

ANNUAL REPORT

**MIQ**

MTQ Corporation Limited

**2015/2016**



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## VISION

To be the leader in the fields that we operate.

## MISSION

Provide our customers service quality, our employees job satisfaction and our shareholders return on their investments at a level which meets and surpasses their expectations.

## CORE VALUES

be **S**incere in all our intentions  
be **T**ransparent in all that we do  
be **A**lert to the needs of others  
be **R**esponsible in delivering

## CORPORATE PROFILE

MTQ Corporation Limited (“MTQ” or the “Group”) specialises in engineering solutions for oilfield equipment, including repair, manufacture and rental operations, supply of oilfield equipment and tools, engineering services with a focus in subsea and topside services, as well as pipe support and pipe suspension products. Well-known for its broad experience for over 30 years and commitment to service quality, the Group is the authorised working partner for some of the world’s largest OEMs in drilling equipment and is accredited to carry out manufacturing and repair works in accordance to American Petroleum Institute Standards.



## MILESTONES

|      |   |
|------|---|
| 2014 | Expanded into design and manufacturing of proprietary and custom-built pipe support and pipe suspension through acquisition of Binder Group which has production facilities in Perth and Indonesia                  |
| 2012 | Acquisition of Neptune Marine Services Limited located in Perth, Western Australia, which provides engineering services with a focus of subsea and topside services and has operational presence in the UK and Asia |
| 2011 | Acquisition of Premier Group which repair and manufacture oilfield equipment as well as supply oilfield equipment and tools manufactured by some of the leading global brands                                       |
| 2009 | Incorporated MTQ Oilfield Services W.L.L in Bahrain to provide services to the oil and gas industry in Bahrain and Gulf states  |
| 2003 | Metalock (Singapore) Limited (originally known as Metalock (Singapore) Pte Ltd) renamed to MTQ Corporation Limited and expanded into fuel injection business in Australia   |
| 2002 | Divestment of marine related businesses   |
| 1999 | Listed on SGX Mainboard and expanded into sales and repair of turbochargers business in Australia   |
| 1988 | Listed on SGX SESDAQ  |
| 1969 | Metalock (Singapore) Pte Ltd was incorporated as private limited company in Singapore and subsequently embarked on oilfield engineering, fabrication and equipment rental businesses                                |
| 1959 | Commenced operations in Singapore as Metalock (Far East) Ltd to set up a branch specialising in repairs of marine equipment   |

## OUR SERVICES

**With the combined engineering capabilities of our accredited facilities at MTQ Engineering, Bahrain, Pemac and Binder Group, we are able to offer complete manufacturing, repair and refurbishment services to the oil and gas industry. Our services include:**

- ✓ Oilfield equipment supply
- ✓ Equipment component manufacturing
- ✓ Remanufacturing of most drilling tools
- ✓ Oilfield equipment design and engineering services
- ✓ Equipment recertification and rig inspections
- ✓ General oilfield fabrication and welding
- ✓ Design and manufacturing of pipe support products

**Some of the products that we represent for sale and rental are:**

- ✓ All forms of drilling spools, adaptors and related pressure control drilling equipment
- ✓ Heat exchanger mud coolers
- ✓ Shale shakers
- ✓ Drilling handling tools
- ✓ BOP pressure test units and torque tools
- ✓ Valves, including safety and drilling diverter valves
- ✓ Mud pumps
- ✓ Drillpipe protectors

**Our key certifications include:**

- ✓ API
- ✓ DNV
- ✓ ASME

**Within the Neptune Marine division, some of the key services that we offer to the international oil and gas, marine and renewable energy industries include:**

- ✓ Diving services
- ✓ Asset integrity services
- ✓ Positioning geophysical and geotechnical services
- ✓ Underwater welding
- ✓ Subsea engineering
- ✓ Subsea stabilisation
- ✓ ROV services
- ✓ Manufacturing, assembly and testing

**Within the Engine Systems division, we offer a wide range of specialty products and services including:**

- ✓ Diesel fuel injection
- ✓ Turbochargers
- ✓ Performance parts
- ✓ Automotive parts
- ✓ Industrial specialty products
- ✓ Remanufacturing

## CHAIRMAN'S STATEMENT



"At this point, the prospects of a quick recovery look difficult. In the meantime, all our businesses will focus on opportunities.... working closely with key customers....on maintenance and other service-related opportunities."

**Kuah Kok Kim**  
Chairman

### DEAR SHAREHOLDERS,

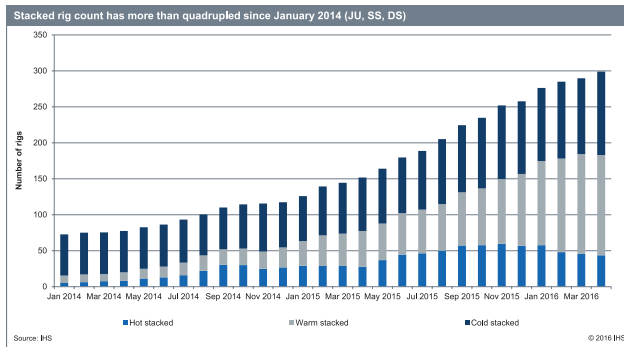
For the financial year ended 31 March 2016, MTQ Group ("MTQ" or "the Group") recorded revenue of S\$221.8 million, a decline of 25% from the previous year. A loss attributable to shareholders was S\$18.5 million, which included goodwill impairment charges of S\$5.8 million and asset impairment charges of S\$7.1 million. Excluding the impairments, the Group recorded post tax losses of S\$6.8 million. The year has been a difficult one for the oil and gas industry as a whole.

Since the oil price started to fall in October 2014, the industry has struggled with the effects of excess production and capacity. Prices are expected to remain mired at the current US\$33-US\$55 range. Many companies in the sector are struggling to remain profitable at such levels.

Global rig utilization continues to be remain low. At the same time, we continue to see delivery of new capital acquisitions being deferred. A sizeable number of rigs and floaters are stacked awaiting work opportunities. The over investment of the last decade in capital assets was driven by sentiment and low interest rates. This overhang will continue to cast a pessimistic cloud over the asset sector until we see older assets being extensively retired or scrapped and drilling activities increase. Even within the more profitable LNG downstream areas, several major projects in the US and Asia have also been delayed in line with global markets.

