
Total	8,740	8,794

- (a) Contract liabilities relate to the Group's obligation to transfer goods/render services to customers for which the Group has received consideration. Contract liabilities are recognised as revenue as the Group performs under the contract. The significant changes in the contract liabilities during the financial year are as follows:

	The Group	
	2020 US\$'000	2019 US\$'000
<u>Contract liabilities</u>		
Revenue recognised at the beginning of the financial year	522	378
Increase due to cash received, excluding amounts recognised as revenue during the financial year	(598)	(522)

- (b) The Group used foreign exchange forward contracts to manage exposures to currency risks arising from assets and liabilities denominated in Singapore Dollar, Australian Dollar, Chinese Renminbi, Malaysian Ringgit, New Taiwan Dollar and Korean Won. As at the reporting date, the outstanding non-hedging derivative financial instruments comprised:

	The Group			
	2020		2019	
	Contract notional amount US\$'000	Fair value liability US\$'000	Contract notional amount US\$'000	Fair value liability US\$'000
Foreign exchange forward contracts	69,760	1,770	48,033	1,681

The range of the contractual rates to buy or sell United States Dollar against the respective foreign currencies are summarised as follows:

	2020	2019
	Buy United States Dollar	Buy United States Dollar
Against Australian Dollar	1.351 to 1.471	1.427 to 1.463
Against Singapore Dollar	1.350 to 1.400	1.373 to 1.380

These foreign exchange forward contracts have maturity dates within eight months (2019: eight months) from the reporting date.

- (c) As at the reporting date, the amounts due to subsidiaries are non-trade in nature, unsecured, interest-free and are repayable in cash, on demand, except for amounts of US\$2,790,000 (2019: US\$4,066,000) due to subsidiaries which bear interest at 3.26% (2019: 4.87%) per annum.
- (d) As at the reporting date, the amount due to an associated company is non-trade in nature, unsecured, repayable in cash, on demand, and bears interest at 4.80% (2019: 4.80%) per annum.
- (e) As at the reporting date, the amount due to a subsidiary is non-trade in nature, unsecured, bears interest at 3.26% (2019: 4.85%) per annum and is repayable on 31 December 2022 (2019: 31 December 2021).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

26. Borrowings

	The Group		The Company	
	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000
Current				
Bank borrowings	54,980	30,036	6,056	–
Trust receipts	62,998	76,922	–	–
Lease liabilities	853	1,919	55	54
Other borrowings	8,781	10,123	3,792	2,597
	127,612	119,000	9,903	2,651
Non-current				
Bank borrowings	9,207	8,964	–	5,934
Lease liabilities	494	863	105	157
Other borrowings	–	545	–	–
	9,701	10,372	105	6,091
Total	137,313	129,372	10,008	8,742

(a) Security granted/corporate guarantees granted

- (i) As at the reporting date, the balance of a term loan re-financed to be payable on 31 May 2021 by the Company amounting to US\$6,056,000 included in current borrowings (2019: US\$5,934,000 included in non-current borrowings) of the Group and the Company is secured by the following:
 - a first legal mortgage of the leasehold land and building at 8 Ubi View, Serial System Building, Singapore ("Mortgaged Property") [Note 21(b)];
 - an assignment of all rights and benefits relating to the Mortgaged Property;
 - an assignment of all rights, title interest and benefits in tenancy agreements, relating to the Mortgaged Property;
 - an assignment of all rights and benefits under the insurance policies taken in relation to the Mortgaged Property; and
 - joint and several guarantees of certain subsidiaries of the Group.
- (ii) As at the reporting date, bank borrowing amounting to US\$4,927,000 (2019: US\$4,960,000), included in current borrowings of US\$2,401,000 (2019: US\$2,281,000) and non-current borrowings of US\$2,526,000 (2019: US\$2,679,000), is due by a wholly owned subsidiary, Serial Investment (Taiwan) Inc. to partially finance the acquisition of a freehold building and for working capital of the Group. The bank borrowing is secured by a first legal mortgage of the freehold building [Note 21(c) and Note 22(a)].
- (iii) As at the reporting date, bank borrowing amounting to US\$6,488,000 included in current borrowings (2019: US\$3,961,000), due by a wholly owned subsidiary, Serial Microelectronics Korea Limited to two banks for working capital, are secured by a first legal mortgage of the freehold land and building [Note 21(d)]. The amount of US\$3,401,000 (2019: US\$3,455,000) is also obtained with corporate guarantee of the Company.
- (iv) As at the reporting date, the balance of the MYR2,247,000 (US\$558,000) ten-year term loan drawn down by a wholly owned subsidiary, Serial Microelectronics Sdn. Bhd. to partially finance the acquisition of a freehold building in Malaysia amounting to US\$358,000 (2019: US\$406,000) included in current borrowings of US\$64,000 (2019: US\$55,000) and non-current borrowings of US\$294,000 (2019: US\$351,000) is secured by a first legal mortgage of the freehold building [Note 21(e)].
- (v) As at the reporting date, bank borrowing amounting to US\$11,486,000 included in current borrowings (2019: Nil), due by a 91.0% wholly owned subsidiary, Serial Microelectronics (Shenzhen) Co., Ltd for working capital, are secured by a first legal mortgage of the leasehold buildings [Note 21(f)] and [Note 22(b)].

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

26. Borrowings (continued)

(a) Security granted/corporate guarantees granted (continued)

- (vi) Other than disclosed in Note 26(a)(i)-(v) above, as at the reporting date, bank borrowings amounting to US\$18,602,000 (2019: US\$10,375,000), included in current borrowings of US\$12,215,000 (2019: US\$10,375,000) and non-current borrowings of US\$6,387,000 (2019: Nil) of the Group are obtained with corporate guarantees of the Company and certain subsidiaries of the Group. The remaining current borrowings of US\$16,270,000 (2019: US\$13,364,000) are unsecured.
- (vii) As at the reporting date, trust receipts amounting to US\$57,274,000 (2019: US\$70,015,000) of the Group are obtained with the corporate guarantees of the Company and certain subsidiaries of the Group. The remaining trust receipts of US\$5,724,000 (2019: US\$6,907,000) are unsecured.
- (viii) As at the reporting date, lease liabilities amounting to US\$160,000 (2019: US\$211,000) of the Company and US\$238,000 (2019: US\$315,000) of the Group are secured on office equipment and motor vehicles, which have been acquired under leasing arrangements [Note 21(a)].
- (ix) As at the reporting date, other current borrowings of US\$3,351,000 (2019: US\$3,291,000) due to a third party are secured on trade receivable of the Group with carrying amount of US\$4,020,000 (2019: US\$3,650,000). The remaining other current borrowings of US\$5,430,000 (2019: other current borrowings of US\$6,832,000 and other non-current borrowings of US\$545,000) are unsecured. During the financial year, the Group entered into a deed of settlement with the previous shareholder of a Singapore subsidiary to waive other current borrowings amounting to US\$3,833,000 due to the previous shareholder.

(b) Maturity of borrowings

The maturity of the borrowings is as follows:

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Within one year	127,612	119,000	9,903	2,651
Between one and five years	8,352	9,091	105	6,091
Over five years	1,349	1,281	—	—

(c) Interest rate risk

The weighted average effective interest rates of the borrowings as at the reporting date are as follows:

The Group	Singapore Dollar	United States Dollar	Hong Kong Dollar	New Taiwan Dollar	Korean Won	Malaysian Ringgit	Thailand Baht	Chinese Renminbi	Euro Dollar
2020									
Bank borrowings	2.10%	2.53%	4.25%	1.74%	3.88%	3.74%	—	4.34%	—
Trust receipts	2.47%	2.69%	2.75%	1.42%	—	3.89%	—	—	2.00%
Lease liabilities	4.46%	—	—	—	—	—	—	—	—
Other borrowings	4.50%	4.00%	—	—	—	—	7.48%	7.00%	—
2019									
Bank borrowings	3.54%	3.52%	3.38%	1.88%	3.66%	5.03%	—	—	—
Trust receipts	3.85%	4.01%	—	1.61%	—	5.19%	—	—	—
Lease liabilities	4.45%	—	—	—	—	—	—	—	—
Other borrowings	4.50%	4.00%	—	—	—	—	10.00%	7.00%	—

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

26. Borrowings (continued)

(c) Interest rate risk (continued)

The Company	Singapore Dollar	
	2020	2019
Bank borrowing	1.85%	3.54%
Lease liabilities	5.19%	5.19%
Other borrowing	4.50%	4.50%

(d) Carrying amounts and fair values

As at the reporting date, the carrying amounts of current borrowings approximate their fair values.

The fair values of non-current borrowings are as follows:

	Carrying amount		Fair value	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Borrowings				
The Group	9,701	10,372	9,567	9,939
The Company	105	6,091	105	5,777

The fair values are determined from discounted cash flows analysis, discounted at the borrowing rates which the management expects to be available to the Group and the Company at the reporting date.

(e) Loan compliance

The Group regularly monitors its compliance with the covenants and is up to date with the scheduled repayments of the borrowings. As at the reporting date, the Group complied with covenants entered with various banks, except for certain banks, which have the right to call for the immediate repayment of the outstanding borrowings of US\$3,097,000 (2019: US\$8,750,000). The Group obtained waivers from compliance from the relevant banks for borrowings of US\$3,097,000 (2019: US\$8,750,000) subsequent to the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

26. Borrowings (continued)

(f) Changes in liabilities arising from Financing Activities

The Group	Bank borrowings US\$'000	Trust receipts US\$'000	Lease liabilities US\$'000	Other borrowings US\$'000	Total US\$'000
At 1 January 2020	39,000	76,922	2,782	10,668	129,372
Proceeds	118,608	372,020	–	17,970	508,598
Repayment	(94,527)	(385,880)	(2,064)	(15,931)	(498,402)
<u>Non-cash changes</u>					
Additions	–	–	550	–	550
Interest expense	–	–	117	–	117
Credited to income statement	–	–	(21)	(3,588)	(3,609)
Currency translation differences	1,106	(64)	(17)	(338)	687
At 31 December 2020	64,187	62,998	1,347	8,781	137,313
At 1 January 2019	71,114	140,052	5,481	3,470	220,117
Proceeds	88,037	466,857	–	13,693	568,587
Repayment	(120,156)	(530,301)	(2,500)	(6,785)	(659,742)
<u>Non-cash changes</u>					
Adjustment to property, plant and equipment	–	–	(386)	–	(386)
Interest expense	–	–	213	–	213
Acquisition of a subsidiary [Note 20(a)]	–	–	–	245	245
Currency translation differences	5	314	(26)	45	338
At 31 December 2019	39,000	76,922	2,782	10,668	129,372

27. Lease liabilities

(a) The Group as a lessee

The Group and the Company have made periodic lease payments for buildings for the purpose of office usage, office equipment and motor vehicles. These are recognised within property, plant and equipment (Note 21). The lease liabilities of the Group and the Company as at the reporting date are disclosed in Note 26.

The carrying amounts of right-of-use assets classified within property, plant and equipment are as follows:

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Leasehold buildings	11,661	12,799	–	–
Office equipment and motor vehicles	406	488	344	390

Additions of right-of-use assets classified within property, plant and equipment during the financial year are US\$567,000 (2019: US\$57,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

27. Lease liabilities (continued)

(a) The Group as a lessee (continued)

Depreciation charges on right-of-use assets classified within property, plant and equipment during the financial year are as follows:

	The Group	
	2020	2019
	US\$'000	US\$'000
Leasehold buildings	2,214	2,547
Office equipment and motor vehicles	82	83

Amounts recognised in the consolidated income statement and consolidated statements of cash flows are as follows:

	The Group	
	2020	2019
	US\$'000	US\$'000
Interest expense on lease liabilities	117	213
Expenses relating to short-term leases	2,061	1,707
Total cash outflows for leases (excludes short-term leases)	2,064	2,500

(b) The Group as a lessor

The Group has leased out its freehold building in Taipei, Taiwan to an associated company, Bull Will Co., Ltd and other investment properties to third parties. Undiscounted lease payments from the operating leases to be received after the reporting date are set out in Note 36(b) to the consolidated financial statements.

28. Defined benefit plans liabilities

The Group has defined benefit pension plans for certain subsidiaries which require contributions to be made to separately administered funds. The Group provides employees with a minimum severance lump sum benefit equivalent to one month salary for each year of service upon termination for any reason. It is permissible under the current severance pay system for the employer to cash out in whole or in part of the accrued severance benefits to employees who remain in service. The Group funds the employee benefits by setting aside external funds via insurance policies ("plan assets").

(a) The amounts recognised in the statements of financial position are determined as follows:

	The Group	
	2020	2019
	US\$'000	US\$'000
Present value of defined benefit obligations	1,346	1,622
Fair value of plan assets	(954)	(980)
	392	642

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

28. Defined benefit plans liabilities (continued)

(b) Changes in present value of the defined benefit obligations are as follows:

	The Group	
	2020	2019
	US\$'000	US\$'000
Beginning of financial year	1,622	2,088
Interest costs – charged to consolidated income statement	26	39
Current service costs – charged to consolidated income statement	241	643
Remeasurement gain arising from changes in:		
- demographic assumptions	(132)	(214)
- financial assumptions	(186)	(41)
Benefits paid	(263)	(415)
Currency translation differences	38	(478)
End of financial year	1,346	1,622

(c) Changes in fair value of plan assets are as follows:

	The Group	
	2020	2019
	US\$'000	US\$'000
Beginning of financial year	980	1,225
Interest income – credited to consolidated income statement	20	25
Remeasurement losses – return on plan assets	(10)	(20)
Contribution by the Group	170	200
Benefits paid	(263)	(415)
Currency translation differences	57	(35)
End of financial year	954	980

(d) Independent actuarial valuation of the defined benefit plans liabilities was performed and the principal actuarial assumptions used in the actuarial valuation are as follows:

	The Group	
	2020	2019
Discount rate	1.7% - 3.1%	1.7% - 3.1%
Future salary increases	3.0% - 5.0%	4.0% - 5.0%

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For the financial year ended 31 December 2020

28. Defined benefit plans liabilities (continued)

- (e) The sensitivity analysis determined based on reasonably possible changes of each significant assumption by 0.25% (2019: 0.25%) on the defined benefit plans liabilities is as follows:

	The Group	
	Defined benefit plans liabilities increase/(decrease)	
	2020	2019
	US\$'000	US\$'000
Discount rate		
- increase	(45)	(57)
- decrease	47	60
Future salary		
- increase	52	64
- decrease	(49)	(59)

The methods and types of assumptions used in preparing the sensitivity analysis during the financial year did not change as compared to the financial year ended 31 December 2019.

- (f) The Group expects to contribute US\$218,000 to the defined benefit plans in 2021 (2019: US\$234,000 in 2020).
- (g) The average duration of the defined benefit obligation as at the reporting date is 5.5 years (2019: 6.2 years) for the defined benefit plans.

29. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts determined after appropriate offsetting, are shown on the statements of financial position as follows:

	The Group		The Company	
	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000
Recovered/settled after one year				
- Deferred income tax assets	(962)	(652)	–	–
- Deferred income tax liabilities	899	710	481	334
	(63)	58	481	334

The movements in the deferred income tax account are as follows:

	The Group		The Company	
	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000
Beginning of financial year	58	179	334	288
Tax (credited)/charged to consolidated income statement [Note 9(a)]	(95)	(120)	481	46
Under/(over) provision in preceding financial years [Note 9(a)]	9	2	(334)	–
Currency translation differences	(35)	(3)	–	–
End of financial year	(63)	58	481	334

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

29. Deferred income taxes (continued)

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has the following unrecognised tax losses and capital allowances as at the reporting date, which can be carried forward and used to offset against future taxable income, subject to meeting certain statutory requirements by those entities with unrecognised tax losses in their respective countries of incorporation.

	The Group	
	2020	2019
	US\$'000	US\$'000
Tax losses	41,905	37,373
Capital allowances	2,699	2,661
	44,604	40,034

The tax losses and capital allowances that are available for offset against future taxable profits, are subject to the agreement of the tax authorities and compliance with the relevant tax provisions. Included in the tax losses as at the reporting date are US\$1,878,000 arising in China that will expire in one to five years after 31 December 2020 (2019: US\$2,464,000, expiring one to five years after 31 December 2019). The deferred income tax assets arising from these unutilised tax losses and capital allowances have not been recognised because it is not probable that future taxable profits will be available against which the entities can utilise.

As at the reporting date, the aggregate amount of temporary differences associated with undistributed earnings of the subsidiaries of the Group for which no deferred income tax liability has been recognised amounted to US\$13,822,000 (2019: US\$14,421,000) based on the Group's policy as stated in Note 2.5. The deferred income tax liability not recognised is estimated to be US\$1,545,000 (2019: US\$1,595,000).