Production activities have continued but service companies have had to settle for lower prices in this environment. Within our Group, we have seen

## CHAIRMAN'S STATEMENT



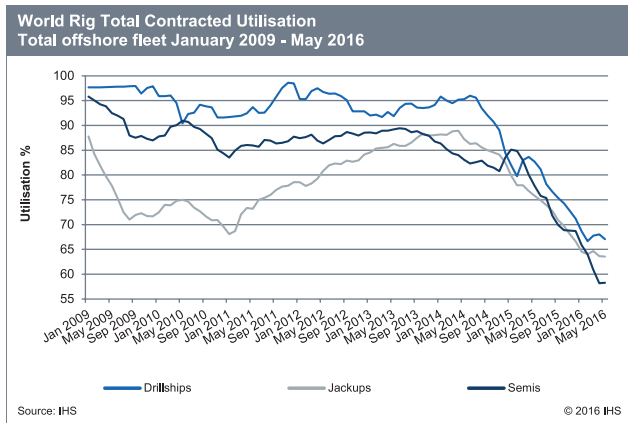
Source : IHS Petrodata WorldRig Forecast: Short Term Trends May 2016

production activity remain reasonably robust in the Middle East but weaker in Asia and in the North Sea.

For the year, lower revenues were recorded for all the Divisions within the Group. Losses in Binder pushed the Oilfield Service Division into an overall operating loss whereas Engine Systems Division remained marginally profitable at an operating level. Corporate overheads and impairments added to the overall loss recorded for the year.

At this point, the prospects of a quick recovery look difficult. In the meantime, all our businesses will focus on opportunities which remain in the market, working closely with key customers with the focus on maintenance and other service-related opportunities.

Overall, the Group's financial position remains healthy which allows us to support existing businesses through this downturn. We have recently refinanced some committed bank facilities, reduced the outstanding debt and stretched out the debt maturity. We have no capital market debt. We have a modest net gearing of 14% and cash balances of S\$25.0 million. That said, the Board is not recommending any dividend for the year. The negative outlook and the likelihood that



Source : IHS Petrodata WorldRig Forecast: Short Term Trends May 2016

any recovery will take time, has compelled us to take a prudent approach in conserving our cash resources. This is not something we take lightly, given our long track record of paying out steady dividends. It is a decision I personally regret having to do so and I want to thank all our shareholders for their understanding.

I personally want to thank the support of all the people who work for MTQ Group. We have had to ask many of our staff to make pay sacrifices, including our directors. I appreciate that they are all doing their part to try and help the company tide through this period.

It gives me little comfort to repeat comments about ours being a cyclical business when we are currently in a deep trough. Nonetheless, I am confident that demand for energy will continue to grow into the long term and once the supply imbalances are corrected, our businesses will regain their profitability.

## GROUP CEO'S STATEMENT

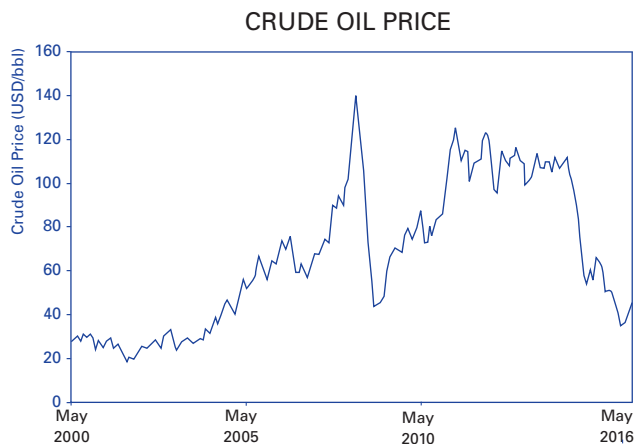
"In the meantime, our businesses will focus on the opportunities available, raising utilization, developing new capabilities, preserving cash..."

**Kuah Boon Wee**  
Group Chief Executive Officer



## BUSINESS REVIEW

### A COMPETITIVE LANDSCAPE



The year has seen oil prices remain depressed and there is growing realization that recovery while a certainty is not imminent. Physical demand for fossil fuels has remained steadily growing and inelastic despite

price movements but supply only started to recede in mid-2015 with storage demand still strong globally. Middle Eastern and Russian production has remained consistent with Iran poised to recover some lost market share while shale output continues to fall. International oil companies have continued to make significant cuts to capital expenditure into 2016 and beyond. The bulk of these cuts will be felt this year. Within Australia, mega projects like Gorgon and Ichthys are starting the process of adding LNG supply to the global marketplace but projects on the drawing board like Browse have been delayed and will remain on the backburner till the supply situation improves.

Another theme prevalent in our industry is that of consolidation. We have seen Shell completed the acquisition of BG Group in February and Schlumberger completing its merger with Cameron in April 2016. Technip and FMC have announced their intention to merge. Such consolidation within every segment

## GROUP CEO'S STATEMENT

of the oil and gas supply chain will continue even if transactions like Haliburton and Baker fail to complete due to legislative challenges.

### OILFIELD ENGINEERING – PREPARING FOR RECOVERY

The Oilfield Engineering business comprises our engineering facilities in Pandan Loop and Loyang in Singapore, our facility in Bahrain and the Binder Engineering Group with facilities in Perth, Australia and Jakarta, Indonesia. The Group recorded a disappointing year with lower drilling activity affecting the South East Asia market leading to an overall operating loss in Singapore. Our capabilities in Bahrain continue to improve and we have successfully broadened our work scope with key OEMs like NOV and GE. Cladding and coating are some of the additional services we offer our customers. We also continue to establish our reputation with drilling contractors as the independent vendor of choice in the Saudi market. We are looking to develop more resources to broaden our range of operations to cover other Middle East countries like Kuwait and Iraq. In a low oil price world, the Middle East prevails as a low cost producer and as a team we continue to grow our presence in the wider market. Our revenues in Bahrain remain skewed towards maintenance opportunities which remain healthy. However, customers are looking to achieve cost savings given their significantly reduced revenues and this continues to put us under pricing pressure.