The movements in the deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) during the financial year are as follows:

Deferred income tax assets

	Provisions	
	2020	2019
	US\$'000	US\$'000
The Group		
Beginning of financial year	(652)	(481)
Credited to consolidated income statement	(272)	(168)
Currency translation differences	(38)	(3)
End of financial year	(962)	(652)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

29. Deferred income taxes (continued)

Deferred income tax liabilities

The Group

2020

Beginning of financial year	
Charged to consolidated income statement	
Under provision in preceding financial years	
Currency translation differences	
End of financial year	

Investment properties	Others	Total
US\$'000	US\$'000	US\$'000
189	521	710
11	166	177
–	9	9
–	3	3
200	699	899

2019

Beginning of financial year	
Charged to consolidated income statement	
Under/(over) provision in preceding financial years	
End of financial year	

185	475	660
–	48	48
4	(2)	2
189	521	710

The Company

2020

Beginning of financial year	
Charged to income statement	
End of financial year	

–	334	334
–	147	147
–	481	481

2019

Beginning of financial year	
Charged to income statement	
End of financial year	

–	288	288
–	46	46
–	334	334

30. Share capital and treasury shares

The Group and The Company

2020

1 January 2020 and 31 December 2020

Issued number of shares		Total share capital	
Share capital	Treasury shares	Share capital	Treasury shares
'000	'000	US\$'000	US\$'000
905,788	(9,946)	72,648	(736)

2019

1 January 2019 and 31 December 2019

905,788	(9,946)	72,648	(736)
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(a) All issued ordinary shares are fully paid and do not have a par value. The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. All ordinary shares rank equally with regard to the Company's residual assets.

(b) Share options

The Serial System Employee Share Option Scheme 2014 (the "2014 Scheme") was approved by the shareholders at the Extraordinary General Meeting of the Company held on 26 April 2014. It replaced the previous Serial System Executives Share Option Scheme (the "2004 Scheme"), which expired on 29 January 2014. Any share options granted and accepted under the 2004 Scheme have been fully exercised upon expiry of the 2004 Scheme on 29 January 2014.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

30. Share capital and treasury shares (continued)

(b) Share options (continued)

Under the 2014 Scheme, share options are granted to the following persons at the absolute discretion of the 2014 Scheme's committee (the "Committee"):

- (i) confirmed full-time employees of the Company and its subsidiaries who have attained the age of 21 years on or before the date of grant of the share options;
- (ii) executive directors of the Company;
- (iii) non-executive directors of the Company; and
- (iv) employees who qualify under sub-paragraph (i) above and are seconded to an associated company or a company outside the Group in which the Company and/or Group has an equity interest, and who, in the absolute discretion of the Committee is selected to participate in the 2014 Scheme.

For the purpose of paragraph (iv) above, the secondment of an employee to another company shall not be regarded as a break in his employment or his having ceased employment as a full-time employee of the Group by reason only of such secondment.

For non-incentive share options, the exercise price of the granted share options is to be determined by the Committee, in its absolute discretion, at a price equal to the average of the last dealt prices of the Company on the Singapore Exchange Securities Trading Limited ("SGX-ST") for a period of five consecutive trading days ("Market Price") immediately prior to the date of offer of the share options.

For incentive share options, share options are granted at a price which is set at a discount to the Market Price, provided that the maximum discount shall not exceed 20% of the Market Price; and the shareholders of the Company in a general meeting have authorised, in a separate resolution, the making of offers and grants of such share options under the 2014 Scheme at a discount not exceeding the maximum discount as aforesaid.

The share options are vested one month after the date of offer of the share options. Once the share options are vested, they are exercisable for a term of 10 years, and for non-executive directors of the Company, for a term of 5 years, or such other terms determined by the Committee or prescribed under any relevant law, regulation or rule of the SGX-ST from time to time.

No share options were granted during the financial years ended 31 December 2020 and 31 December 2019.

31. Reserves

The Company	Capital reserve US\$'000
2020	
1 January 2020 and 31 December 2020	180
2019	
1 January 2019 and 31 December 2019	180

The movements in the reserves for the Group are set out in the Consolidated Statement of Changes in Equity.

(a) Capital reserve

Capital reserve represents share of capital reserve of an associated company of the Group's and the Company's repurchased of its ordinary shares in the open market in preceding financial years.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

31. Reserves (continued)

(b) Defined benefit plans reserve

Defined benefit plans reserve represents movements in the net defined benefit plans liabilities or assets resulting from remeasurements at each financial year end.

(c) Fair value reserve

Fair value reserve represents the cumulative fair value changes of financial assets.

(d) Revaluation reserve

Revaluation reserve represents increases in the fair value of investment properties, net of tax, and decreases to the extent that such decrease relates to an increase on the same asset previously recognised in other comprehensive income.

(e) Other reserve

Other reserve represents the equity recognised on differences between the amount by which the non-controlling interests are adjusted and the fair value of any consideration paid or received, and attributes to the Group when the proportion of the equity held by non-controlling interests changes.

32. Currency translation reserve

The movements in the currency translation reserve for the Group are set out in the Consolidated Statement of Changes in Equity.

33. Retained earnings

(a) Included in the Group's retained earnings of US\$63,063,000 (2019: US\$63,689,000) as at the reporting date are legal reserves amounting to US\$653,000 (2019: US\$534,000) which are set aside in compliance with local laws of certain overseas subsidiaries and are non-distributable. These legal reserves can only be used upon approval by the relevant authorities, to offset accumulated losses (if any) or increase capital.

(b) Movements in retained earnings for the Company are as follows:

	The Company	
	2020	2019
	US\$'000	US\$'000
Beginning of financial year	27,402	27,486
Total (loss)/profit	(2,218)	4,390
Dividends paid (Note 35)	(825)	(4,474)
End of financial year	24,359	27,402

The movements in the retained earnings for the Group are set out in the Consolidated Statement of Changes in Equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

34. Non-controlling interests

	The Group	
	2020 US\$'000	2019 US\$'000
Beginning of financial year	7,939	7,732
Share of results of subsidiaries	1,144	(1,476)
Share of currency translation reserve	(111)	155
	1,033	(1,321)
Investment in a subsidiary by a non-controlling interest [Note 34(a)]	77	–
Subscription of additional interests in a subsidiary by a non-controlling interest [Note 34(b) - 34(e), 34(f) - 34(j)]	1,025	1,625
Acquisition of additional interests in a subsidiary from a non-controlling interest [Note 34(l)]	–	(43)
Dividend paid to a non-controlling interest	(24)	(93)
Disposals/closure of subsidiaries	54	39
End of financial year	10,104	7,939

- (a) On 4 February 2020, the non-controlling interest subscribed for 24,000 ordinary shares in Print IQ Co., Ltd for a cash consideration of THB 2,400,000 (US\$77,000).
- (b) On 15 April 2020 and 23 July 2020, UniSerial Electronics Limited issued 15,600,000 new ordinary shares for a cash consideration of HK\$15,600,000 (US\$2,000,000). The 49.0% non-controlling interest subscribed for 7,644,000 ordinary shares for cash of HK\$7,644,000 (US\$980,000).
- (c) On 3 July 2020, URG Pte. Ltd. issued 99,000 new ordinary shares for a cash consideration of S\$99,000 (US\$71,000). The 30.0% non-controlling interest subscribed for 29,700 ordinary shares for cash of S\$29,700 (US\$21,000).
- (d) On 15 September 2020, the non-controlling interest subscribed for 5 ordinary shares for an additional 5.0% equity interests in SB Global Ventures Pte. Ltd. for a cash consideration of US\$77.
- (e) On 31 December 2020, Serial Microelectronics Inc. issued 1,521,827 new ordinary shares through capitalisation of its retained earnings amounting to NT\$15,218,270 (US\$535,000). The 4.5% non-controlling interest's share of the bonus share issue amounted to NT\$684,822 (US\$24,000).
- (f) On 18 January 2019, the non-controlling interests of Serial Consulting Co., Ltd subscribed for a 3.0% equity interest in the newly incorporated company for a cash consideration of THB37,500 (US\$1,200).
- (g) On 14 August 2019, UniSerial Electronics Pte. Ltd. issued 10,000,000 new ordinary shares for a cash consideration of US\$989,000. The non-controlling interest subscribed for 9,800,000 shares for a 49.0% equity interest for a cash consideration of US\$490,000.
- (h) On 24 October 2019, the non-controlling interest subscribed for 300 shares for a 30% equity interest in URG Pte. Ltd. for a cash consideration of S\$300 (US\$223).
- (i) On 7 November 2019, the non-controlling interests subscribed for 45,000 shares for a 45% equity interest in SG Networks Pte. Ltd. for a cash consideration of S\$45,000 (US\$33,000).
- (j) In December 2019, the non-controlling interest in Serial Microelectronics (HK) Limited increased by US\$900,000 pursuant to an increase in its issued and paid up capital by the Group via loan capitalisation.
- (k) On 25 September 2019, Serial Microelectronics (HK) Limited increased its equity interest in UniSerial Electronics Limited from 45% to 51% by acquiring an additional 6% equity interests from a non-controlling interest [Note 20(a)].
- (l) On 31 May 2019, Serial Microelectronic (HK) Limited increased its equity interest in Serial Automotive Limited from 60% to 100% by acquiring the remaining 40% equity interests from the non-controlling interest for a cash consideration of HK\$338,000 (US\$43,000) [Note 20(b)(ii)].

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

35. Dividends

	The Group and the Company	
	2020 US\$'000	2019 US\$'000
Ordinary dividends paid:		
One-tier tax-exempt final cash dividend of 0.13 SGD cent (0.09 USD cent) per share paid in respect of the financial year ended 31 December 2019	825	–
One-tier tax-exempt final cash dividend of 0.46 SGD cent (0.34 USD cent) per share paid in respect of the financial year ended 31 December 2018	–	3,026
One-tier tax-exempt interim cash dividend of 0.22 SGD cent (0.16 USD cent) per share paid in respect of the financial year ended 31 December 2019	–	1,448
Total	825	4,474

At the forthcoming Annual General Meeting on 28 April 2021, a one-tier tax-exempt final cash dividend of 0.11 SGD cent (0.08 USD cent) per share will be recommended for approval by shareholders of the Company. These financial statements do not reflect this dividend payable, which will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2021, subject to shareholders' approval at the forthcoming Annual General Meeting on 28 April 2021.

36. Commitments and contingencies

(a) Guarantees

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Unsecured guarantees provided by the Company for/to:				
- banking facilities of subsidiaries	–	–	100,168	85,126
- suppliers of subsidiaries	–	–	19,351	13,143
Unsecured bank guarantees provided by the subsidiaries to:				
- suppliers of subsidiaries	996	972	–	–
- customer of a subsidiary	–	31	–	–
	996	1,003	119,519	98,269

(b) Operating lease commitments - where the Group is a lessor

The Group leases out certain investment properties to an associated company and non-related third parties under non-cancellable operating leases. These leases have varying terms and renewal rights but no purchase options clauses. As at the reporting date, undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

	The Group	
	2020 US\$'000	2019 US\$'000
Within one year	252	567

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

36. Commitments and contingencies (continued)

(c) Capital commitments

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

	The Group	
	2020 US\$'000	2019 US\$'000
Office equipment	55	–
Office renovation	28	–

37. Financial risk management

The Group's activities expose it to a variety of market risks (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The directors of the Company provide guidelines for overall risk management. Management reviews and agrees on policies for managing the various financial risks.

Financial Assets and Financial Liabilities

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Financial assets at amortised cost:				
Cash and bank balances	64,739	47,106	4,684	6,341
Trade and other receivables, loans and other receivables	146,608	127,535	61,113	62,194
Deposits	2,783	1,242	–	–
	214,130	175,883	65,797	68,535
Financial liabilities at amortised cost:				
Trade and other payables	103,654	107,583	18,127	18,758
Borrowings	137,313	129,372	10,008	8,742
	240,967	236,955	28,135	27,500

(a) Market risk

(i) Currency risk

Currency risk arises from transactions denominated in currencies other than the respective functional currencies of the entities in the Group.

The Group's businesses conduct the majority of their sale and purchase transactions in the same currency, mainly United States Dollar (US\$). The Group monitors its foreign currency exchange risks closely and maintains funds in various currencies to minimise currency exposure due to timing differences between sales and purchases.

In addition, the Group operates internationally and is exposed to currency translation risk arising from various currency exposures, primarily with respect to the Singapore Dollar (S\$), Korean Won (KRW), Hong Kong Dollar (HK\$), Chinese Renminbi (RMB), New Taiwan Dollar (NT\$), Malaysian Ringgit (MYR), Thailand Baht (THB), and Australian Dollar (AUD). Currency translation risk arises when commercial transactions, recognised assets and liabilities and net investment in foreign operations are denominated in a currency that is not the entity's functional currency.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure is as follows:

	United States Dollar US\$'000	Singapore Dollar US\$'000	Korean Won US\$'000	Hong Kong Dollar US\$'000	Chinese Renminbi US\$'000	New Taiwan Dollar US\$'000	Malaysian Ringgit US\$'000	Thailand Baht US\$'000	Others US\$'000	Total US\$'000
The Group										
2020										
Financial assets:										
Cash and cash equivalents, financial assets, at fair value through profit or loss and at fair value through other comprehensive income	66,739	5,017	2,255	226	3,850	1,659	2,346	1,194	847	84,133
Trade and other receivables	67,240	4,391	7,623	1,571	34,559	3,880	7,286	19,389	669	146,608
Other financial assets	1,167	455	101	842	–	61	120	24	13	2,783
	135,146	9,863	9,979	2,639	38,409	5,600	9,752	20,607	1,529	233,524
Financial liabilities:										
Borrowings	(74,122)	(23,765)	(6,488)	(3,252)	(15,354)	(8,658)	(3,694)	(1,492)	(488)	(137,313)
Trade and other payables	(84,670)	(3,942)	(565)	(2,857)	(9,566)	(2,620)	(5)	(877)	(322)	(105,424)
	(158,792)	(27,707)	(7,053)	(6,109)	(24,920)	(11,278)	(3,699)	(2,369)	(810)	(242,737)
Net financial (liabilities)/assets	(23,646)	(17,844)	2,926	(3,470)	13,489	(5,678)	6,053	18,238	719	(9,213)
Add/Less: Net financial liabilities/ (assets) denominated in the respective entities' functional currencies	(35,223)	858	(1,388)	2,166	6,617	5,875	(6,190)	(8,493)	(83)	(35,861)
Currency exposure	(58,869)	(16,986)	1,538	(1,304)	20,106	197	(137)	9,745	636	(45,074)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

	United States Dollar	Singapore Dollar	Korean Won	Hong Kong Dollar	Chinese Renminbi	New Taiwan Dollar	Malaysian Ringgit	Thailand Baht	Others	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
The Group										
2019										
Financial assets:										
Cash and cash equivalents, financial assets, at fair value through profit or loss and at fair value through other comprehensive income	68,953	5,289	1,750	702	2,503	1,101	1,518	2,158	463	84,437
Trade and other receivables	65,815	4,861	2,944	207	29,299	1,428	8,193	14,451	337	127,535
Other financial assets	501	153	118	312	2	58	62	20	16	1,242
	135,269	10,303	4,812	1,221	31,804	2,587	9,773	16,629	816	213,214
Financial liabilities:										
Borrowings	(83,038)	(19,925)	(3,961)	(4,500)	–	(12,114)	(5,114)	(720)	–	(129,372)
Trade and other payables	(85,397)	(4,147)	(368)	(7,620)	(8,957)	(1,970)	(12)	(663)	(130)	(109,264)
	(168,435)	(24,072)	(4,329)	(12,120)	(8,957)	(14,084)	(5,126)	(1,383)	(130)	(238,636)
Net financial (liabilities)/assets	(33,166)	(13,769)	483	(10,899)	22,847	(11,497)	4,647	15,246	686	(25,422)
Add/Less: Net financial liabilities/ (assets) denominated in the respective entities' functional currencies	12,360	5,030	(1,974)	12,883	(65,681)	11,498	(5,023)	(6,826)	(183)	(37,916)
Currency exposure	(20,806)	(8,739)	(1,491)	1,984	(42,834)	1	(376)	8,420	503	(63,338)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Company's currency exposure is as follows:

The Company	United States Dollar US\$'000	Singapore Dollar US\$'000	Hong Kong Dollar US\$'000	Thailand Baht US\$'000	New Taiwan Dollar US\$'000	Total US\$'000
2020						
Financial assets:						
Cash and cash equivalents	4,091	574	–	1	18	4,684
Trade and other receivables	24,389	7,520	–	1,768	–	33,677
Loans and other receivables	14,087	4,953	932	7,464	–	27,436
	42,567	13,047	932	9,233	18	65,797
Financial liabilities:						
Borrowings	–	(10,008)	–	–	–	(10,008)
Trade and other payables	(3,517)	(14,610)	–	–	–	(18,127)
	(3,517)	(24,618)	–	–	–	(28,135)
Net financial assets/(liabilities)	39,050	(11,571)	932	9,233	18	37,662
Add/Less: Net financial assets denominated in the Company's functional currency	(39,050)	–	–	–	–	(39,050)
Currency exposure	–	(11,571)	932	9,233	18	(1,388)
2019						
Financial assets:						
Cash and cash equivalents	5,592	722	–	1	26	6,341
Trade and other receivables	19,172	3,370	–	1,374	–	23,916
Loans and other receivables	23,333	7,347	–	7,598	–	38,278
	48,097	11,439	–	8,973	26	68,535
Financial liabilities:						
Borrowings	–	(8,742)	–	–	–	(8,742)
Trade and other payables	(5,447)	(13,311)	–	–	–	(18,758)
	(5,447)	(22,053)	–	–	–	(27,500)
Net financial assets/(liabilities)	42,650	(10,614)	–	8,973	26	41,035
Add/Less: Net financial assets denominated in the Company's functional currency	(42,650)	–	–	–	–	(42,650)
Currency exposure	–	(10,614)	–	8,973	26	(1,615)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

If the foreign currencies strengthen/weaken against the United States Dollar by the following percentages:

	The Group	
	2020	2019
Singapore Dollar	5%	5%
Korean Won	5%	5%
Hong Kong Dollar	1%	1%
Chinese Renminbi	5%	5%
New Taiwan Dollar	5%	5%
Malaysian Ringgit	10%	10%
Thailand Baht	10%	10%

with all other variables including the tax rate being held constant, the effects arising from the net financial asset/(liability) position will be as follows:

	Profit after income tax	Equity	Profit after income tax	Equity
	← Increase/(Decrease) →			
	2020		2019	
The Group	US\$'000	US\$'000	US\$'000	US\$'000
Singapore Dollar against United States Dollar				
- strengthened	(737)	(43)	(366)	(252)
- weakened	737	43	366	252
Korean Won against United States Dollar				
- strengthened	67	69	(62)	99
- weakened	(67)	(69)	62	(99)
Hong Kong Dollar against United States Dollar				
- strengthened	(11)	(22)	17	(129)
- weakened	11	22	(17)	129
Chinese Renminbi against United States Dollar				
- strengthened	872	(331)	(1,794)	3,284
- weakened	(872)	331	1,794	(3,284)
New Taiwan Dollar against United States Dollar				
- strengthened	9	(294)	*	(575)
- weakened	(9)	294	*	575
Malaysian Ringgit against United States Dollar				
- strengthened	(12)	619	(31)	502
- weakened	12	(619)	31	(502)
Thailand Baht against United States Dollar				
- strengthened	846	849	745	683
- weakened	(846)	(849)	(745)	(683)

* Amount less than US\$1,000.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Company

Singapore Dollar against United States Dollar

- strengthened

- weakened

Hong Kong Dollar against United States Dollar

- strengthened

- weakened

Thailand Baht against United States Dollar

- strengthened

- weakened

New Taiwan Dollar against United States Dollar

- strengthened

- weakened

Profit after income tax	
← Increase/(Decrease) →	
2020	2019
US\$'000	US\$'000
(480)	(440)
480	440
8	—
(8)	—
766	745
(766)	(745)
39	1
(39)	(1)

(ii) Price risk

The Group is exposed to market risk of its listed equity securities/assets which are classified on the consolidated statement of financial position as financial assets, at fair value through profit or loss. These investments are not hedged.

If prices for equity securities increase/decrease by 10% (2019: 10%), with all other variables including tax rate being held constant, the profit after income tax and equity will increase/decrease by:

The Group

Financial assets, at fair value through profit or loss

Listed in:

Singapore

South Korea

Taiwan

Profit after income tax	
2020	2019
US\$'000	US\$'000
56	115
124	113
64	—

(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 value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's interest rate risk mainly arises from bank borrowings and various trade and loan financing facilities. These facilities are from reputable banks with favourable interest rates available in the market. The Group has funds that are placed with reputable banks. The interest rates of these funds are at prevailing rates.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks (continued)

For the Group's borrowings at variable rates on which effective hedges have not been entered into, if the interest rates increase/decrease by 1% (2019: 1%) with all other variables including the tax rate being held constant, the profit after income tax will decrease/increase by approximately US\$1,182,000 (2019: US\$1,063,000) as a result of higher/lower interest expense on these borrowings.

The tables below set out the Group's and the Company's exposures to interest rate risks. Included in the tables are the assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

	Variable rates				Fixed rates			Non-interest bearing	Total
	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years	Less than 6 months	6 to 12 months	1 to 5 years		
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
The Group									
2020									
Assets:									
Cash and cash equivalents	-	-	-	-	1,402	28	-	63,309	64,739
Trade and other receivables	18,477	-	-	-	3,501	-	-	124,630	146,608
Financial assets, at fair value through profit or loss	-	-	-	-	-	-	100	19,294	19,394
Other financial assets	-	-	-	-	-	-	-	2,783	2,783
Total financial assets	18,477	-	-	-	4,903	28	100	210,016	233,524
Liabilities:									
Borrowings	111,664	5,219	1,696	1,349	8,613	2,116	6,656	-	137,313
Trade and other payables	-	-	-	-	-	-	-	105,424	105,424
Total financial liabilities	111,664	5,219	1,696	1,349	8,613	2,116	6,656	105,424	242,737
2019									
Assets:									
Cash and cash equivalents	-	-	-	-	5,797	1,006	-	40,303	47,106
Trade and other receivables	16,225	-	-	-	6,118	-	-	105,192	127,535
Financial assets, at fair value through profit or loss	-	-	-	-	-	-	100	37,102	37,202
Financial assets, at fair value through other comprehensive income	-	-	-	-	-	-	-	129	129
Other financial assets	-	-	-	-	-	-	-	1,242	1,242
Total financial assets	16,225	-	-	-	11,915	1,006	100	183,968	213,214
Liabilities:									
Borrowings	103,785	3,173	7,684	1,281	5,294	6,748	1,407	-	129,372
Trade and other payables	-	-	-	-	-	-	-	109,264	109,264
Total financial liabilities	103,785	3,173	7,684	1,281	5,294	6,748	1,407	109,264	238,636

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks (continued)

	Variable rates			Fixed rates			Non-interest bearing	Total
	Less than 6 months	6 to 12 months	1 to 5 years	Less than 6 months	6 to 12 months	1 to 5 years		
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
The Company								
2020								
Assets:								
Cash and cash equivalents	-	-	-	1	-	-	4,683	4,684
Trade and other receivables	-	1,445	-	-	7,006	-	25,226	33,677
Loans and other receivables	-	-	13,128	-	-	7,464	6,844	27,436
Total financial assets	-	1,445	13,128	1	7,006	7,464	36,753	65,797
Liabilities:								
Borrowings	6,056	-	-	3,847	-	105	-	10,008
Trade and other payables	-	2,790	8,740	1,386	622	-	4,589	18,127
Total financial liabilities	6,056	2,790	8,740	5,233	622	105	4,589	28,135
2019								
Assets:								
Cash and cash equivalents	-	-	-	5,262	-	-	1,079	6,341
Trade and other receivables	-	1,510	-	-	5,277	-	17,129	23,916
Loans and other receivables	-	-	13,193	-	-	7,598	17,487	38,278
Other financial assets	-	-	-	-	-	-	3	3
Total financial assets	-	1,510	13,193	5,262	5,277	7,598	35,698	68,538
Liabilities:								
Borrowings	-	-	5,934	28	2,623	157	-	8,742
Trade and other payables	-	4,066	8,794	-	2,000	-	3,898	18,758
Total financial liabilities	-	4,066	14,728	28	4,623	157	3,898	27,500

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group's and Company's major classes of financial assets are cash and cash equivalents, trade and other receivables, and loans and other receivables.

Concentrations of credit risk with respect to trade receivables are limited due to the Group's large number of customers who are internationally dispersed. Due to these factors, management believes that no additional credit risk beyond the amount of allowance for impairment made is inherent in the Group's trade receivables. As at the reporting date, the Group's trade receivables comprised seven debtors (2019: nine debtors) that individually represented 2.2% to 6.9% (2019: 2.2% to 11.3%) of the Group's total trade receivables.

Credit exposure to an individual counterparty is restricted by credit limits that are approved by the management based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective heads of operations, and finance departments and at the Group level by the corporate finance and management team.

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 statement of financial position, except as disclosed in the financial statements and as follows:

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(b) Credit risk (continued)

- (i) The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risk associated with trade receivables amounting to US\$370,000 (2019: US\$370,000) are mitigated because these are secured by properties with fair value estimated to be approximately US\$550,000 (2019: US\$710,000).

The Group is not permitted to sell or repledge the properties in the absence of default.

- (ii) The Group purchased credit insurance to reduce credit risk from extension of credit to the majority of its customers in the electronic components distribution business.

The credit risk for trade receivables is as follows:

	The Group	
	2020 US\$'000	2019 US\$'000
By geographical areas:		
South Asia	54,705	41,911
Hong Kong	31,915	28,733
China	34,292	24,782
South Korea	8,197	2,635
Taiwan	5,687	7,549
	134,796	105,610

Credit risk grading guideline

The internal credit risk grading which is used to report the Group's credit risk exposure to key management personnel for credit risk management purposes are as follows:

Internal rating grades	Definition	Basis of recognition of expected credit loss
(i) Performing	The counterparty has a low risk of default and does not have any past-due amounts	12-month ECL
(ii) Under-performing	There has been a significant increase in credit risk since initial recognition (i.e. interest and/or principal repayment are more than 30 days past due)	Lifetime ECL (not credit impaired)
(iii) Non-performing	There is evidence indicating that the asset is credit impaired (i.e. interest and/or principal repayment are more than 90 days past due)	Lifetime ECL (credit impaired)
(iv) Write-off	There is evidence indicating that there is no reasonable expectation of recovery as the debtor is in severe financial difficulty (i.e. interest and/or principal repayment are more than 180 days past due)	Asset is written off

Except as disclosed in the financial statements, the Group has no under-performing and non-performing financial assets. The credit quality of the Group's financial assets, as well as maximum exposure to credit risk rating rates are presented as follows:

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(b) Credit risk (continued)

Credit risk grading guideline (continued)

Cash and cash equivalents

Impairment on cash and cash equivalents has been measured on the 12-month expected credit loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. Cash and cash equivalents are entered into with bank and financial institution counterparties, assessed as low credit risks and rated Ba1 to Aa1, based on rating agency's ratings. The amount of the allowance on cash and cash equivalents was immaterial. The gross and net carrying amount of cash and cash equivalents are set out in Note 11 to the financial statements.

Trade receivables

For trade receivables, the Group adopts the policy of dealing with customers of good financial standing and good credit ratings based on in-house credit assessments performed in accordance to corporate credit policies and procedures and if available, professional credit reports and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with good credit quality counterparties.

The Group applies the SFRS(I) 9 simplified approach to measure expected credit losses which uses a lifetime expected credit loss allowance for trade receivables carried at amortised cost. The expected credit loss rates are based on the payment profiles of sales over a period of 36 months before the respective reporting date and the corresponding historical credit losses experienced within this period. The historical credit loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in this factor.

On that basis, the loss allowance as at the reporting date was determined as follows for trade receivables carried at amortised cost:

	Lifetime expected credit loss rate %	Gross carrying amount US\$'000	Lifetime expected credit losses US\$'000	Net carrying amount US\$'000
The Group				
2020				
Current	0.2	85,002	(135)	84,867
Past due:				
1 to 30 days	0.5	36,299	(178)	36,121
31 to 60 days	0.8	5,305	(41)	5,264
Over 61 days	38.2	13,706	(5,162)	8,544
		140,312	(5,516)	134,796
2019				
Current	0.3	64,762	(178)	64,584
Past due:				
1 to 30 days	0.2	23,806	(44)	23,762
31 to 60 days	0.6	4,347	(28)	4,319
Over 61 days	49.7	25,745	(12,800)	12,945
		118,660	(13,050)	105,610

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(b) Credit risk (continued)

Trade receivables (continued)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recovery of amounts previously written off is credited against the same line item.

The movements in the allowance for impairment losses on trade receivables are as follows:

	The Group		The Company	
	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000
Beginning of financial year	13,050	11,871	252	–
Loss allowance made (Note 6)	362	1,370	27	252
Impairment written off	(7,941)	(228)	–	–
Currency translation differences	45	37	–	–
End of financial year (Note 12)	5,516	13,050	279	252

Other receivables

For other receivables, the Group and the Company categorised them as performing debts where the counterparties have a low risk of default and do not have any past-due amounts. The loss allowance is measured at an amount equal to 12-month expected credit loss which reflects the low credit risk of the exposures, except for an amount of US\$3,304,000 (2019: US\$2,288,000) which is measured on lifetime expected credit loss in line with the significant change in the credit risks of the debtors. The gross and net carrying amount of other receivables are set out in Note 12 to the financial statements.

The movements in the allowance for impairment losses on other receivables and loans and receivables are as follows:

	The Group		The Company	
	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000
Beginning of financial year	2,288	641	827	42
Loss allowance made (Note 6)	1,150	1,647	1,622	785
Impairment written off	(149)	–	–	–
Currency translation differences	15	–	–	–
End of financial year (Note 12)	3,304	2,288	2,449	827

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(c) Liquidity risk

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

	Carrying amount ⁽¹⁾ US\$'000	Cash flow			
		Contractual cash flow US\$'000	Less than 1 year US\$'000	1 to 5 years US\$'000	More than 5 years US\$'000
The Group					
2020					
Trade and other payables	105,424	105,424	105,424	–	–
Borrowings	137,313	139,626	129,441	8,782	1,403
Financial guarantee contracts	996	996	996	–	–
	243,733	246,046	235,861	8,782	1,403
2019					
Trade and other payables	109,264	109,360	109,360	–	–
Borrowings	129,372	134,642	123,876	9,428	1,338
Financial guarantee contracts	1,003	1,003	1,003	–	–
	239,639	245,005	234,239	9,428	1,338
The Company					
2020					
Trade and other payables		18,127	18,793	9,766	9,027
Borrowings		10,008	10,246	10,127	119
Financial guarantee contracts		119,519	119,519	119,519	–
		147,654	148,558	139,412	9,146
2019					
Trade and other payables		18,758	19,912	10,688	9,224
Borrowings		8,742	9,168	2,974	6,194
Financial guarantee contracts		98,269	98,269	98,269	–
		125,769	127,349	111,931	15,418

(1) Includes financial guarantee commitments

Liquidity risk is managed while maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities.

As at the reporting date, the Group had at its disposal cash and cash equivalents amounting to US\$64,739,000 (2019: US\$46,110,000).

The amount included for financial guarantee contracts is the maximum amount the Group and the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparties to the guarantees. Based on expectations as at the reporting date, the Group and the Company consider that it is unlikely that such an amount will be payable under the arrangement. However, this estimate is subjected to change depending on the probability of the counterparties claiming under the guarantees which is a function of the likelihood that the financial receivables held by the counterparties which are guaranteed suffer credit losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

37. Financial risk management (continued)

(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 shareholders' value. 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, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a net gearing ratio. Management's strategy, which was unchanged from the financial year ended 31 December 2020, is to maintain a net gearing ratio not exceeding 150% for the Group and the Company.

The net gearing ratio calculated as net debts divided by total equity is as follows:

	The Group		The Company	
	2020 US\$'000	2019 US\$'000	2020 US\$'000	2019 US\$'000
Total borrowings	137,313	129,372	10,008	8,742
Less: Cash and cash equivalents	(64,739)	(47,106)	(4,684)	(6,341)
Net debts	72,574	82,266	5,324	2,401
Total equity	151,738	147,234	96,451	99,494
Net gearing ratio	47.8%	55.9%	5.5%	2.4%

As disclosed in Note 33(a), certain overseas subsidiaries of the Group are required to contribute and maintain a non-distributable reserve fund whose utilisation is subject to approval by the relevant authorities. The Group are in compliance with all externally imposed capital requirements for the financial year ended 31 December 2020 and 31 December 2019, except as disclosed in Note 26(e).