For our pipe support activities, Binder Group continues to focus on new capital projects in the downstream sector. In the course of the year, we have been successful in projects in Asia and the United States. Notable awards have included the SLNG project in Singapore and projects in Malaysia, India and Australia. However, overall levels of revenue within the business remain well below our expectations when we acquired the business. We have continued to trim headcount and reduce overheads in both Perth and Indonesia as we respond to the market environment. In the light of the losses in recent years, we have decided to write-off the residual goodwill arising from the acquisition

and are taking an impairment charges of S\$5.8 million. We remain confident that LNG plants will continue to be developed moving ahead, notably in markets like the Middle East, India and the United States. Power projects will also drive opportunities. We have also started the process to position the Indonesian facility to take on other Group capabilities.

In Singapore, workshop activity in Loyang and Pandan Loop continued to remain low compared to pre-2014. Revenue has dropped on the back of reduced manufacturing inquiries and lower maintenance sales. Lower oil prices have also cascaded into lower margins for successful quotes. The level of maintenance being incurred in the region has been reduced in line with fewer assets in usage. With new builds tapering off, the steady stream of contract manufacturing to fulfil new orders has also diminished, this segment is likely to remain quiet for the foreseeable future.

We have broadened our service offering to include offsite maintenance and repair to help our customers avoid downtime. In the year, we have sent teams to the Caribbean, the Middle East, Africa and throughout Asia to provide service support. We have also broadened our engagement in other industries to tap new maintenance markets, focusing on downstream plant and general industrial needs. While headcount reduction and other cost reductions have been necessary, the business continues to devote resources to positioning for future opportunities. We are working with research organizations to introduce new welding technologies as well as improved job tracking software. Manpower continues to be an important issue to manage, short term cost savings could lead to long term loss of capabilities. We remain patient in managing that balance in Singapore.

### NEPTUNE MARINE – SUSTAINABLE PERFORMANCE

Neptune recorded lower revenues for the year of S\$120.6 million. Translation differences accounted for a part of the overall decline of 21% with the bulk of the decline in Diving and Asset Integrity. Notwithstanding

## GROUP CEO'S STATEMENT

that and excluding asset impairments, Neptune recorded a modest operating loss. Steady contributions were recorded by most of the businesses, with focus on executing well on niche services and packaging services effectively. ROV utilization was lower from the 4th quarter of the year. The UK businesses also suffered from reduced engineering and fabrication inquiries throughout the year.

Our activities are very much focused on shallow water subsea and production activity, mostly in Australia but increasingly in South East Asia and the Middle East. While maintenance on existing platforms and installations has remained, the reduction in new development expenditure and competitive pricing has put pressure on overall margins this year. Downsizing among oil companies and international service companies has been very noticeable in Perth throughout 2015/16. We discontinued our vessel joint venture on the Dryden but continue to look for opportunities to partner with vessel owners on diving and survey opportunities. Our track record with oil majors operating in Australia has continued to grow. Utilization of our ROV fleet started to decline in the 4th quarter as a combination of expenditure reduction and new assets created excess supply. We have reviewed the carrying values of our ROV fleet of some S\$15 million and felt that some impairment is warranted in this current market. Consequently, a charge of S\$7.1 million was recorded in the 4th quarter of the year. We continue to remain active in marketing our fleet, focusing on some of the newer assets we have acquired in the last 24 months. Good progress continues to be made in the Middle East in growing the subsea stabilization business outside of Australia. We continue to remain a partner with oil producers like BP and Total in supporting their engineering activities in the North Sea. Our focus remains to build a reputation as a strong regional service provider, with our customer-focused mindset differentiating us from larger international competitors. However, in this current market, price competition is intense.



Overall, our Oilfield Engineering and Neptune Marine businesses are making good progress in helping MTQ Group to develop its presence as a specialist subsea service provider of choice in its chosen markets. Our strategy of developing a more comprehensive range of services, both geographically and functionally, so that our potential work scopes with our oil and gas customers can increase remains a sound one. However, we have to focus on utilization of our capabilities and trim where needed in the short term while preparing for recovery.

### ENGINE SYSTEMS – IMPROVING OUR RETURN ON EQUITY

The Engine Systems business remained profitable but also suffered lower revenue for the full year. The mining sector has suffered this past year and this has affected revenue in key markets. The composition of our network has been static for several years and we took a decision to close Darwin, which has struggled as well as consolidate activities within Queensland to reduce duplication. There has been some consolidation within the industry for independent distributors so we will continue to watch developments. In the meantime, the management team remains focused on branch profitability and serving national and regional customers in a cost effective manner.



## GROUP CEO'S STATEMENT

### PEOPLE AND SAFETY

The Group recorded another year of good safety performance. Minimal incidents were noted and an improved culture of safety reporting in all parts of the Group have helped. That said, it only takes one failing to undermine many successes. We have strengthened our resources notably in the Middle East and want to develop a reputation as an employer that does not compromise worker safety. Education and training remain important areas of emphasis. Neptune achieving 5-6 years of zero incidents in several business units is a great achievement.

It has been a sobering year re employment in the oil and gas industry, particularly in upstream drilling and exploration. Job losses at all levels have occurred and are continuing. Our own headcount numbers reflect a 10% reduction though most have been due to natural attrition. This trend will continue. Bonuses and increments have been curtailed and even base salaries have not been spared as companies grapple with the need to address utilization and readjust to a world with crude oil and gas prices are poised to stay well below recent highs for some time. We are taking the opportunity to make sure we address training of our workforce in this downturn while also assessing individual contract renewals. Specifically in Singapore, we are taking the patient route in preserving core competence in manpower. Ours is a structurally challenging sector given the decline in population. With government measures to restrict the growth of foreign workers in Singapore set to remain, the Group has to balance utilization with availability when the industry recovers. We embrace re-employment and are keen to enhance the working lives of our employees where we can.

Our strategy in Bahrain remains to source local candidates and train them at our facility while augmenting overall numbers by recruitment from overseas for experienced and managerial positions. Another year of experience has been chalked up by our workforce, which augurs well. We continue to tap on

the Group resources while building the Bahrain team for the future.

The total staff strength for the Group is about 1,138, broken down by geographical segments as follows:

| Country          | Headcount as at 31 March 2016 | Headcount as at 31 March 2015 |
|------------------|-------------------------------|-------------------------------|
| Singapore        | 247                           | 276                           |
| Bahrain          | 132                           | 130                           |
| Australia and UK | 418                           | 505                           |
| Indonesia        | 341                           | 364                           |
|                  | <b>1,138</b>                  | <b>1,275</b>                  |

### THE CHALLENGE AHEAD

There is growing realization that global growth and by extension, global demand for energy will remain muted. This should mean that while oil prices will recover, it may not recover the dizzy heights of pre-2015 soon. In the meantime, our businesses will focus on the opportunities available, raising utilization, developing new capabilities, preserving cash and working closely with customers, employees and all stakeholders. We will watch our cost base carefully. Our management team and workforce are experienced professionals. As a leadership team, the Board takes a long term view and the Group will continue to focus on the interests of all shareholders so that we can emerge stronger into better markets.