38. Fair value of assets and liabilities

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date (Level 1);
- 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
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

38. Fair value of assets and liabilities (continued)

(b) Assets and liabilities measured at fair value

The following table presents the assets and liabilities measured at fair value as at the reporting date:

	Quoted prices in active markets for identical instruments	Significant observable inputs other than quoted prices	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
The Group	US\$'000	US\$'000	US\$'000	US\$'000
2020				
Recurring fair value measurements				
Assets				
Financial assets				
Financial assets, at fair value through profit or loss:				
Quoted securities	2,813	–	–	2,813
Convertible bond	–	–	100	100
Preference shares	–	–	326	326
Trade receivables	–	–	15,807	15,807
Derivative financial instruments				
Foreign exchange forward contracts	–	348	–	348
Total financial assets	2,813	348	16,233	19,394
Non-financial assets				
Investment properties	–	4,936	607	5,543
Total non-financial assets	–	4,936	607	5,543
Liabilities				
Derivative financial instruments				
Foreign exchange forward contracts	–	(1,770)	–	(1,770)
Total financial liabilities	–	(1,770)	–	(1,770)
2019				
Recurring fair value measurements				
Assets				
Financial assets				
Financial assets, at fair value through profit or loss:				
Quoted securities	2,715	–	–	2,715
Convertible bond	–	–	100	100
Other investment (Cambodia)	–	–	615	615
Trade receivables	–	–	33,772	33,772
Financial assets, at fair value through other comprehensive income				
Unlisted securities	–	–	129	129
Total financial assets	2,715	–	34,616	37,331
Non-financial assets				
Investment property	–	4,510	–	4,510
Total non-financial assets	–	4,510	–	4,510
Liabilities				
Derivative financial instruments				
Foreign exchange forward contracts	–	(1,681)	–	(1,681)
Total financial liabilities	–	(1,681)	–	(1,681)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

38. Fair value of assets and liabilities (continued)

(c) Level 1 fair value measurements

The fair values of quoted securities traded in active markets are based on quoted market prices as at the reporting date. The quoted market prices used for the quoted securities held by the Group are the closing prices as at the reporting date. These financial assets are included in Level 1.

(d) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Investment properties

The valuation of investment properties is based on comparable market transactions that consider sales of similar properties that have been transacted in the open market.

Derivative financial instruments

The fair values of foreign exchange forward contracts that are not traded in an active market are determined using forward market exchange rates as at the reporting date.

(e) Level 3 fair value measurements

(i) Information about significant unobservable inputs used in Level 3 fair value measurements:

Convertible bond

The fair value of convertible bond that is not traded in an active market is determined by using a valuation technique, with reference to its expected equity value from conversion. The higher the expected value, the higher the fair value of the financial asset.

Preference shares, other investment (Cambodia) and unlisted securities

As at the reporting date, for the investment in preference shares, other investment (Cambodia) and unlisted securities, the Group estimates that the cost represents the fair value based on recent available information and transaction prices.

Investment property

The fair value of the investment property is derived from comparing the property to be valued directly with other comparable properties, which have recently transacted and adjusted with appropriate adjustments, such as locations, date of transactions and size of the properties. The most significant input into this valuation approach is price per square meter at RMB 23,700 per square meter. The higher the price per square meter, the higher the fair value of the investment property.

Trade receivables

The fair value of these financial assets represents the expected net proceeds to be received from the banks by selling these assets. The valuation technique is income approach and the most significant unobservable input would be the expected factoring charges for the factoring arrangements. The higher the factoring charges, the lower the fair value of the financial assets.

There was no transfer between Level 1, Level 2 and Level 3 during the financial year ended 31 December 2020 and 31 December 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

38. Fair value of assets and liabilities (continued)

(e) Level 3 fair value measurements (continued)

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the changes in Level 3 instruments:

The Group	Financial assets, at fair value through profit or loss	Investment property
	US\$'000	US\$'000
2020		
Beginning of financial year	34,487	–
Net (redemption)/addition	(18,351)	595
Fair value adjustment	97	–
Fair value gain recognised in other comprehensive income	–	12
End of financial year	16,233	607
2019		
Beginning of financial year	70,839	–
Net redemption	(36,595)	–
Fair value adjustment	243	–
End of financial year	34,487	–

The movements for financial assets, at fair value through other comprehensive income is disclosed in Note 17.

(iii) Valuation policies and procedures

The Chief Financial Officer (“CFO”) oversees the financial reporting valuation process and is responsible for setting and documenting the valuation policies and procedures, including the measurement of Level 3 fair values.

The CFO’s team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair value, the team assesses and documents the evidence obtained from third parties to support the conclusion that such valuations meet the requirements of SFRS(I), including the level in the fair value hierarchy the resulting fair value estimate should be classified. The CFO reports to the Audit Committee for significant valuation issues.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

38. Fair value of assets and liabilities (continued)

- (f) Assets and liabilities not carried at fair value but for which fair value is disclosed

	Quoted prices in active markets for identical instruments Level 1 US\$'000	Significant observable inputs other than quoted prices Level 2 US\$'000	Significant unobservable inputs Level 3 US\$'000	Total US\$'000	Carrying amount US\$'000
The Group					
2020					
Assets					
Investments in associated companies	3,082	–	–	3,082	4,152
Financial liabilities					
Borrowings (non-current)	–	–	9,567	9,567	9,701
2019					
Assets					
Investments in associated companies	5,835	–	–	5,835	4,330
Financial liabilities					
Borrowings (non-current)	–	–	9,939	9,939	10,372
The Company					
2020					
Assets					
Investment in an associated company	1,217	–	–	1,217	1,217
Financial liabilities					
Borrowings (non-current)	–	–	105	105	105
2019					
Assets					
Investment in an associated company	1,552	–	–	1,552	1,390
Financial liabilities					
Borrowings (non-current)	–	–	5,777	5,777	6,091

- (i) The fair values of bank borrowings and lease liabilities are estimated using discounted expected future cash flows at market incremental lending rate for similar type borrowings or leasing arrangements at the reporting date.
- (ii) The carrying amounts of other financial assets and liabilities recognised as at the reporting date with maturity of less than one year approximate their fair values due to their short term maturities.
- (iii) The carrying amounts of the non-current loans to subsidiaries as at the reporting date, which bear interest at prevailing market interest rates (Level 2), are approximation of fair values.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

39. Related party transactions

A related party is a person or entity who is related to the entity that is preparing its financial statements ("reporting entity").

Parties are considered to be related if (a) a person or a close member of that person's family is related to a reporting entity, if that person (i) has control or joint control over the reporting entity; (ii) has significant influence over the reporting entity; or (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity and (b) an entity is related to a reporting entity if (i) the entity and the reporting entity are members of the same group; (ii) one entity is an associate or joint venture of the other entity; (iii) both entities are joint ventures of the same third party; (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity; (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity; (vi) the entity is controlled or jointly controlled by a person identified in (a); (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity; and (viii) the entity or any member of a group of which is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

(a) Sales and purchases of goods and services

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

	The Group	
	2020	2019
	US\$'000	US\$'000
With associated companies and joint venture:		
Sales of goods to associated companies	9	1
Purchases of goods from an associated company	4	4
Purchases of goods from a joint venture	1,754	114
Rental received from an associated company	76	70
Interest expense paid to an associated company	96	43
Interest income received from a joint venture	145	69
With directors and substantial shareholder:		
Service fees paid to an entity associated with a Director of the Company	27	59
Purchases of goods from an entity which a director of a subsidiary is a director and shareholder	775	—
Interest expense paid to a substantial shareholder of the Company *	161	3

Sales and purchases of goods and services were carried out on commercial terms and conditions as agreed between the parties. Outstanding balances as at the reporting date arising from sales/purchases of goods and services, are set out in Note 12 and Note 25 respectively.

*Interest expenses on unsecured principal amount of S\$5,000,000 (US\$3,791,000) (2019: S\$3,500,000 (US\$2,597,000)) included in other borrowings of the Group and the Company as at the reporting date.

(b) Share options granted/exercised by directors of the Company

There were no share options granted to or exercised by directors of the Company during the financial year ended 31 December 2020 and 31 December 2019. There were no outstanding share options granted to the directors of the Company as at 31 December 2020 and 31 December 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

39. Related party transactions (continued)

(c) Key management personnel compensation

Key management personnel compensation is analysed as follows:

	The Group	
	2020 US\$'000	2019 US\$'000
Salaries and other short-term employees' benefits	2,666	4,234
Post employment benefits contribution to defined contribution plans	17	51
Other long term benefits	581	574
	3,264	4,859

Included in the above are remuneration (salaries, bonuses, other long term benefits, directors' fees and other emoluments) paid/payable to Directors of the Company. Fees payable to Directors of the Company amounted to US\$167,000 (2019: US\$196,000).

The banding of Directors' remuneration is disclosed in Note 1 of the Additional Requirements of Singapore Exchange Securities Trading Limited's Listing Manual.

40. Segment information

(a) Operating segments

Management has determined the operating segments based on the reports reviewed to make strategic decisions. Management considers the business from both a geographic and business segment perspective. The Group has three reportable segments, as described below, which are the Group's strategic business units based on different products ranges targeting at different market channels.

- Electronic components distribution
- Consumer products distribution
- Other businesses

Other businesses include investment holding and trading, rental of investment properties, hospitality and healthcare solutions, assembly and distribution of medical devices and ethylene oxide sterilization, project financing, trading of consumer products, retail sale of beverages, manufacture, sale and leasing of industrial and security robots and automated guided vehicles, and provision of artificial intelligence and robotic solutions and services for security, delivery and mobility applications, manufacturing, processing, trading and exporting of durian puree and durian related products.

The operating segments are formed by aggregating across the results of the Group's entities whose principal activities fall within the same operating segment as listed above. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Performance is measured based on sales, gross profit and profit after tax, as included in the internal management reports that are reviewed by the Group's CEO and CFO on a monthly basis. These criteria are used to measure performance as management believes that such information are the most relevant in evaluating the results of each entity within the same operating segment. Inter-segment transactions are determined on an arm's length basis.

Segment assets comprise primarily cash and cash equivalents, trade and other receivables, inventories, financial assets, at fair value through profit or loss, other current assets, loans to associated companies and joint ventures, financial assets, at fair value through other comprehensive income, investments in associated companies, investments in joint ventures, property, plant and equipment, investment properties, intangible assets and other assets. Segment assets exclude deferred income tax assets.

Segment liabilities comprise primarily trade and other payables, borrowings and defined benefit plans liabilities. Segment liabilities exclude items such as current income tax liabilities and deferred income tax liabilities.

Capital expenditure comprises additions to property, plant and equipment, investment properties and intangible assets such as computer software license costs and distribution rights.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

40. Segment information (continued)

(a) Operating segments (continued)

The investments in associated companies and joint ventures, as disclosed in Note 18(a) and Note 19(a), are accounted for by the equity method. The investments and the share of results of the associated companies and joint ventures are shown in respective segments, in line with their principal activities.

The Group	Electronic components distribution US\$'000	Consumer products distribution US\$'000	Other businesses US\$'000	Inter-segment eliminations US\$'000	Total US\$'000
2020					
Sales – external	685,323	52,726	9,790	(16,439)	731,400
Segment results - operating profit/(loss)	5,680	1,267	(2,464)	–	4,483
Finance income	698	490	2,565	(1,097)	2,656
Finance expense	(4,122)	(735)	(1,509)	1,097	(5,269)
Share of results of associated companies (after income tax)	54	(31)	(274)	–	(251)
Profit before income tax					1,619
Income tax expense					(214)
Profit after income tax					1,405
Segment assets	366,690	38,106	54,242	(70,288)	388,750
Investments in associated companies	1,423	2,727	2,853	–	7,003
Deferred income tax assets					962
Consolidated total assets					396,715
Segment liabilities	114,291	13,472	48,341	(70,288)	105,816
Borrowings	101,732	19,925	15,656	–	137,313
Current and deferred income tax liabilities					1,848
Consolidated total liabilities					244,977
Capital expenditure on property, plant and equipment	265	594	321	–	1,180
Capital expenditure on intangible assets (computer software license costs)	7	–	–	–	7
Investments in associated companies	–	–	3,101	–	3,101
Investments in financial assets, at fair value through profit or loss	212	–	325	–	537
Depreciation of property, plant and equipment	2,258	829	637	–	3,724
Amortisation of computer software license costs	127	–	2	–	129
Amortisation of distribution rights	12	–	–	–	12
Fair value gain on an investment property	–	–	(56)	–	(56)
Fair value (gain)/loss on financial assets, at fair value through profit or loss	(578)	–	97	–	(481)
(Gain)/loss on sale of financial assets, at fair value through profit or loss	(47)	–	4	–	(43)
Impairment loss on goodwill arising from acquisition of subsidiaries	860	3,360	–	–	4,220
Loss allowance on trade receivables/ (Write-back of loss allowance)	(344)	36	670	–	362
Loss allowance on non-trade receivables (third parties)	–	22	1,128	–	1,150
Reversal of other borrowings/other payables due to a previous shareholder/shareholders of subsidiaries	–	(3,833)	(980)	–	(4,813)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

40. Segment information (continued)

(a) Operating segments (continued)

The Group	Electronic components distribution US\$'000	Consumer products distribution US\$'000	Other businesses US\$'000	Inter-segment eliminations US\$'000	Total US\$'000
2019					
Sales – external	757,183	36,622	5,089	(7,257)	791,637
Segment results - operating profit/(loss)	18,965	(3,598)	(1,891)	–	13,476
Finance income	1,332	641	2,458	(1,817)	2,614
Finance expense	(8,312)	(973)	(1,476)	1,817	(8,944)
Share of results of associated companies (after income tax)	426	89	–	–	515
Share of loss of joint ventures (after income tax)	(49)	–	(359)	–	(408)
Profit before income tax					7,253
Income tax expense					(697)
Profit after income tax					6,556
Segment assets	357,239	38,457	50,891	(61,912)	384,675
Investments in associated companies	1,309	3,021	–	–	4,330
Investments in joint ventures	–	–	–	–	–
Deferred income tax assets					652
Consolidated total assets					389,657
Segment liabilities	118,367	11,559	41,892	(61,912)	109,906
Borrowings	91,013	23,904	14,455	–	129,372
Current and deferred income tax liabilities					3,145
Consolidated total liabilities					242,423
Capital expenditure on property, plant and equipment	141	187	55	–	383
Capital expenditure on intangible assets (computer software license costs)	205	–	–	–	205
Amount received/receivable in respect of the transfer of distribution business	(25,374)	–	–	–	(25,374)
Investment in financial assets, at fair value through profit or loss	583	–	–	–	583
Investment in joint venture	49	–	–	–	49
Impairment loss on investment in a joint venture	–	–	1,487	–	1,487
Depreciation of property, plant and equipment	2,702	1,082	687	–	4,471
Amortisation of computer software license costs	139	4	1	–	144
Amortisation of distribution rights	13	–	–	–	13
Fair value loss on convertible bond	–	–	683	–	683
Fair value gain on financial assets, at fair value through profit or loss	(337)	–	(1,196)	–	(1,533)
Gain on sale of financial assets, at fair value through profit or loss, net	(967)	–	(57)	–	(1,024)
Impairment loss on goodwill arising from acquisition of subsidiaries	–	2,010	–	–	2,010
Loss allowance on trade receivables	1,020	299	51	–	1,370
Loss allowance on non-trade receivables (third parties)	–	–	1,647	–	1,647

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

40. Segment information (continued)

(b) Geographical segments

The geographical segments comprised five broad primary geographic areas, namely: South Asia [consisting of Singapore (the home and principal operating country of the Group), Malaysia, Thailand, Philippines, Indonesia, Vietnam and India], Hong Kong, China, South Korea and Taiwan which reflect the current business process and monitoring in these primary geographic business segments in which the Group operates in.

All geographic locations are engaged in the electronic components distribution business.

Consumer products distribution in South Asia consists mainly Singapore, Malaysia, Thailand and Indonesia.

Other businesses in South Asia (mainly Singapore, Malaysia and Thailand), Taiwan and China include investment holding and trading, rental of investment properties, hospitality and healthcare solutions, assembly and distribution of medical devices and ethylene oxide sterilization, project financing, trading of consumer products, and manufacturing, processing, trading and exporting of durian puree and durian related products.

Sales are based on the geographical area in which the entities are located. Non-current assets are shown by the geographical area where the assets are located.

	Sales		Non-current assets*	
	2020	2019	2020	2019
The Group	US\$'000	US\$'000	US\$'000	US\$'000
South Asia	229,905	238,484	12,844	16,403
Hong Kong	312,825	375,883	3,717	4,647
China	92,803	92,031	16,030	15,742
South Korea	34,806	26,302	4,956	5,599
Taiwan	61,061	58,937	6,934	6,653
South Asia - Associated company	—	—	2,851	—
Indonesia - Associated company	—	—	2,728	3,022
Taiwan - Associated company	—	—	1,424	1,308
	731,400	791,637	51,484	53,374

* Non-current assets exclude financial assets, at fair value through profit or loss, financial assets, at fair value through other comprehensive income and deferred income tax assets.

(c) Information about major customers

Sales of approximately US\$50,601,000 (2019: US\$54,831,000) during the financial year were derived from a single external customer. These sales were attributable to the electronic components distribution segment in Hong Kong.

41. Contingent liabilities

On 23 February 2017, the Group received notice that the Securities and Futures Investors Protection Center of Taiwan has filed a civil suit against the Company and three of its senior executives amounting to US\$3.63 million (NT\$113.7 million) ("Suit"). The Suit arose due to charges brought by the public prosecutor of New Taipei District Prosecutor Office against Bull Will Co., Ltd's former chairman, Peter Ho I-Chin, concerning alleged financial statement fraud. Bull Will Co., Ltd has insured its directors and supervisors with a US\$5 million liability insurance which is more than adequate to cover the claims under the Suit. Proceedings in the Suit are currently in progress. The Group has been advised by its lawyers in Taiwan that the Suit is without merit and unlikely to succeed. Accordingly, no provision for any liability has been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

42. Events after the reporting date

On 19 February 2021, the Company acquired the remaining 49.0% equity interests in UniSerial Electronics Pte. Ltd. in cash for a consideration of US\$440,470 from the non-controlling interest. UniSerial Electronics Pte. Ltd. became a wholly owned subsidiary of the Group upon completion of the acquisition.

43. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the directors of Serial System Ltd on 31 March 2021.

ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LIMITED'S LISTING MANUAL

For the financial year ended 31 December 2020

1. Directors' remuneration

The following information relates to remuneration of Directors of the Company during the financial year:

	2020	2019
Number of Directors of the Company in remuneration bands:		
S\$3,000,000 to S\$3,249,999	-	1*
S\$1,750,000 to S\$1,999,999	1*	-
S\$0 to S\$249,999	5	5
Total	6	6

* Included deferred compensation of S\$799,021 (2019: S\$782,561)

2. Auditors' remuneration

The following information relates to remuneration of auditors of the Company and the Group during the financial year:

	2020 US\$'000	2019 US\$'000
Auditors' remuneration paid/payable to:		
- auditors of the Company	197	185
- other auditors*	202	194
Other fees paid/payable to:		
- other auditors*	30	12

* Includes other member firms of Moore Global Network Limited of which the auditors of the Company is a member.

3. Risk management

(a) Operational risk

The Group's electronic components distribution business, consumer products distribution and other businesses face constant market risks from technology obsolescence, competition, business and market condition changes. As the Group is engaged in a wide range of products and has a good mix of business serving various industries, it is unlikely that there is a significant concentration of risks in any particular area. The Group operates primarily in Singapore, Hong Kong, China, South Korea, Taiwan, Malaysia, Thailand, Philippines, India, Indonesia and Vietnam. The Group has no reasons to believe these regions/countries are politically unstable. The Group's corporate management team oversees and manages the operations closely with regular business reviews and meetings with operation executives.

(b) Investment risk

The Group invests to enhance growth as well as for strategic alliances and risk diversifications. The corporate management team and key executives of its subsidiaries constantly review its investment portfolios. The Group's non-executive directors serve as advisors and collectively the board of directors of the Company reviews and approves all investment decisions. Impairment of investment is constantly reviewed and necessary allowances are made as recommended where applicable.

As in all business acquisitions, there is always an adjustment period before the systems of the new business can be fully integrated into the Group's operations. To minimise disruption and to ensure continuity in the operations of the Group's acquired entities after the acquisitions, the Group takes appropriate steps to ensure minimum disruptions to the existing business structure of the acquired entities and that key personnel will continue to be employed by the Group where appropriate.

ADDITIONAL REQUIREMENTS OF SINGAPORE EXCHANGE SECURITIES TRADING LIMITED'S LISTING MANUAL

For the financial year ended 31 December 2020

4. Material contracts

There is no material contract entered into by the Company or any of its subsidiaries involving the interest of the chief executive officer, any director or controlling shareholder of the Company, either still subsisting at the end of the year or entered into since the end of the previous financial year, except for a loan agreement dated 10 December 2019 between the Company and Mr. Goi Seng Hui, a substantial shareholder of the Company for an aggregate principal amount of S\$5,000,000 (US\$3,791,000) at an interest rate of 4.5% per annum. S\$5,000,000 (US\$3,791,000) of the loan amount was outstanding as at the reporting date (2019: S\$3,500,000 (US\$2,597,000)). The loan was fully repaid subsequent to the reporting date.

5. Investment Properties of the Group

Major properties held for investment as at 31 December 2020 were:

Location	Description	Existing Use	Tenure	Unexpired term of lease
3rd Floor No.193,195,197,199, Ruei Hu Street Neihu,Taipei Taiwan	1 storey of a 5-storey commercial building	Commercial	Freehold	–
15th Floor No.1503,1505,1506 Building 4 5 Central Times Square of China Railway Lane 299, Jiangchang West Road Jing'an District Shanghai People's Republic of China	3 units of a 18-storey commercial building	Commercial	Leasehold	38 years
No.249, Jalan Dagang 1/9 Taman Dagang, 68000 Ampang Selangor Darul Ehsan Malaysia	3 stories linked house residential building	Residential	Leasehold	84 years

STATISTICS OF SHAREHOLDINGS

As at 31 March 2021

Issued and Fully Paid-Up Capital (including Treasury Shares)	: US\$ 72,648,475
Issued and Fully Paid-Up Capital (excluding Treasury Shares)	: US\$ 71,912,470
Number of Issued Shares (excluding Treasury Shares)	: 895,841,914
Number/Percentage of Treasury Shares	: 9,946,000 (1.11%)
Number/Percentage of Subsidiary Holdings	: 0 (0%)
Class Of Shares	: Ordinary share
Voting Rights	: One vote per ordinary share

Distribution of Shareholdings

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 - 99	426	7.93	10,893	0.00
100 – 1,000	665	12.38	401,677	0.05
1,001 - 10,000	2,316	43.12	10,191,893	1.14
10,001- 1,000,000	1,921	35.77	127,775,284	14.26
1,000,001 and above	43	0.80	757,462,167	84.55
Total	5,371	100.00	895,841,914	100.00

Top Twenty Largest Shareholders

Name of Shareholder	Number of Shares	%
Derek Goh Bak Heng	231,157,054	25.80
Goi Seng Hui	122,760,938	13.70
Hong Leong Finance Nominees Pte Ltd	80,650,000	9.00
UOB Nominees (2006) Pte Ltd	51,334,016	5.73
Raffles Nominees (Pte) Ltd	37,690,292	4.21
Tee Yih Jia Food Manufacturing Pte Ltd	24,862,800	2.78
Ho Yung	24,576,200	2.74
Goh Tiong Yong	23,800,000	2.66
DBS Nominees Pte Ltd	16,868,958	1.88
United Overseas Bank Nominees Pte Ltd	13,860,135	1.55
Tan Cheng Hwee or Tan Chiew Peng	13,039,200	1.46
Chin Yeow Hon	11,076,542	1.24
Kim Sang Yeol	10,807,920	1.21
Yu Jie	8,649,064	0.96
Goh Lip Ming	7,500,000	0.84
Maybank Kim Eng Securities Pte Ltd	6,648,594	0.74
OCBC Securities Private Ltd	6,615,319	0.74
Phillip Securities Pte Ltd	6,036,574	0.67
Chng Seng Chye @ Chng Hung Seng	5,919,900	0.66
Citibank Nominees Singapore Pte Ltd	5,273,076	0.59
Total	709,126,582	79.16

STATISTICS OF SHAREHOLDINGS

As at 31 March 2021

Substantial Shareholders

(including shares held under nominees accounts)

Name of Substantial Shareholder	Direct Interest Number of Shares	Deemed Interest Number of Shares	Total Interest Number of Shares	%
Derek Goh Bak Heng	362,491,070	71,000	362,562,070	40.47
Goi Seng Hui	122,760,938	24,862,800*	147,623,738	16.48

* Goi Seng Hui is deemed to have an interest in 24,862,800 shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act, Chapter 50 of Singapore.

As at 31 March 2021, approximately 38.46% of the Company's ordinary shares listed on the Singapore Exchange Securities Trading Limited were held in the hands of the public. The Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on the SGXNET, the Company's website and published in The Business Times on 13 April 2021. A printed copy of this Notice will not be despatched to shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Serial System Ltd (the "Company") will be convened and held by way of electronic means on Wednesday, 28 April 2021 at 11.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To declare a one-tier tax-exempt Final Cash Dividend of 0.11 Singapore cent per ordinary share for the financial year ended 31 December 2020 (2019: One-tier tax-exempt Final Cash Dividend of 0.13 Singapore cent per ordinary share). **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$252,900 (US\$188,000) for the financial year ending 31 December 2021 payable quarterly in arrears [2020: S\$224,800 (US\$167,000)]. **(Resolution 3)**
4. To re-elect Mr. Teo Ser Luck who is retiring by rotation pursuant to Article 89 of the Company's Constitution, and who, being eligible, offers himself for re-election as a Director of the Company.
(See Explanatory Note (i) below) **(Resolution 4)**
5. To re-elect Mr. Ng Cher Yan who is retiring by rotation pursuant to Article 89 of the Company's Constitution, and who, being eligible, offers himself for re-election as a Director of the Company.
(See Explanatory Note (i) below) **(Resolution 5)**
6. Subject to and contingent upon passing of Ordinary Resolution 5 above, shareholders to approve Mr. Ng Cher Yan's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), and such Resolution shall remain in force until the earlier of the following: (i) Mr. Ng Cher Yan's retirement or resignation as Director of the Company; or (ii) the conclusion of the annual general meeting of the Company in 2024 following the passing of this Resolution.
(See Explanatory Note (ii) below) **(Resolution 6)**
7. Subject to and contingent upon passing of Ordinary Resolutions 5 and 6 above, shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) to approve Mr. Ng Cher Yan's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr. Ng Cher Yan's retirement or resignation as Director of the Company; or (ii) the conclusion of the annual general meeting of the Company in 2024 following the passing of this Resolution.
(See Explanatory Note (ii) below) **(Resolution 7)**
8. To approve Mr. Tan Lye Heng Paul's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr. Tan Lye Heng Paul's retirement or resignation as Director of the Company; or (ii) the conclusion of the annual general meeting of the Company in 2024 following the passing of this Resolution.
(See Explanatory Note (ii) below) **(Resolution 8)**

NOTICE OF ANNUAL GENERAL MEETING

9. Subject to and contingent upon passing of Ordinary Resolution 8 above, shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) to approve Mr. Tan Lye Heng Paul's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr. Tan Lye Heng Paul's retirement or resignation as Director of the Company; or (ii) the conclusion of the annual general meeting of the Company in 2024 following the passing of this Resolution.

(See Explanatory Note (ii) below)

(Resolution 9)

10. To approve Mr. Ravindran s/o Ramasamy's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr. Ravindran s/o Ramasamy's retirement or resignation as Director of the Company; or (ii) the conclusion of the annual general meeting of the Company in 2024 following the passing of this Resolution.

(See Explanatory Note (ii) below)

(Resolution 10)

11. Subject to and contingent upon passing of Ordinary Resolution 10 above, shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) to approve Mr. Ravindran s/o Ramasamy's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr. Ravindran s/o Ramasamy's retirement or resignation as Director of the Company; or (ii) the conclusion of the annual general meeting of the Company in 2024 following the passing of this Resolution.

(See Explanatory Note (ii) below)

(Resolution 11)

12. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company, to hold office until the conclusion of the next annual general meeting, and to authorize the Directors to fix their remuneration.

(Resolution 12)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution No. 13, Resolution No. 14 and Resolution No. 15 as Ordinary Resolutions, with or without any modifications:

13. Share Issue Mandate

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or grant offers, agreements of options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options outstanding at the time this Resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the term of such convertible securities.

(See Explanatory Note (iii) below)

(Resolution 13)

14. Authority to offer and grant share options and to allot and issue Shares under the Serial System Employee Share Option Scheme 2014

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to offer and grant share options in accordance with the provisions of the Serial System Employee Share Option Scheme 2014 (the "2014 Scheme"), and to allot and issue from time to time such number of Shares in the Company as may be required to be issued pursuant to the exercise of share options granted under the 2014 Scheme, provided that the aggregate number of Shares issued and issuable pursuant to the 2014 Scheme, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per centum (15%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time and provided also that, subject to such adjustments as may be made to the 2014 Scheme as a result of any variation in the capital structure of the Company.

(See Explanatory Note (iv) below)

(Resolution 14)

15. Proposed renewal of the Share Buyback Mandate

That:

- (a) for the purposes of the Companies Act, Chapter 50 of Singapore (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");

NOTICE OF ANNUAL GENERAL MEETING

- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company ("AGM") is held or is required by law to be held;
 - (ii) the date on which the share buybacks have been carried out to the full extent of the Share Buyback Mandate; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;
- (c) in this Resolution:
- "Prescribed Limit" means 80,632,791 Shares;
- "Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
- (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
 - (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:
- "Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, in the case of a Market Purchase, preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the date of the Market Purchase; and
- "date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein 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; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

(See Explanatory Note (v) below)

(Resolution 15)

By Order of the Board

Alex Wui Heck Koon
Company Secretary

Singapore
13 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes on Ordinary Business and Special Business to be transacted:

- (i) Ordinary Resolutions 4 and 5 are to re-elect Mr. Teo Ser Luck and Mr. Ng Cher Yan who will be retiring by rotation pursuant to Article 89 of the Company's Constitution.

Mr. Teo Ser Luck will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Deputy Chairman and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr. Ng Cher Yan will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information of Mr. Teo Ser Luck and Mr. Ng Cher Yan are set out in the sections "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2020, and "Additional Information On Directors Seeking Re-election And/Or Continued Appointment" in this Notice.

- (ii) Ordinary Resolutions 6, 7, 8, 9, 10, 11 are to subject the continued appointment of Mr. Ng Cher Yan, Mr. Tan Lye Heng, Paul and Mr. Ravindran s/o Ramasamy, each of whom has served as an Independent Director for a period of more than nine (9) years to a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022. The Company has decided to early adopt the practice of two-tier voting process in respect of the Independent Directors who have served for a period of more than 9 years.

For the purpose of Ordinary Resolutions 7, 9 and 11, the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST): (i) shall abstain from voting; and (ii) must not accept appointment as proxies unless specific instructions as to voting are given. Any votes cast by such persons in contravention of the foregoing shall be disregarded for the purposes of determining if these Resolutions have been passed in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.

Detailed information of Mr. Tan Lye Heng Paul and Mr. Ravindran s/o Ramasamy are set out in the sections "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2020, and "Additional Information On Directors Seeking Re-election And/Or Continued Appointment" in this Notice.

- (iii) The proposed Ordinary Resolution No. 13, if passed, will empower the Directors of the Company from date of the above Annual General Meeting until the date of next annual general meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options outstanding at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- (iv) The proposed Ordinary Resolution No. 14, if passed, will empower the Directors of the Company to offer and grant share options under the 2014 Scheme (which was approved at an Extraordinary General Meeting of the Company held on 26 April 2014) and to allot and issue Shares pursuant to the exercise of share options under the 2014 Scheme up to an amount which, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time and provided also that, subject to such adjustments as may be made to the 2014 Scheme as a result of any variation in the capital structure of the Company.
- (v) The proposed Ordinary Resolution 15, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting to purchase or otherwise acquire Shares by way of Market Purchases or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired under the Share Buyback Mandate does not exceed the Prescribed Limit, and at such price or prices as may be determined by the Directors of the Company from time to time up to but not exceeding the Maximum Price. The information relating to this proposed Ordinary Resolution is set out in the Appendix I enclosed together with the Annual Report.

Important Notes:

1. The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. To minimise physical interactions and COVID-19 transmission risks, shareholders will not be able to attend the AGM in person. Shareholders will be able to watch the proceedings of the AGM through a live webcast via their mobile phones, tablets or computers or listen to these proceedings through a live audio feed via telephone. In order to do so, shareholders must pre-register at <https://agm-serialsystem.com/> ("AGM webcast registration and Q&A link") by 11.00 a.m. on Sunday, 25 April 2021 ("Registration Deadline"), to enable the Company to verify their shareholders' status. Following authentication of their status as shareholders, authenticated shareholders will receive an email by 9.00 p.m. on Tuesday, 27 April 2021 which contains a unique link, which they can click on to access the webcast and audio feed of the AGM proceedings. Shareholders who register by the Registration Deadline but do not receive the email response by 9.00 p.m. on Tuesday, 27 April 2021 may contact the Company for assistance at (65) 6510 2435.

NOTICE OF ANNUAL GENERAL MEETING

3. Shareholders may submit questions, if any, relating to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 11.00 a.m. on Sunday, 25 April 2021:
- (a) via the pre-registration link at <https://agm-serialsystem.com/>; or
 - (b) in hard copy by post to the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554; or
 - (c) by email to ecomm@serialsystem.com.