## BOARD OF DIRECTORS



**KUAH KOK KIM**  
*Chairman*



**KUAH BOON WEE**  
*Group Chief Executive Officer*



**NICHOLAS CAMPBELL COCKS**  
*Lead Independent Director*



**CHEW SOO LIN**  
*Independent Director*



**CHRISTOPHER HO HAN SIONG**  
*Independent Director*



**HUANG YUAN CHIANG**  
*Independent Director*



**ONG CHOO ENG**  
*Independent Director*

## BOARD OF DIRECTORS

### KUAH KOK KIM

*Chairman*

Mr. Kuah joined the Board on 1 January 1997, was appointed as Executive Chairman on 9 September 1997 and was the Chief Executive Officer of the Group until 30 June 2010. He was re-designated to Non-Executive Chairman on 1 October 2012 and was last re-appointed as Director at MTQ's Annual General Meeting on 31 July 2015.

Mr. Kuah possesses extensive business experience which was accumulated through his many years of involvement in the marine logistics as well as oil and gas related industries.

### KUAH BOON WEE

*Group Chief Executive Officer*

Mr. Kuah joined the Board on 10 October 2006 and was appointed Group Chief Executive Officer on 1 July 2010. He was last re-elected as Director at MTQ's Annual General Meeting on 26 July 2013. A UK qualified chartered accountant with a university degree in mechanical engineering, he was previously a senior management executive of PSA International Pte Ltd, having served as CEO of PSA Singapore terminals.

### NICHOLAS CAMPBELL COCKS

*Lead Independent Director*

Mr. Cocks joined the Board as a Director on 1 October 2010 and was last re-elected as Director at MTQ's Annual General Meeting on 25 July 2014. He was appointed as Lead Independent Director on 6 May 2013 and is also a member of the Remuneration Committee. Mr. Cocks graduated from Australian National University, Canberra with a degree in Commerce. Mr. Cocks is the Chief Executive Officer of Readymix Group.

### CHEW SOO LIN

*Independent Director*

Mr. Chew joined the Board on 18 May 2012 and was last re-elected as Director at MTQ's Annual General Meeting on 31 July 2015. He was appointed as Chairman of the Audit Committee on 1 August 2012. Mr. Chew is a chartered accountant qualified in UK. Mr. Chew is currently the Executive Chairman of Khong Guan Flour Milling Limited.

### CHRISTOPHER HO HAN SIONG

*Independent Director*

Mr. Ho joined the Board as a Director on 30 October 2007 and was last re-elected as Director at MTQ's Annual General Meeting on 26 July 2013. He is a member of the Audit Committee. Mr. Ho graduated from the University of Wisconsin at Madison, USA, in 1989, with a double degree in Computer Engineering and Computer Science. Mr. Ho is currently the Senior Vice President for Investments in TaiTak Securities Pte Ltd.

### HUANGYUAN CHIANG

*Independent Director*

Mr. Huang joined the Board on 8 August 2001 and was last re-elected as Director at MTQ's Annual General Meeting on 31 July 2015. He is Chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Huang has degrees in Economics and Law and is a lawyer by training and was a banker by vocation. Mr. Huang also serves on the board of several other listed companies.

### ONG CHOO ENG

*Independent Director*

Mr. Ong joined the Board on 9 September 1997 and was last re-appointed as Director at MTQ's Annual General Meeting on 31 July 2015. He is a member of the Remuneration Committee. Mr. Ong obtained a Bachelor of Science (Honours) Degree in Civil Engineering and a Master of Science Degree in Advanced Structural Engineering from Queen Mary College, University of London, in 1966. He was elected a Fellow of Queen Mary College, University of London, in 1990. Mr. Ong is a member of the Institution of Engineers (Singapore). Mr. Ong is currently the Group Managing Director of Hwa Hong Corporation Limited.

## SENIOR MANAGEMENT

### CORPORATE OFFICE

#### DOMINIC SIU MAN KIT

*Group Chief Financial Officer and Company Secretary*

Mr. Siu graduated with a Bachelor of Civil and Structural Engineering (Honours) degree and is a chartered accountant qualified in UK. He is an experienced senior finance manager and has held senior finance positions in Greater China and South East Asia regions.



#### TAN CHEE KEONG

*Group Human Resources Director*

Mr. Tan holds a Master of Science (Information Studies) and has 16 years of experience working in Human Resources Management. He has worked for both Singapore-based Government Linked Corporations, as well as multinational companies with international operations.



### OILFIELD ENGINEERING DIVISION

#### VINCENT TAN

*Managing Director – MTQ Engineering Pte Ltd*

Mr. Tan holds a Masters of Business Administration with Distinction and a Bachelor of Mechanical Engineering (Honours). He joined MTQ Engineering Pte Ltd in June 2012. Mr. Tan has over 16 years experience in general and operations management in the oil and gas industry. Prior to joining MTQ, Mr. Tan was the Director of Sales, Pacific Rim of National Oilwell Varco – Fiber Glass Systems Division.



#### IAN ROBERT HORTIN

*Managing Director – Premier Sea & Land Pte Ltd*

Mr. Hortin has extensive experience and technical knowledge of the offshore and onshore drilling industry, having worked on various high profile drilling projects in various parts of the world. He is responsible for developing the Premier Group's business in the drilling industry and expanding international sales.



### OILFIELD ENGINEERING DIVISION

#### SUMARDI BIN SIDI

*General Manager – Pemac Pte Ltd*

Mr. Sidi has over 32 years experience in repair, manufacturing and remanufacturing of API Product Specification (5CT, 7-1, 6A 16A and 16C ) servicing drilling contractors in the region. He has extensive knowledge and experience in quality control and assurance. He is a Certified Welding Inspector with the American Welding Society. Mr. Sidi is responsible for the oilfield engineering business located at Loyang Singapore.