Please note that shareholders will not be able to ask questions at the AGM “live” during the “live” webcast or “live” audio feed. The Company will address substantial questions relating to the resolutions during the AGM.

4. Shareholders (whether individual or corporate) who wish to exercise his/her/its voting rights at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM. In appointing the Chairman of the Meeting as proxy, shareholders (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes at least seven (7) working days before the date of the meeting (i.e. by 5.00 p.m. on 16 April 2021).

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:
- (a) if submitted by post, be deposited at the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554; or
 - (b) if submitted electronically, be submitted via email to ecomm@serialsystem.com,

in either case, by 11.00 a.m. on Sunday, 25 April 2021, being no later than seventy-two (72) hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

A shareholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, shareholders are strongly encouraged to submit completed proxy forms via email.

7. The Company's annual report for the financial year ended 31 December 2020 (“Annual Report 2020”) and the Appendix I to shareholders dated 13 April 2021 in relation to the proposed renewal of the Share Buyback Mandate (as defined therein) (“Appendix I”) may be accessed at:

https://www.serialsystem.com/wp-content/uploads/2021/SSL_AR_2020.pdf or
by scanning the QR code on the right.

The Annual Report 2020 and Appendix I will also be made available on SGXNET.



Important Reminder:

As the COVID-19 situation continues to evolve, we seek shareholders' understanding that further measures and/or changes to the AGM arrangements may be made in the ensuring days up to the day of the AGM. Shareholders are advised to check the SGXNET and the Company's website at <https://www.serialsystem.com> regularly for updates on the AGM.

Personal Data Privacy:

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

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 21 May 2021 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building Singapore 048544 up to 5.00 p.m. on 20 May 2021 will be registered to determine shareholders' entitlements to the proposed dividend.

Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 20 May 2021 will be entitled to the proposed dividend.

The proposed dividend, if approved by the shareholders at the Annual General Meeting to be held on 28 April 2021, will be paid on 28 May 2021.

By Order of the Board

Alex Wui Heck Koon
Company Secretary

Singapore
13 April 2021

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

The required disclosures under Rule 720 (6) of the Listing Manual of the SGX-ST of Directors of the Company who will be retiring and standing for re-election as Independent Non-Executive Directors of the Company and/or continued appointment as Independent Directors in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST at the Annual General Meeting are set out below:-

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
Date of appointment	15 July 2017	28 March 2017*	16 June 2011	14 August 2001
Date of last re-appointment	28 April 2018	29 April 2019	30 April 2020	29 April 2019
Age	53	62	56	61
Country of principal residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board has reviewed and considered the recommendation of the Nominating Committee and has assessed the past contribution and suitability of Mr. Teo Ser Luck's requisite knowledge, capabilities, experiences and independency to assume the responsibilities.	The Board has reviewed and considered the recommendation of the Nominating Committee and has assessed the past contribution and suitability of Mr. Ng Cher Yan's requisite knowledge, capabilities, experiences and independency to assume the responsibilities.	The Board has reviewed and considered the recommendation of the Nominating Committee and has assessed the past contribution and suitability of Mr. Tan Lye Heng Paul's requisite knowledge, capabilities, experiences and independency to assume the responsibilities.	The Board has reviewed and considered the recommendation of the Nominating Committee and has assessed the past contribution and suitability of Mr. Ravindran s/o Ramasamy's requisite knowledge, capabilities, experiences and independency to assume the responsibilities.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive	Non-Executive
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Deputy Chairman	Independent Director, Chairman of Nominating Committee and member of Audit and Remuneration Committee	Lead Independent Director, Chairman of Audit Committee and member of Nominating and Remuneration Committee	Independent Director, Chairman of Remuneration Committee and member of Nominating and Audit Committee

* Mr. Ng Cher Yan joined the Board on 19 March 1997 and retired on 23 April 2011. Mr. Ng Cher Yan rejoined the Board on 28 March 2017.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
Professional qualifications	Bachelor of Accountancy degree from Nanyang Technological University	- Bachelor of Accountancy degree from National University of Singapore - Passed professional year for Chartered Accountants, Australia - Fellow member of the Institute of Singapore Chartered Accountants - Member of the Institute of Chartered Accountants in Australia	- MBA from University of Birmingham, United Kingdom - Fellow member of the Institute of Singapore Chartered Accountants and the Association of Chartered Certified Accountants - Member of Singapore Chartered Tax Professionals Limited and Singapore Institute of Directors	- Bachelor of Law (Honours) from National University of Singapore - Master of Law from National University of Singapore
Any relationship (including immediate family relationships) with any existing Director, existing executive officer, the Company and/ or substantial shareholder of the Company or of any of its principal subsidiaries	No	No	No	No
Conflict of interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the Company	Yes	Yes	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
Working experience and occupation(s) during the past 10 years	• Founder of business ventures in various technology related sectors including a private equity fund • Adviser to the Institute of Singapore Chartered Accountants and Fintech Association • Former Member of Parliament and former Minister of various Ministries and Mayor of North East District	• Practising as a Chartered Accountant in Plus LLP	• Practising as a Chartered Accountant in CA TRUST PAC and Kreston Ardent CA TRUST PAC	• Practising as a Partner in Colin Ng & Partners LLP undertaking corporate and litigation works
Shareholding interest in the listed issuer and its subsidiaries	No	Yes	Yes	No
Shareholding details	Not applicable	150,000 Serial System Ltd shares	350,000 Serial System Ltd shares	Not applicable
Other Principal Commitments including Directorships				
Past (for the last 5 years)	Independent Non-Executive Director of SGX-listed United Engineers Limited	Non-Executive Director of: • Ecowise Holdings Ltd • Mermaid Maritime Public Co., Ltd • Mermaid Drilling (Singapore) Pte Ltd • Mermaid Offshore Services Pte Ltd • MTR-1 (Singapore) Pte Ltd • MTR-2 (Singapore) Pte Ltd • MTR-3 (Singapore) Pte Ltd	Independent Non-Executive Director of SGX-listed Sin Ghee Huat Corporation Ltd and China Sunsine Chemical Holdings Ltd	Independent Non-Executive Director of SGX-listed Best World International Ltd

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
		- MTR-4 (Singapore) Pte Ltd - Mermaid MTN Pte Ltd - Seascope Surveys Pte Ltd - Bonython Trading Pte Ltd - Lancashire General Properties (S) Pte Ltd - Bull Will Co., Ltd.		
Present	Director of: - F4U Pte Ltd - Vicduo Tech Pte Ltd - Nufin Data Pte Ltd - Nufund Pte Ltd - Helicap Pte Ltd 2YSL Pte Ltd Independent Non-Executive Director of SGX-listed BRC Asia Limited, China Aviation Oil (Singapore) Corporation Ltd, Mindchamps Preschool Limited, Straco Corporation Limited and Yanlord Land Group Limited	Partner with Plus LLP Independent Non-Executive Director of SGX-listed Samko Timber Limited, Vicplas International Ltd and MoneyMax Financial Services Ltd	Managing Director of CA TRUST PAC Director of Kreston Ardent CA TRUST PAC Independent Non-Executive Director of SGX-listed Second Chance Properties Ltd and Pollux Properties Ltd	Partner with Colin Ng & Partners LLP
Information Required Pursuant to Listing Rule 704(7)				
(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 partner?	No	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
(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	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	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	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
(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	In February 2017, a civil suit has been initiated by the Securities and Futures Investors Protection Centre of Taiwan against amongst others, Bull Will Co., Ltd (a 19.02% associated company of Serial System Ltd), its directors, supervisors, external auditors, and legal shareholder, Serial System Ltd. The civil suit is currently in progress. Mr. Ng Cher Yan was a Non-Executive Director of Bull Will Co., Ltd from 25 June 2015 to 15 April 2020.	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	On 7 July 2000, a Summon was issued against Mr. Ng Cher Yan as a nominee director of SFL-Boiler Installation Pte Ltd ("SFL") relating to a failure by SFL to file annual return within the requisite period. The Summon was resolved upon payment of a fine of S\$1,200.	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
(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	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	No	No
(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	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	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION AND/OR CONTINUED APPOINTMENT

Details	Name of Director			
	Teo Ser Luck	Ng Cher Yan	Tan Lye Heng Paul	Ravindran s/o Ramasamy
(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	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	No	No
Disclosure applicable to the appointment of Director only				
Any prior experience as a Director of an issuer listed on the Exchange?				Not applicable
If Yes, please provide details of prior experience.				
If No, please state if the Director has attended or will be attending training on the roles and responsibilities of a Director of a listed issuer as prescribed by the Exchange.				
Please provide details of relevant experience and the Nominating Committee's reasons for not requiring the Director to undergo training as prescribed by the Exchange (if applicable).				

APPENDIX TO SHAREHOLDERS DATED 13 APRIL 2021

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Appendix is circulated to the shareholders (the “**Shareholders**”) of Serial System Ltd (the “**Company**”) together with the Company’s annual report for the financial year ended 31 December 2020 (the “**Annual Report 2020**”). Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders’ approval for, the renewal of the Share Buyback Mandate (as defined in this Appendix) to be tabled at the annual general meeting (“**AGM**”) of the Company to be held on 28 April 2021 at 11.00 a.m. via a live webcast at an online link that will be provided to Shareholders upon pre-registration.

The ordinary resolution proposed to be passed in respect of the renewal of the Share Buyback Mandate is set out in the notice of AGM. The notice of the AGM and a proxy form are enclosed with the Annual Report 2020.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

The legal advisers appointed by the Company for the purpose of the corporate action set out in this Appendix is AEI Legal LLC.

If you have sold all your Shares (as defined in this Appendix), you should immediately forward this Appendix, the Annual Report 2020 and proxy form to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

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



SERIAL SYSTEM LTD

(Incorporated in the Republic of Singapore on 22 April 1992)
(Company Registration Number: 199202071D)

APPENDIX TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

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DEFINITIONS

For the purpose of this Appendix, the following definitions have, where appropriate, been used:

“2011 EGM”	:	The extraordinary general meeting of the Company held on 23 April 2011
“2021 AGM”	:	The annual general meeting of the Company to be held on 28 April 2021 at 11.00 a.m. via a live webcast at an online link that will be provided to Shareholders upon pre-registration, notice of which is enclosed with the Annual Report 2020
“AGM”	:	The annual general meeting of the Company
“Annual Report 2020”	:	The annual report of the Company for FY2020
“Approval Date”	:	Has the meaning ascribed to it in Section 1.3.1 of this Appendix
“Associates”	:	Shall bear the meaning assigned to it by the Listing Manual
“Average Closing Price”	:	Has the meaning ascribed to it in Section 1.3.4 of this Appendix
“Board”	:	The board of the Directors of the Company for the time being
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
“Company”	:	Serial System Ltd
“Constitution”	:	The Constitution of the Company
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares and subsidiary holdings in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
“date of the making of the offer”	:	Has the meaning ascribed to it in Section 1.3.4 of this Appendix
“Directors”	:	Directors of the Company for the time being
“EPS”	:	Earnings per Share
“Form 2”	:	Has the meaning ascribed to it in Section 1.9.4.3 of this Appendix
“Full Share Purchase”	:	Has the meaning ascribed to it in Section 1.9.4.2 of this Appendix
“FY”	:	Financial year ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	31 March 2021, being the latest practicable date prior to the printing of this Appendix
“Listing Manual”	:	The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
“LPS”	:	Loss per Share
“Market Day”	:	A day on which the SGX-ST is open for trading in securities

“Market Purchase”	:	Has the meaning ascribed to it in Section 1.3.3(a) of this Appendix
“Maximum Price”	:	Has the meaning ascribed to it in Section 1.3.4 of this Appendix
“NTA”	:	Net tangible assets
“Off-Market Purchase”	:	Has the meaning ascribed to it in Section 1.3.3(b) of this Appendix
“Ordinary Resolution”	:	The ordinary resolution relating to the renewal of the Share Buyback Mandate, as set out in the notice of the 2021 AGM
“Prescribed Limit”	:	Has the meaning ascribed to it in Section 1.3.1 of this Appendix
“public”	:	Persons other than the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Group, and their Associates
“Registrar”	:	Has the meaning ascribed to it in Section 1.10 of this Appendix
“Relevant Period”	:	Has the meaning ascribed to it in Section 1.3.2 of this Appendix
“Securities Account”	:	Securities account maintained by a Depositor with CDP but not including securities sub-account maintained with a Depository Agent
“Securities and Futures Act”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buyback”	:	The buyback of Shares by the Company pursuant to the terms of the Share Buyback Mandate
“Share Buyback Mandate”	:	The general mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in Section 1 of this Appendix
“Shareholders”	:	Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term “Shareholders” shall in relation to such Shares mean the Depositors whose Securities Accounts with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“SIC”	:	The Securities Industry Council
“subsidiaries”	:	The subsidiaries of a company (as defined in Section 5 of the Companies Act) and “subsidiary” shall be construed accordingly
“Substantial Shareholder”	:	A Shareholder whose interests in the Company’s issued share capital is equal to or more than 5%
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
<i>Currencies and others</i>		
“S\$”, “\$” and “cents”	:	Singapore dollars and cents respectively
“US\$”	:	United States dollar, being the lawful currency of the United States of America
“%” or “per cent”	:	Per centum or percentage

Any references in this Appendix to: (a) Dr. Derek Goh shall refer to Dr. Derek Goh Bak Heng; (b) Ms. Victoria Goh shall refer to Ms. Victoria Goh Si Hui (c) Mr. Sean Goh shall refer to Mr. Sean Goh Su Teng; and (d) Mr. Sean Goh’s spouse shall refer to Mdm. Ho Chi Chia Brenda, respectively.

The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The term “**treasury share**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

Any reference to a time of a day in this Appendix is a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Appendix between the listed amounts and the totals thereof and/or the respective percentages are due to rounding.

SERIAL SYSTEM LTD
(Incorporated in the Republic of Singapore on 22 April 1992)
(Company Registration Number: 199202071D)

Directors:

Dr. Derek Goh Bak Heng (Executive Chairman and Group CEO)
Mr. Teo Ser Luck (Non-Executive Independent Deputy Chairman)
Mr. Tan Lye Heng Paul (Non-Executive and Lead Independent Director)
Mr. Ravindran s/o Ramasamy (Non-Executive and Independent Director)
Mr. Ng Cher Yan (Non-Executive and Independent Director)
Mr. Goi Kok Ming Kenneth (Non-Executive Director)

Registered Office:

8 Ubi View, #05-01,
Serial System Building
Singapore 408554

13 April 2021

To: The Shareholders of Serial System Ltd

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

Dear Shareholder,

1. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

1.1 Introduction

The purpose of this Appendix is to provide Shareholders with relevant information pertaining to, and to seek Shareholders' approval at the 2021 AGM for, *inter alia*, the renewal of the Share Buyback Mandate.

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Constitution of the Company and such other laws and regulations as may for the time being be applicable.

At the 2011 EGM, the Shareholders had approved the Share Buyback Mandate to enable the Company to purchase or otherwise acquire Shares. The mandate was last renewed at the AGM held on 30 April 2020, and will unless renewed again, expire on the date of the 2021 AGM.

In this regard, approval is now being sought from Shareholders for the renewal of the Share Buyback Mandate at the 2021 AGM. The Ordinary Resolution will be proposed, pursuant to which authority will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares on the terms of the Share Buyback Mandate.

If approved, the renewal of the Share Buyback Mandate will take effect from the date of the 2021 AGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, whichever is the earlier, unless prior thereto, Share Buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting.

The SGX-ST takes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

1.2 Rationale

The Directors are of the view that a Share Buyback, conducted at an appropriate price level, may enhance the return on equity of the Group and increase Shareholders' value. Share Buybacks are a cost-efficient and effective method of returning to the Shareholders surplus cash over and above the Company's ordinary capital requirements, and provide the Directors greater flexibility over the Company's share capital structure with a view to enhancing the EPS and/or NTA value per Share.

The Directors are also of the view that Share Buybacks may help mitigate short-term market volatility and offset the effects of short-term speculation, as well as bolster the confidence of Shareholders.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases via Market Purchases or Off-Market Purchases, after taking into account the amount of cash available and the prevailing market conditions. The Directors do not propose to carry out Share Buybacks to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity, the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

1.3 Terms of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

1.3.1 Maximum number of Shares

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

The Companies Act provides that the total number of shares that may be purchased or acquired by a company shall not exceed that number of shares representing not more than 10% of the issued ordinary share capital of the company (excluding treasury shares and subsidiary holdings) as at the date of the general meeting at which the renewal of its share buyback mandate is approved (the “**Approval Date**”) (unless the company has effected a reduction of the share capital of the company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the company shall be taken to be the number of the issued ordinary shares of the company as altered, excluding any treasury shares and subsidiary holdings that may be held by the company from time to time). Shares which are held as treasury shares or subsidiary holdings will be disregarded for purposes of computing the 10% limit.