### NEPTUNE

#### ROBIN KING

*Chief Executive Officer – Neptune Marine Services Limited*

Mr. King holds a Masters of Business Administration and a Bachelor of Civil Engineering (First Class Honours). He has worked in the international oil and gas industry since 1982, focusing mainly in the offshore and subsea sectors. Prior to being appointed CEO at Neptune in 2010, Mr. King was the CEO of Technip Subsea 7 Asia Pacific, responsible for operations throughout Oceania and South East Asia.



### ENGINE SYSTEMS DIVISION

#### LES HEALEY

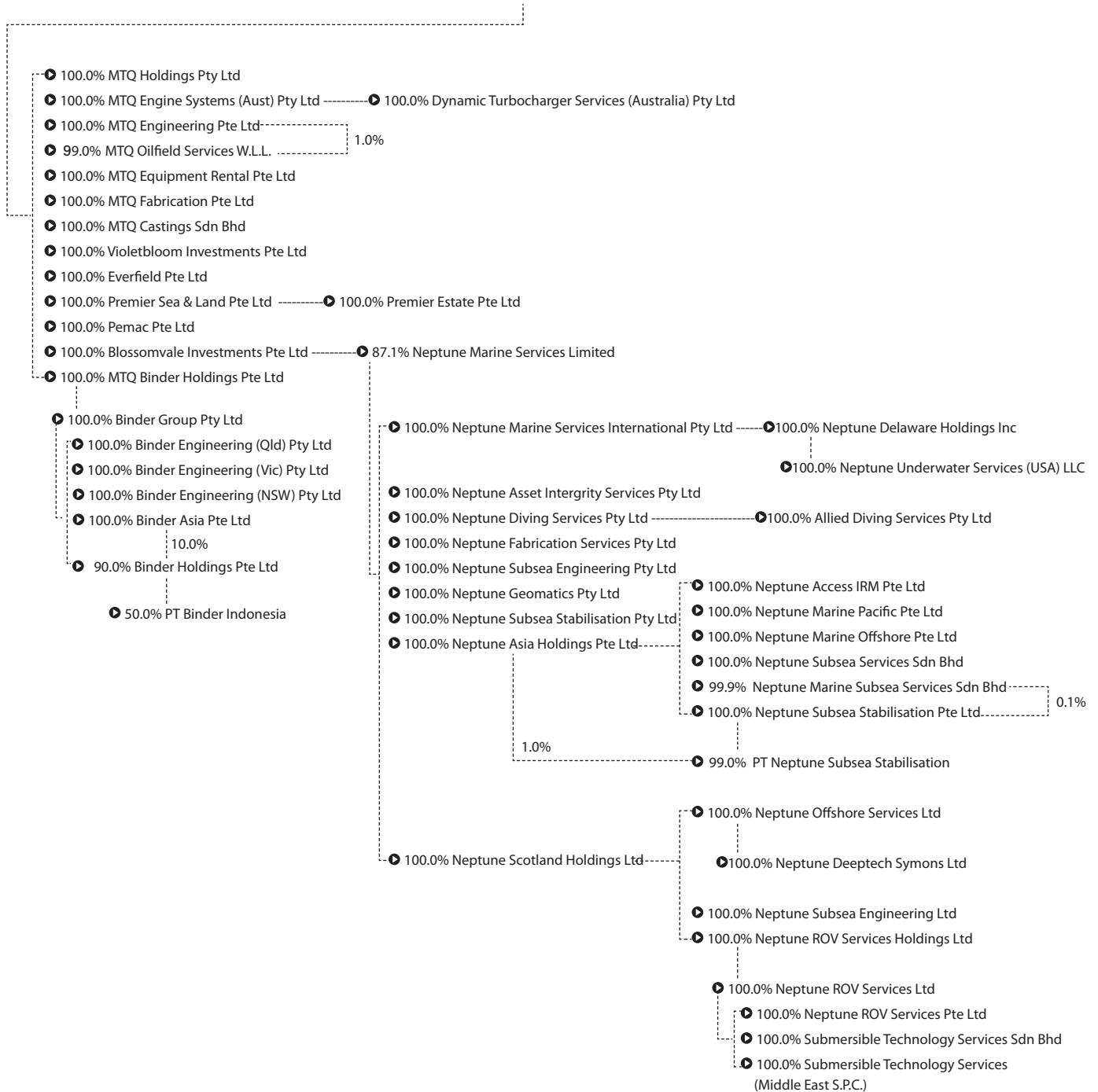
*Managing Director – MTQ Engine Systems (Aust) Pty Ltd*

Mr. Healey has a Bachelor degree in Arts and Economics. He joined MTQ Engine Systems (Aust) Pty Ltd in 2004. Mr. Healey has extensive experience and networks in industrial markets and engine systems, having held senior management positions with Hasting Deering (Caterpillar Dealer), Komatsu in the Western Australia Region and the Repco Group.



# GROUP STRUCTURE

(as at 10 June 2016)



## FIVE-YEARS FINANCIAL PROFILE

|  | 2016            | 2016 <sup>1</sup> | 2015           | 2015 <sup>1</sup> | 2014           | 2013           | 2012           |
|--|-----------------|-------------------|----------------|-------------------|----------------|----------------|----------------|
| <b>For the year (in S\$'000)</b>                               |                 |                   |                |                   |                |                |                |
| Revenue  | 221,788         | 221,788           | 295,640        | 295,640           | 313,330        | 208,746        | 128,395        |
| EBITDA   | (7,452)         | 5,523             | 24,259         | 31,087            | 43,297         | 30,603         | 21,068         |
| (Loss) / Profit before tax                                     | (22,772)        | (9,797)           | 9,177          | 16,005            | 29,911         | 20,642         | 13,898         |
| (Loss) / Profit after tax                                      | (19,381)        | (6,764)           | 5,474          | 12,302            | 24,650         | 16,639         | 14,607         |
| (Loss) / Profit attributable to owners of the Company          | (18,467)        | (6,719)           | 5,021          | 11,849            | 23,878         | 15,397         | 14,607         |
| <b>At year end (in S\$'000)</b>                                |                 |                   |                |                   |                |                |                |
| Net current assets   | 66,444          | 66,444            | 82,389         | 82,389            | 83,631         | 85,888         | 26,865         |
| Total assets   | 198,092         | 198,092           | 256,405        | 256,405           | 271,309        | 257,042        | 164,018        |
| Total liabilities  | 84,718          | 84,718            | 118,055        | 118,055           | 130,997        | 136,283        | 77,886         |
| Net debt <sup>2</sup>  | 19,120          | 19,120            | 16,297         | 16,297            | 28,445         | 32,664         | 18,611         |
| Shareholders' funds  | 105,664         | 105,664           | 128,960        | 128,960           | 130,657        | 110,356        | 86,692         |
| Net tangible assets <sup>3</sup>                               | 90,028          | 90,028            | 106,920        | 106,920           | 99,119         | 90,927         | 74,274         |
| <b>Financial Ratios</b>  |                 |                   |                |                   |                |                |                |
| (Loss) / Profit before tax margin (%)                          | (10.27)         | (4.42)            | 3.10           | 5.41              | 9.55           | 9.89           | 10.82          |
| Return on shareholders' funds (%) <sup>4</sup>                 | (17.48)         | (6.36)            | 3.89           | 9.19              | 18.28          | 13.95          | 16.85          |
| Interest cover<br>(EBITDA / net interest expense) <sup>5</sup> | (3.99)<br>times | 2.96<br>times     | 10.89<br>times | 13.95<br>times    | 16.45<br>times | 20.44<br>times | 22.01<br>times |
| Net debt gearing ratio (%) <sup>6</sup>                        | 14.43           | 14.43             | 10.54          | 10.54             | 16.83          | 21.29          | 17.77          |
| <b>Per share data</b>  |                 |                   |                |                   |                |                |                |
| Basic (Losses) / Earnings<br>(in Singapore cents) <sup>7</sup> | (11.97)         | (4.35)            | 3.27           | 7.73              | 15.80          | 10.98          | 10.87          |
| Net tangible assets<br>(in Singapore cents) <sup>8</sup>       | 58.32           | 58.32             | 69.19          | 69.19             | 65.03          | 60.52          | 54.85          |
| Net asset value (in Singapore cents) <sup>9</sup>              | 68.45           | 68.45             | 83.46          | 83.46             | 85.73          | 73.45          | 64.02          |
| Dividend (in Singapore cents) <sup>10</sup>                    | -               | -                 | 4.00           | 4.00              | 3.67           | 3.00           | 2.67           |
| Dividend payout ratio (%) <sup>11</sup>                        | -               | -                 | 122.32         | 51.75             | 23.23          | 27.32          | 24.56          |

1 The financial information in these columns excluded the impacts of S\$12.9 million impairments of goodwill, ROVs and fixed assets and S\$6.8 million impairment of goodwill to 2016's and 2015's profit or loss respectively.

2 Net debt is defined as gross debt less cash and bank balances.

3 Net tangible assets is defined as shareholders' funds less intangible assets.

4 Return on shareholders' funds is defined as profit attributable to owners of the Company divided by shareholders' funds.

5 Net interest expense refers to interest expense less interest income.

6 Net debt gearing is defined as the ratio of net debt to net capitalisation. Net capitalisation is the aggregate of net debt and total equity.

7 Basic (losses) / earnings per share is defined as (loss) / profit attributable to owners of the Company divided by weighted average number of issued shares.

8 Net tangible assets per share is defined as net tangible assets divided by total number of issued shares excluding treasury shares.

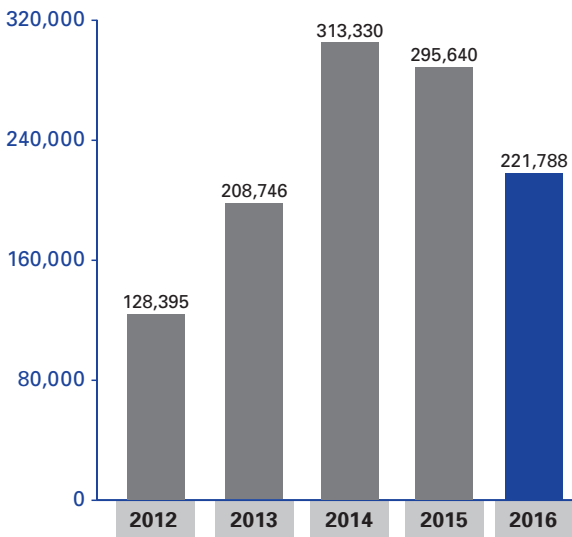
9 Net asset value is defined as shareholders' funds divided by total number of issued shares excluding treasury shares.

10 Headline dividend for 2012 to 2015 was 4.00 Singapore cents per share. The figures for 2012 to 2014 have been adjusted retrospectively for the effect of bonus shares, which are entitled to the final dividends, issued in 2013 and 2014.

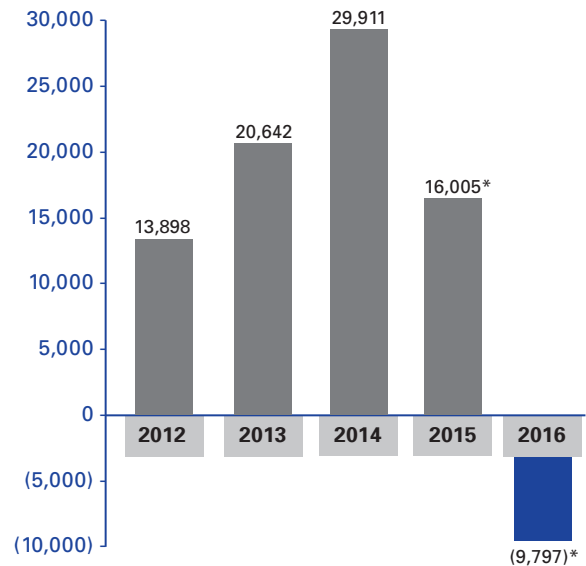
11 Dividend payout ratio is defined as dividend per share paid/payable in respect of the financial year divided by the basic earnings per share.