For illustrative purposes only, assuming that the Company has 895,841,914 Shares as at the date of the 2021 AGM (being the number of Shares as at the Latest Practicable Date, excluding treasury shares and subsidiary holdings and assuming no change in the number of Shares on or prior to the date of the 2021 AGM), not more than 89,584,191 Shares representing approximately 10% of the Company’s existing issued ordinary share capital (excluding treasury shares and subsidiary holdings) may be purchased or acquired by the Company, pursuant to the limits set out in the Companies Act.

Notwithstanding the above, subject to the limits under Section 761(1) of the Companies Act in respect of a company’s shares held in treasury, the maximum number of Shares that the Company can purchase or acquire and hold in treasury (assuming no change in the number of Shares held in treasury on or prior to the 2021 AGM) will be 80,632,791 Shares, instead of the aforesaid 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), i.e. 89,584,191 Shares. As such, the Company is seeking a Share Buyback Mandate to enable the Company to purchase or otherwise acquire Shares of up to a maximum of 80,632,791 Shares (the “**Prescribed Limit**”) at the 2021 AGM. Please refer to Section 1.7.2 of this Appendix for further details.

1.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (a) the date on which the next AGM of the Company is held or is 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 general meeting,

(the “**Relevant Period**”).

1.3.3 Manner of purchase of Shares

Purchases of Shares may be made by way of, *inter alia*:

- (a) on-market purchases (“**Market Purchase**”) transacted on the SGX-ST through the SGX-ST’s 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 may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual.

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (a) offers for the purchase or acquisition of shares are to be made to every person who holds shares to purchase or acquire the same percentage of their shares;
- (b) all of those persons have a reasonable opportunity to accept the offers made to them; and

- (c) the terms of all the offers are the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase in accordance with an equal access scheme, 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 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 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), giving 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.

1.3.4 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) Market Days, on which transactions in the Shares were recorded, in the case of a Market Purchase, preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the date of the Market Purchase; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein 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.

1.4 **Status of purchased Shares under the Share Buyback Mandate**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

1.5 Treasury shares

Under the Companies Act, Shares purchased or acquired 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:

1.5.1 Maximum holdings

The aggregate number of Shares held as treasury shares cannot at any time exceed 10% of the total number of Shares.

In the event that the number of treasury shares held by the Company exceeds 10% of the total number of Shares, the Company shall dispose of or cancel the excess Shares within six (6) months of the day on which such contravention occurs, or such further period as the Registrar of Companies may allow.

1.5.2 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 of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed, if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

1.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Pursuant to Rule 704(28) of the Listing Manual, the Company will immediately announce any sale, transfer, cancellation and/or use of treasury shares, including the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

1.6 Sources of funds for Share Buyback

The Companies Act permits the Company to make payment, pursuant to the purchase or acquisition of its own Shares, out of capital as well as from its distributable profits, so long as the Company is solvent. The Companies Act provides that a Company is solvent if at the date of the relevant payment, the following conditions are satisfied:

- (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 or acquisition of Shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal resources, external borrowings or a combination of both to finance purchases or acquisitions of Shares pursuant to the Share Buyback Mandate.

The Directors do not propose to exercise the Share Buyback Mandate in a manner and to such extent that the Group's working capital, current dividend policy and/ or ability to service its debts would be adversely affected.

1.7 Financial effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 December 2020, are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 January 2020 for the purpose of computing the financial effects on the EPS/LPS of the Group and the Company;
- (b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 January 2020 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share, gearing and current ratio of the Group and the Company; and
- (c) 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 purpose of computing the financial effects.

1.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the amounts paid by the Company for the purchase or acquisition of Shares are made out of profits, such amounts will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the amounts paid by the Company for the purchase or acquisition of Shares are made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by such amounts. The total amount of the purchase or acquisition price shall include any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares which is paid out of the Company's capital or profits.

1.7.2 Number of Shares acquired or purchased

Assuming there is no change in the number of Shares, and the number of Shares held in treasury on or prior to the date of the 2021 AGM:

- (i) as at the Latest Practicable Date, the Company has 895,841,914 issued Shares (excluding treasury shares and subsidiary holdings);
- (ii) the Company may purchase or acquire up to 89,584,191 Shares under the Companies Act (being 10% of its issued Shares (excluding treasury shares and subsidiary holdings));
- (iii) as at the Latest Practicable Date, the Company has 9,946,000 Shares held in treasury;
- (iv) the Company may hold up to 90,578,791 Shares in treasury (being 10% of its total number of Shares) pursuant to Section 76I(1) of the Companies Act; and
- (v) the Company may purchase or acquire up to 80,632,791 Shares under the renewed Share Buyback Mandate to be held as treasury shares.

As at the Latest Practicable Date, no Shares are reserved for issue by the Company.

For illustrative purposes, the Company has assumed that it will only purchase or acquire up to 80,632,791 Shares under the Share Buyback Mandate, to be held as treasury shares.

1.7.3 Maximum price paid for Shares acquired or purchased

In the case of Market Purchases by the Company:

Assuming the Company purchases or acquires 80,632,791 Shares at the maximum price of S\$0.0966 (equivalent to US\$0.0717) for one (1) Share (being the price equivalent to 5% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 80,632,791 Shares is approximately US\$5,781,371.

In the case of Off-Market Purchases by the Company:

Assuming the Company purchases or acquires 80,632,791 Shares at the maximum price of S\$0.1104 (equivalent to US\$0.0820) for one (1) Share (being the price equivalent to 20% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 80,632,791 Shares is approximately US\$6,611,889.

1.7.4 Illustrative financial effects

For illustrative purposes only, and on the basis of the assumptions set out below, the financial effects of the:

- (i) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and held as treasury shares; and
- (ii) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and cancelled,

based on the audited financial statements of the Group and the Company for FY2020 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Appendix.

Scenario 1(A)

Market Purchases of 80,632,791 Shares out of capital and held in treasury

As at 31 December 2020	Group		Company	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	US\$'000	US\$'000	US\$'000	US\$'000
Share Capital	72,648	72,648	72,648	72,648
Treasury Shares	(736)	(6,517)	(736)	(6,517)
Capital Reserve	1,276	1,276	180	180
Defined Benefit Plans Reserve	337	337	—	—
Fair Value Reserve	(742)	(742)	—	—
Revaluation Reserve	175	175	—	—
Other Reserve	(1,665)	(1,665)	—	—
Currency Translation Reserve	7,278	7,278	—	—
Retained Earnings	63,063	63,063	24,359	24,359
Non-Controlling Interests	10,104	10,104	—	—
Shareholders' Equity	151,738	145,957	96,451	90,670
NTA	138,404	132,623	96,398	90,617
Current Assets	340,782	337,891	38,679	35,788
Current Liabilities	233,985	236,875	19,290	22,180
Working Capital	106,797	101,016	19,389	13,608
Total Borrowings ⁽¹⁾	137,313	140,203	10,008	12,898
Cash and Cash Equivalents ⁽¹⁾	64,739	61,848	4,684	1,793
Net Profit/(Loss)	261	261	(2,218)	(2,218)
Number of Shares ⁽²⁾	895,841,914	815,209,123	895,841,914	815,209,123
Weighted Average Number of Shares	895,841,914	815,209,123	895,841,914	815,209,123
Financial Ratios				
NTA per Share (US\$ cents)	15.45	16.27	10.76	11.12
Basic EPS/(LPS) (US\$ cents) ⁽³⁾	0.03	0.03	(0.25)	(0.27)
Gearing % ⁽⁴⁾	90	96	10	14
Current Ratio (times) ⁽⁵⁾	1.46	1.43	2.01	1.61

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and assumes no change in the number of Shares on or prior to the date of the 2021 AGM.
- (3) EPS/(LPS) are computed based on FY2020 net profit/(loss) attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Scenario 1(B)

Off-Market Purchases of 80,632,791 Shares out of capital and held in treasury

As at 31 December 2020	Group		Company	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	US\$'000	US\$'000	US\$'000	US\$'000
Share Capital	72,648	72,648	72,648	72,648
Treasury Shares	(736)	(7,348)	(736)	(7,348)
Capital Reserve	1,276	1,276	180	180
Defined Benefit Plans Reserve	337	337	—	—
Fair Value Reserve	(742)	(742)	—	—
Revaluation Reserve	175	175	—	—
Other Reserve	(1,665)	(1,665)	—	—
Currency Translation Reserve	7,278	7,278	—	—
Retained Earnings	63,063	63,063	24,359	24,359
Non-Controlling Interests	10,104	10,104	—	—
Shareholders' Equity	151,738	145,126	96,451	89,839
NTA	138,404	131,792	96,398	89,786
Current Assets	340,782	337,476	38,679	35,373
Current Liabilities	233,985	237,291	19,290	22,596
Working Capital	106,797	100,185	19,389	12,777
Total Borrowings ⁽¹⁾	137,313	140,619	10,008	13,314
Cash and Cash Equivalents ⁽¹⁾	64,739	61,433	4,684	1,378
Net Profit/(Loss)	261	261	(2,218)	(2,218)
Number of Shares ⁽²⁾	895,841,914	815,209,123	895,841,914	815,209,123
Weighted Average Number of Shares	895,841,914	815,209,123	895,841,914	815,209,123
Financial Ratios				
NTA per Share (US\$ cents)	15.45	16.17	10.76	11.01
Basic EPS/(LPS) (US\$ cents) ⁽³⁾	0.03	0.03	(0.25)	(0.27)
Gearing % ⁽⁴⁾	90	97	10	15
Current Ratio (times) ⁽⁵⁾	1.46	1.42	2.01	1.57

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and assumes no change in the number of Shares on or prior to the date of the 2021 AGM.
- (3) EPS/(LPS) are computed based on FY2020 net profit/(loss) attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Scenario 2(A)

Market Purchases of 80,632,791 Shares out of capital and cancelled

As at 31 December 2020	Group		Company	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	US\$'000	US\$'000	US\$'000	US\$'000
Share Capital	72,648	66,867	72,648	66,867
Treasury Shares	(736)	(736)	(736)	(736)
Capital Reserve	1,276	1,276	180	180
Defined Benefit Plans Reserve	337	337	–	–
Fair Value Reserve	(742)	(742)	–	–
Revaluation Reserve	175	175	–	–
Other Reserve	(1,665)	(1,665)	–	–
Currency Translation Reserve	7,278	7,278	–	–
Retained Earnings	63,063	63,063	24,359	24,359
Non-Controlling Interests	10,104	10,104	–	–
Shareholders' Equity	151,738	145,957	96,451	90,670
NTA	138,404	132,623	96,398	90,617
Current Assets	340,782	337,891	38,679	35,788
Current Liabilities	233,985	236,875	19,290	22,180
Working Capital	106,797	101,016	19,389	13,608
Total Borrowings ⁽¹⁾	137,313	140,203	10,008	12,898
Cash and Cash Equivalents ⁽¹⁾	64,739	61,848	4,684	1,793
Net Profit/(Loss)	261	261	(2,218)	(2,218)
Number of Shares ⁽²⁾	895,841,914	815,209,123	895,841,914	815,209,123
Weighted Average Number of Shares	895,841,914	815,209,123	895,841,914	815,209,123
Financial Ratios				
NTA per Share (US\$ cents)	15.45	16.27	10.76	11.12
Basic EPS/(LPS) (US\$ cents) ⁽³⁾	0.03	0.03	(0.25)	(0.27)
Gearing % ⁽⁴⁾	90	96	10	14
Current Ratio (times) ⁽⁵⁾	1.46	1.43	2.01	1.61

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and 80,632,791 Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the 2021 AGM.
- (3) EPS/(LPS) are computed based on FY2020 net profit/(loss) attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Scenario 2(B)

Off-Market Purchases of 80,632,791 Shares out of capital and cancelled

As at 31 December 2020	Group		Company	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
	US\$'000	US\$'000	US\$'000	US\$'000
Share Capital	72,648	66,036	72,648	66,036
Treasury Shares	(736)	(736)	(736)	(736)
Capital Reserve	1,276	1,276	180	180
Defined Benefit Plans Reserve	337	337	–	–
Fair Value Reserve	(742)	(742)	–	–
Revaluation Reserve	175	175	–	–
Other Reserve	(1,665)	(1,665)	–	–
Currency Translation Reserve	7,278	7,278	–	–
Retained Earnings	63,063	63,063	24,359	24,359
Non-Controlling Interests	10,104	10,104	–	–
Shareholders' Equity	151,738	145,126	96,451	89,839
NTA	138,404	131,792	96,398	89,786
Current Assets	340,782	337,476	38,679	35,373
Current Liabilities	233,985	237,291	19,290	22,596
Working Capital	106,797	100,185	19,389	12,777
Total Borrowings ⁽¹⁾	137,313	140,619	10,008	13,314
Cash and Cash Equivalents ⁽¹⁾	64,739	61,433	4,684	1,378
Net Profit/(Loss)	261	261	(2,218)	(2,218)
Number of Shares ⁽²⁾	895,841,914	815,209,123	895,841,914	815,209,123
Weighted Average Number of Shares	895,841,914	815,209,123	895,841,914	815,209,123
Financial Ratios				
NTA per Share (US\$ cents)	15.45	16.17	10.76	11.01
Basic EPS/(LPS) (US\$ cents) ⁽³⁾	0.03	0.03	(0.25)	(0.27)
Gearing % ⁽⁴⁾	90	97	10	15
Current Ratio (times) ⁽⁵⁾	1.46	1.42	2.01	1.57

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and 80,632,791 Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the 2021 AGM.
- (3) EPS/(LPS) are computed based on FY2020 net profit/(loss) attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for FY2020 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate would authorise the Company to purchase or acquire Shares up to the Prescribed Limit, the Company may not necessarily purchase or acquire or be able to purchase or acquire Shares up to the Prescribed Limit. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.

1.8 Listing status of the Shares

Rule 723 of the Listing Manual requires a listed company to ensure that at least 10% of its total number of issued shares excluding treasury shares must be held by public shareholders. As at the Latest Practicable Date, approximately 38.46% of the issued Shares (excluding treasury shares and subsidiary holdings) are held by public Shareholders. As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the Prescribed Limit pursuant to the renewed Share Buyback Mandate, approximately 32.38% of the issued Shares (excluding treasury shares and subsidiary holdings) will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the Prescribed Limit pursuant to the renewed Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of 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.

1.9 Take-over implications

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

1.9.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

1.9.2 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), cooperate, 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:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies 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 the adviser and persons controlling, controlled by or under the same control as the adviser, and 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) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the above, and 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.

For this purpose, a company is an "associated company" of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

1.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months. The Directors and their concert parties will be exempted from the obligation to make a take-over offer subject to certain conditions, including, *inter alia*, the submission by each of the Directors of an executed form prescribed by the SIC within seven (7) days of the passing of the resolution to authorise the renewal of the Share Buyback Mandate.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be obliged to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the renewal of the Share Buyback Mandate.

1.9.4 Application of the Take-over Code

Details of the holdings in Shares by the Directors and Substantial Shareholders of the Company as at the Latest Practicable Date are set out in Section 2 below.

1.9.4.1 *Dr. Derek Goh, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse*

For the purposes of the Take-over Code, Dr. Derek Goh, our Executive Chairman and Group Chief Executive Officer, and Ms. Victoria Goh, Dr. Derek Goh's daughter and a Director, Business Development and Marketing of the Group, Mr. Sean Goh, Dr. Derek Goh's cousin and our Group Chief Operating Officer and Mr. Sean Goh's spouse, may be presumed to be acting in concert.

As at the Latest Practicable Date, the combined shareholding of Dr. Derek Goh, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse in the Company amounts to 363,200,370 Shares, representing approximately 40.54% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company.

Dr. Derek Goh, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse have not purchased any Shares in the six (6) months preceding the Latest Practicable Date.

1.9.4.2 *Consequence of Share Buybacks*

Based on 895,841,914 issued Shares of the Company (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, the exercise in full of the Share Buyback Mandate, given the limits under Section 76(1) of the Companies Act in respect of a Company's Shares held in treasury, up to the Prescribed Limit would result in the purchase of 80,632,791 Shares.

If the exercise in full of the Share Buyback Mandate by the Company ("**Full Share Purchase**") causes the aggregate voting rights of Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, to increase by more than 1% (assuming such increases occur within six (6) months), Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, would thereby incur an obligation to make a general offer under Rule 14 of the Take-over Code.

Based on the direct holdings of Shares of Dr. Derek Goh, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse as at the Latest Practicable Date and assuming that:

- (a) the Company undertakes Share Buybacks under the Share Buyback Mandate up to the Prescribed Limit as permitted by the Share Buyback Mandate;
- (b) there is no change in Dr. Derek Goh's, Ms. Victoria Goh's, Mr. Sean Goh's or Mr. Sean Goh's spouse's direct holdings of Shares between the Latest Practicable Date and the date of the 2021 AGM; and
- (c) there is no change in Dr. Derek Goh's, Ms. Victoria Goh's, Mr. Sean Goh's or Mr. Sean Goh's spouse's direct holdings of Shares between the date of the 2021 AGM and the date of the Full Share Purchase,

the aggregate voting rights of Dr. Derek Goh in the Company will increase from approximately 40.46% to approximately 44.47%, and the aggregate voting rights of Dr. Derek Goh, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse in the Company will increase from approximately 40.54% to approximately 44.55%.

In such event, Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, will, unless exempted, thereby incur an obligation to make a general offer under Rule 14 of the Take-over Code.

1.9.4.3 *Exemption under Section 3(a) of Appendix 2 of the Take-over Code*

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, would be eligible to be exempted from the obligation to make a general offer for the Company under Rule 14 of the Take-over Code as a result of the Company buying back its Shares pursuant to the renewed Share Buyback Mandate, subject to the following conditions:

- (a) the Letter to Shareholders on the Ordinary Resolution to contain advice to the effect that by voting to approve the renewal of the Share Buyback Mandate, Shareholders are waiving their rights to a general offer at the required price from Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, who, as a result of the Share Buybacks, would increase their voting rights by more than 1% in any period of six (6) months;
- (b) the Letter to Shareholders discloses the names of Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, and their voting rights at the time of the 2021 AGM and after the Company exercises the renewed Share Buyback Mandate in full;
- (c) the Ordinary Resolution is approved by a majority of those Shareholders present and voting at the 2021 AGM on a poll who could not become obliged to make a general offer for the Company as a result of the Company purchasing Shares under the Share Buyback Mandate;
- (d) Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, will abstain from voting on the Ordinary Resolution in respect of all their Shares as of the date of the 2021 AGM and/or abstain from making a recommendation to Shareholders to vote in favour of the Ordinary Resolution;
- (e) within seven (7) days after the passing of the Ordinary Resolution, Dr. Derek Goh to submit to the SIC a duly signed form as prescribed by the SIC; and
- (f) Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, together holding between 30% and 50% of the Company's voting rights, have not acquired and will not acquire any Shares between the date on which they know that the announcement of the renewal of the Share Buyback Mandate is imminent and the earlier of:
 - (i) the date on which authority for the renewed Share Buyback Mandate expires; and
 - (ii) the date on which the Company announces it has (a) bought back such number of Shares as authorised by Shareholders at the 2021 AGM, or (b) decided to cease buying back its Shares,

as the case may be, if such acquisitions, taken together with the Share Buybacks under the renewed Share Buyback Mandate, would cause the aggregate voting rights held by Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, in the Company to increase by more than 1% in the preceding six (6) months.

If the aggregate voting rights held by Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, increase by more than 1% solely as a result of the Company buying back Shares as authorised by the Share Buyback Mandate, and none of them has acquired any Shares during the period as defined in Section 1.9.4.3(f) above, then Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, would be eligible for the SIC's exemption from the obligation to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

Shareholders should note that by voting in favour of the Ordinary Resolution at the forthcoming 2021 AGM, Shareholders are waiving their rights to a general offer at the required price from Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable.

One of the conditions for exemption from the obligation to make a general offer under Rule 14 of the Take-over Code is the submission by Dr. Derek Goh to the SIC of a duly signed form as prescribed by the SIC ("**Form 2**"). As at the Latest Practicable Date, Dr. Derek Goh has informed the Company that he will be submitting a Form 2 to the SIC within seven (7) days after the passing of the Ordinary Resolution.

The Company understands that Dr. Derek Goh and parties acting in concert with him, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, have not acquired and will not acquire any Shares between the date on which they know that the announcement of the renewal of the Share Buyback Mandate is imminent and the earlier of:

- (i) the date on which authority for the renewed Share Buyback Mandate expires; and
- (ii) the date on which the Company announces it has (a) bought back such number of Shares as authorised by Shareholders at the 2021 AGM, or (b) decided to cease buying back its Shares,

as the case may be, if such acquisitions, taken together with the Share Buybacks under the renewed Share Buyback Mandate, would cause the aggregate voting rights held by Dr. Derek Goh and parties acting in concert with him, including Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, in the Company to increase by more than 1% in the preceding six (6) months.

Save as disclosed above, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting Shares should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase or acquisition of Shares by the Company pursuant to the renewed Share Buyback Mandate.

Appendix 2 of the Take-over Code requires that the resolution to authorise the renewal of the Share Buyback Mandate be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make a take-over offer under the Take-over Code as a result of the Share Buyback. Accordingly, the Ordinary Resolution is proposed to be taken on a poll, and Dr. Derek Goh, Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, if applicable, will abstain, and will procure their/ his concert parties (if any) to abstain, from voting on the Ordinary Resolution.

Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Buyback pursuant to the Share Buyback Mandate are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buyback Mandate is in force.

1.10 Reporting requirements

Within 30 days of the passing of a Shareholders' resolution to approve the proposed Share Buyback Mandate, the Directors shall lodge a copy of the relevant Shareholders' resolution with the Registrar of Companies (the "**Registrar**").

The Directors shall lodge with the Registrar a notice of share purchase within 30 days of a share purchase. Such notification shall include 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, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

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 the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.

Rule 886 of the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition 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 currently requires the inclusion of details of, *inter alia*, the total number of shares purchased or acquired, the purchase price per share or the highest and lowest prices paid for such shares, as applicable. Such announcement will be made in the form prescribed by the Listing Manual.

1.11 No purchases during price-sensitive developments

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, 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 or acquisition of Shares pursuant to the proposed Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices on dealings in securities under Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares during the period commencing one (1) month before the announcement of the Company’s half-year and full-year financial statements.

1.12 Shares purchased by the Company in the 12 months preceding the Latest Practicable Date

The Company has not purchased or acquired any Shares in the 12 months preceding the Latest Practicable Date.

2. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the Shares (as extracted from the Register of Directors’ shareholdings), and the interests of the Substantial Shareholders in the Shares (as extracted from the Register of Substantial Shareholders) are as follows:

	Number of Shares					
	Direct Interest ⁽¹⁾	% ⁽²⁾	Deemed Interest	% ⁽²⁾	Total Interest	% ⁽²⁾
Directors						
Derek Goh Bak Heng	362,491,070	40.46	71,000	0.01	362,562,070	40.47
Teo Ser Luck	—	—	—	—	—	—
Tan Lye Heng Paul	350,000	0.04	—	—	350,000	0.04
Ravindran s/o Ramasamy	—	—	—	—	—	—
Ng Cher Yan	150,000	0.02	—	—	150,000	0.02
Goi Kok Ming Kenneth	—	—	—	—	—	—
Substantial Shareholders						
Goi Seng Hui	122,760,938	13.70	24,862,800 ⁽³⁾	2.78	147,623,738	16.48

Notes:

- (1) Including Shares held under nominees accounts.
- (2) “%” is based on 895,841,914 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (3) Goi Seng Hui is deemed interested in the 24,862,800 shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act.

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective Associates has any interest, direct or indirect, in the Share Buyback Mandate.

3. ACTION TO BE TAKEN BY SHAREHOLDERS

- (a) The 2021 AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (b) To minimise physical interactions and COVID-19 transmission risks, Shareholders will not be able to attend the 2021 AGM in person. Shareholders will be able to watch the proceedings of the 2021 AGM through a live webcast via their mobile phones, tablets or computers or listen to these proceedings through a live audio feed via telephone. In order to do so, Shareholders must pre-register at <https://agm-serialsystem.com/> (“**AGM webcast registration and Q&A link**”) by 11.00 a.m. on Sunday, 25 April 2021 (“**Registration Deadline**”), to enable the Company to verify their Shareholders’ status. Following authentication of their status as Shareholders, authenticated Shareholders will receive an email by 9.00 p.m. on Tuesday, 27 April 2021 which contains a unique link, which they can click on to access the webcast and audio feed of the 2021 AGM proceedings. Shareholders who register by the Registration Deadline but do not receive the email response by 9.00 p.m. on Tuesday, 27 April 2021 may contact the Company for assistance at (65) 6510 2435.

- (c) Shareholders may submit questions, if any, relating to the Ordinary Resolution to be tabled for approval at the 2021 AGM. To do so, all questions must be submitted by 11.00 a.m. on 25 April 2021:
- (i) via the pre-registration link at <https://agm-serialsystem.com/>; or
 - (ii) in hard copy by post to the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554; or
 - (iii) by email to ecomm@serialsystem.com

Please note that Shareholders will not be able to ask questions at the AGM “live” during the “live” webcast or “live” audio feed. The Company will address substantial questions relating to the Ordinary Resolution during the 2021 AGM.

- (d) Shareholders (whether individual or corporate) who wish to exercise his/her/its voting rights at the 2021 AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the 2021 AGM. In appointing the Chairman of the Meeting as proxy, Shareholders (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a Ordinary Resolution in the instrument of proxy, failing which the appointment of the Chairman of the Meeting for the Ordinary Resolution will be treated as invalid.

CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on Friday, 16 April 2021.

- (e) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (f) The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:
- (i) if submitted by post, be deposited at the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554; or
 - (ii) if submitted electronically, be submitted via email to ecomm@serialsystem.com,

in either case, by 11.00 a.m. on Sunday, 25 April 2021, being no later than seventy-two (72) hours before the time appointed for holding the 2021 AGM, and in default the instrument of proxy shall not be treated as valid.

A Shareholder who wishes to submit his/her instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, Shareholders are strongly encouraged to submit completed proxy forms via email.

- (g) The Company's Annual Report 2020 and this Appendix may be accessed at:

https://www.serialsystem.com/wp-content/uploads/2021/SSL_AR_2020.pdf or
by scanning the QR code on the right.

The Annual Report 2020 and this Appendix will also be made available on SGXNET.



As the COVID-19 situation continues to evolve, we seek Shareholders' understanding that further measures and/or changes to the 2021 AGM arrangements may be made in the ensuring days up to the day of the 2021 AGM. Shareholders are advised to check the SGXNET and the Company's website at <https://www.serialsystem.com> regularly for updates on the 2021 AGM.

4. DIRECTORS' RECOMMENDATIONS

Save that Dr. Derek Goh has abstained from making any recommendation in respect of the proposed renewal of the Share Buyback Mandate, the Directors, having carefully considered, *inter alia*, the terms and rationale of the Share Buyback Mandate, are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the Share Buyback Mandate to be proposed at the 2021 AGM.

5. ABSTENTION FROM VOTING

In respect of the proposed renewal of the Share Buyback Mandate, Dr. Derek Goh, and Ms. Victoria Goh, Mr. Sean Goh and Mr. Sean Goh's spouse, will abstain, and will procure their concert parties (if any) to abstain, from voting in respect of their holdings of Shares on the Ordinary Resolution, and will not accept any appointment as proxies or otherwise for voting on the Ordinary Resolution unless specific instructions have been given in the proxy form(s) on how the votes are to be cast in respect of the Ordinary Resolution.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company 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 the 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 the 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 the Appendix in its proper form and context.

7. CONSENT

The legal adviser to the Company as to the Proposed Renewal of The Share Buyback Mandate, AEI Legal LLC, has given and has not withdrawn its written consent to the issue of this Appendix with the inclusion of its name herein and all references thereto in the form and context in which it appears in this Appendix and to act in such capacity in relation to this Appendix.

8. DOCUMENTS FOR INSPECTION

A copy of the following documents may be requested from the Company via email at ecomm@serialsystem.com from the date of this Appendix up to and including the date of the 2021 AGM:

- (a) the Annual Report 2020; and
- (b) the Constitution.

Yours faithfully

For and on behalf of the Board of Directors of
SERIAL SYSTEM LTD

Dr. Derek Goh Bak Heng
Executive Chairman and Group CEO

SERIAL SYSTEM LTD

Company Registration No.199202071D
(Incorporated in the Republic of Singapore)

PROXY FORM ANNUAL GENERAL MEETING

This form of proxy has been made available on SGXNET and the Company's website at <https://www.serialsystem.com> and may be accessed at https://www.serialsystem.com/wp-content/uploads/2021/SSL_AR_2020.pdf
Printed copies of this form of proxy will not be despatched to members.

IMPORTANT:

- To minimise physical interactions and COVID-19 transmission risks, a member will not be able to attend the Annual General Meeting ("AGM") in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting for that resolution will be treated as invalid.
- For CPF/SRS investors who have used their CPF/SRS monies to buy shares in Serial System Ltd, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes at least 7 working days before the date of the meeting (i.e. by 5.00 p.m. on 16 April 2021).
- By submitting an instrument appointing the Chairman of the Meeting as proxy, a member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 April 2021.

I/We*, _____ (Name) _____ (NRIC/Passport/Co.Reg No.)

of _____ (Address)

being a Member/Members* of Serial System Ltd (the "Company"), hereby appoint:

The Chairman of the Meeting as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the Annual General Meeting (the "AGM") of the Company to be convened by way of electronic means on Wednesday, 28 April 2021 at 11.00 a.m. and at any adjournment thereof.

I/We* direct the Chairman of the Meeting as my/our* proxy to vote for, against and/or to abstain from voting on the resolutions to be proposed at the AGM as indicated below. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as my/our* proxy for that resolution will be treated as invalid.**

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to exercise all your votes "For" or "Against" the relevant resolution or to abstain from voting on the relevant resolution, please indicate with an "X" in the relevant box provided below. Alternatively, if you wish the Chairman of the Meeting as your proxy to exercise some of your votes "For" or some of your votes "Against" the relevant resolution, and/or to abstain from voting on the relevant resolution, please insert the relevant number of votes in the relevant boxes provided below).

No.	Ordinary Resolutions relating to:	For	Against	Abstain
	Ordinary Business			
1	Adoption of Audited Financial Statements and Directors' Statement and Auditor's report for the financial year ended 31 December 2020			
2	Declaration of Final Cash Dividend as recommended by the Directors			
3	Approval of payment of Directors' Fees for the financial year ending 31 December 2021 payable quarterly in arrears			
4	Re-election of Mr. Teo Ser Luck as a Director of the Company			
5	Re-election of Mr. Ng Cher Yan as a Director of the Company			
6	Approval of Mr. Ng Cher Yan's continued appointment as an Independent Director of the Company by all shareholders			
7	Approval of Mr. Ng Cher Yan's continued appointment as an Independent Director of the Company by shareholders (excluding the Directors and Chief Executive Officer of the Company and their respective associates)			
8	Approval of Mr. Tan Lye Heng Paul's continued appointment as an Independent Director of the Company by all shareholders			
9	Approval of Mr. Tan Lye Heng Paul's continued appointment as an Independent Director of the Company by shareholders (excluding the Directors and Chief Executive Officer of the Company and their respective associates)			
10	Approval of Mr. Ravindran s/o Ramasamy's continued appointment as an Independent Director of the Company by all shareholders			
11	Approval of Mr. Ravindran s/o Ramasamy's continued appointment as an Independent Director of the Company by shareholders (excluding the Directors and Chief Executive Officer of the Company and their respective associates)			
12	Re-appointment of Moore Stephens LLP as Auditors and authorisation for the Directors to fix their remuneration			
	Special Business			
13	Approval of Share Issue Mandate			
14	Authority to offer and grant Share Options and to allot and issue Shares under the Serial System Employee Share Option Scheme 2014			
15	Approval of renewal of the Share Buyback Mandate			

Dated this _____ day of _____ 2021

Total number of Shares held in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) / Common Seal of Corporate Shareholder

*Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF

Explanatory Notes For Proxy Form

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. To minimise physical interactions and COVID-19 transmission risks, a member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument of proxy, failing which the appointment of the Chairman of the Meeting for that resolution will be treated as invalid.
3. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks/ SRS Operators to submit their votes by 5.00 p.m. on Friday, 16 April 2021.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted in the following manner:
 - (a) if submitted by post, be deposited at the registered office of the Company at 8 Ubi View #05-01 Serial System Building Singapore 408554; or
 - (b) if submitted electronically, be submitted via email to ecomm@serialsystem.com,

in either case, by 11.00 a.m. on Sunday, 25 April 2021, being no later than seventy-two (72) hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be signed under the hand of the appointer or by his/her attorney duly authorized in writing. Where the instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorized officer.
7. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), be attached to the instrument of proxy, failing which the instrument of proxy may be treated as invalid.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument of proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointer, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

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

SINGAPORE
CHINA
HONG KONG
INDIA
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MALAYSIA
PHILIPPINES
SOUTH KOREA
TAIWAN
THAILAND
VIETNAM



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