## FIVE-YEARS FINANCIAL PROFILE

### REVENUE (S\$'000)

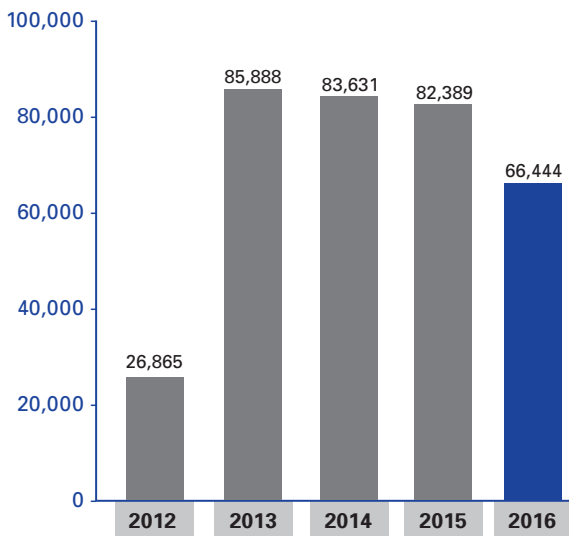


### (LOSS) / PROFIT BEFORE TAX (S\$'000)

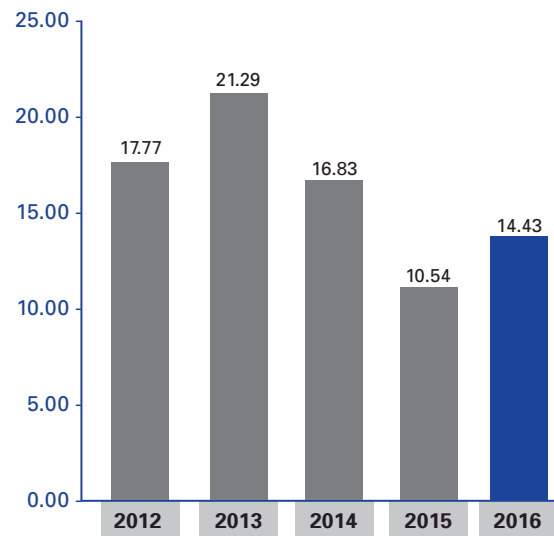


\* Excluding impairments of S\$6.8 million and S\$12.9 million recognised in 2015 and 2016 respectively.

### NET CURRENT ASSETS (S\$'000)



### NET DEBT GEARING RATIO (%)



## FINANCIAL REVIEW

### REVENUE

In the financial year ended 31 March 2016 ("FY2016"), the Group recorded revenue of S\$221.8 million. The decrease in revenue by S\$73.8 million or 25% from S\$295.6 million recorded in financial year ended 31 March 2015 ("FY2015") was a result of declines for all business segments.

Oilfield Engineering segment suffered the most decline with the slow down in activity particularly in South East Asia. Revenue from Bahrain, on the other hand, held up well as the Group continues to improve and expand the capabilities there. While the Group have been successful in winning several pipe support projects, project deferrals and depreciation of the Australian Dollars have led to lower revenue from Binder compared to that in FY2015.

Revenue from most of the business units within the Neptune segment was relatively stable. However, the decline of revenue from the Diving and Asset Integrity divisions as well as the depreciation of the Australian Dollars resulted in lower revenue for the segment as a whole.

The Engine Systems division recorded slightly lower revenue in FY2016, hampered by the depreciation of the Australian Dollars.

### PROFIT

Overall gross profit decreased by 41% to S\$54.7 million in FY2016, in line with lower revenue, with gross profit margin narrowing from 31% to 25%.

During the year, the Group recorded S\$2.6 million income arising from insurance claims for certain assets which were damaged or lost during operations. The total carrying value of these assets of S\$0.6 million were written-off correspondingly.

In light of the continual depressed market conditions, the Group has taken impairment charges in Binder's goodwill, intangible assets and the ROVs. Excluding these accounting losses, operating costs for FY2016 has decreased as the Group operated with a tighter budget and reduced headcount.

Finance costs decreased by 14% to S\$2.1 million in FY2016 mainly due to lower borrowings and weaker Australian Dollars.

Overall, the Group recorded a pre-tax loss of S\$22.8 million (FY2015: profit of S\$9.2 million) in FY2016. Excluding the impairments, the Group's pre-tax losses would have been S\$9.8 million (FY2015: profit of S\$16.0 million).

The Group recorded a tax credit of S\$3.4 million largely due to the recognition of deferred tax assets arising from the losses during the year.

### EARNINGS PER SHARE

Basic losses per share for FY2016 was 11.97 Singapore cents. Excluding the impairments, basic losses per share would have been 4.35 Singapore cents.

### BALANCE SHEET

Net assets decreased by S\$25.0 million or 18% to S\$113.4 million, with impairments in goodwill, intangible assets and ROVs accounted for about S\$12.9 million of the decrease.

Apart from the impairments, the decrease in non-current assets was mainly due to the disposal of certain diving assets augmented by the increase in deferred tax assets arising mainly from the tax losses during the year.

During the year, the Group repaid a total of S\$19.9 million bank borrowings by deploying some of the internal cash resources to reduce interest expenses. The Group also refinanced part of its borrowings resulting in longer debt maturity profile. Including the effect of exchange rate movements, total bank borrowings decreased from S\$59.6 million to S\$43.6 million as at 31 March 2016.

Overall, shareholders' funds amounted to S\$105.7 million as at 31 March 2016, a decrease of 18% inclusive of the net translation loss of S\$2.0 million arising from translation of foreign subsidiaries.



## FINANCIAL REVIEW

### DIVIDENDS

No dividend has been proposed for the financial year ended 31 March 2016 to maintain a strong balance sheet and conserve cash in this challenging market conditions.

### CASH FLOWS

Despite the losses recorded during the year, the Group generated operating cash flows of S\$10.4 million.

The capital expenditure was S\$7.8 million for the year. The most significant item was for S\$4.0 million being the final tranche of consideration for the Binder acquisition. Remaining capital expenditure was mainly related to Welshpool relocation for Neptune and capability enhancement for the Bahrain operation.

Within the financing activities, the Group paid S\$3.1 million dividends with respect to FY2015 and had a net repayment of S\$14.9 million bank loans during the year.

Overall, cash balances decreased by S\$19.2 million to S\$25.0 million as at 31 March 2016.

### FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Total bank borrowings and finance lease payables decreased by 27% to S\$44.1 million as at 31 March 2016, while net debt position increased by 17% to S\$19.1 million. Consequently, net gearing ratio increased from 10% to 14% during FY2016. Despite the increase, the Group's gearing level remains healthy.

The capital of the Company remained unchanged during the financial year except for some shares being bought back and subsequently deployed by the Company pursuant to the MTQ Share Plan.



## FINANCIAL AND CORPORATE CALENDAR

### 2016

#### JULY

29

Annual General Meeting

#### JUNE

29

Despatch of Annual Report and Notice of AGM for FY2015/2016

#### MAY

10

Full Year FY2016 Results Announcement

5

Profit Guidance

#### JANUARY

28

Third quarter FY2016 Results Announcement

### 2015

#### OCTOBER

29

Second quarter FY2016 Results Announcement

#### SEPTEMBER

1

Transfer of 251,649 Treasury Shares pursuant to the MTQ Share Plan

#### AUGUST

26

Grant of awards pursuant to the MTQ Share Plan

21

Final dividend for financial year ended 31 March 2015

#### JULY

31

Annual General Meeting

28

First quarter FY2016 Results Announcement

#### JUNE

30

Despatch of Annual Report and Notice of AGM for FY2014/2015

#### MAY

14 to 26

Purchase of 400,000 Shares pursuant to the Share Buyback Mandate by way of on-market acquisitions

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**KUAH KOK KIM**  
Chairman

**KUAH BOON WEE**  
Group Chief Executive Officer

**NICHOLAS CAMPBELL COCKS**  
Lead Independent Director

**CHEW SOO LIN**  
Independent Director

**CHRISTOPHER HO HAN SIONG**  
Independent Director

**HUANG YUAN CHIANG**  
Independent Director

**ONG CHOO ENG**  
Independent Director

### AUDIT COMMITTEE

**CHEW SOO LIN**  
Chairman

**CHRISTOPHER HO HAN SIONG**

**HUANG YUAN CHIANG**

### REMUNERATION COMMITTEE

**HUANG YUAN CHIANG**  
Chairman

**NICHOLAS CAMPBELL COCKS**

**ONG CHOO ENG**

### COMPANY SECRETARY

**DOMINIC SIU MAN KIT**

### REGISTERED OFFICE

182 Pandan Loop  
Singapore 128373  
Telephone: (65) 6777 7651  
Facsimile: (65) 6777 6433  
Website: [www.mtq.com.sg](http://www.mtq.com.sg)

### REGISTRAR

#### BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.

50 Raffles Place #32-01  
Singapore Land Tower  
Singapore 048623  
Telephone: (65) 6536 5355  
Facsimile: (65) 6536 1360  
Website: [www.boardroomlimited.com](http://www.boardroomlimited.com)

### PRINCIPAL BANKERS

#### DBS BANK LIMITED

#### UNITED OVERSEAS BANK LIMITED

#### AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

### AUDITOR

#### ERNST & YOUNG LLP

Public Accountants and Chartered  
Accountants

One Raffles Quay  
North Tower Level 18  
Singapore 048583

#### Partner-in-Charge **TAN SENG CHOON**

*(since financial year ended 31 March 2016)*

### INVESTOR RELATIONS

#### **DOMINIC SIU MAN KIT**

Email : [investorrelation@mtq.com.sg](mailto:investorrelation@mtq.com.sg)

## DIRECTORY OF PRINCIPAL OFFICES

### MTQ CORPORATION LIMITED

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KUAH KOK KIM

Chairman

Email : kkuuah@mtq.com.sg

KUAH BOON WEE

Group Chief Executive Officer

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DOMINIC SIU MAN KIT

Group Chief Financial Officer

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### MTQ ENGINEERING PTE LTD MTQ FABRICATION PTE LTD MTQ EQUIPMENT RENTAL PTE LTD

CONTACT:

VINCENT TAN

Managing Director

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### PREMIER SEA & LAND PTE LTD PEMAC PTE LTD

CONTACT:

IAN ROBERT HORTIN

Managing Director - Premier Sea & Land Pte Ltd

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SUMARDI BIN SIDI

General Manager - Pemas Pte Ltd

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Facsimile : (65) 6543 1219 / (65) 6542 1355

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: www.mtqpemas.com.sg

### NEPTUNE MARINE SERVICES LIMITED

CONTACT:

ROBIN KING

Chief Executive Officer

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Facsimile : (61) 8 6242 2211

Website : www.neptunems.com

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Facsimile : (61) 8 6242 2211

### DARWIN

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Frances Bay, Darwin, 0800

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Facsimile : (61) 8 8946 9333

### DAMPIER

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Karratha, Western Australia, 6714

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### MELBOURNE

12 Wedgewood Rd

Hallam, Victoria, 3803

Telephone : (61) 3 9702 4360

## DIRECTORY OF PRINCIPAL OFFICES

### MTQ ENGINE SYSTEMS (AUST) PTY LTD

CONTACT:

**LES HEALEY**

Managing Director

Email : les.healey@mtqes.com.au

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Website : www.mtqes.com.au

### BRISBANE

1) 80 Achievement Crescent  
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Telephone : (61) 7 3723 4400  
Facsimile : (61) 7 3274 6187

2) 26 Annie Street  
Coopers Plains, Queensland, 4108  
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Facsimile : (61) 7 3875 1398

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Facsimile : (61) 8 8243 2727

### DANDENONG

240-244 Hammond Road  
Dandenong, Victoria, 3175  
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Facsimile : (61) 3 9792 4498

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1 Westside Drive  
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Facsimile : (61) 8 9203 1010

### ROCKHAMPTON

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### SYDNEY

1018-1022 Canley Vale Road  
Wetherill Park, New South Wales, 2164  
Telephone : (61) 2 8788 2555  
Facsimile : (61) 2 8788 2520

### TOOWOOMBA

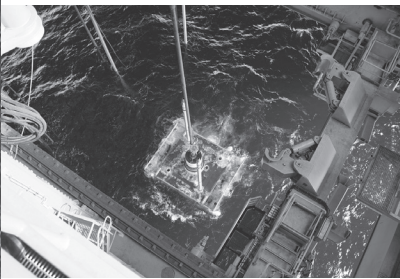
Unit 4/398 Taylor Street  
Toowoomba, Queensland, 4350  
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Facsimile : (61) 7 4633 1546

### TOWNSVILLE

26 Hugh Ryan Drive  
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## FINANCIAL REPORT

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## CORPORATE GOVERNANCE REPORT

The Board and Management of the Company (“the Group”) are committed to maintaining a standard of corporate governance to ensure shareholders’ interests and enhance corporate performance and accountability.

This report sets out the Group’s corporate governance practices with specific reference to the Code of Corporate Governance 2012 (the “Code”) and subscribe fully to the principles and guidelines and recommendations in the Code where they are applicable. The Group has complied with the Code’s principles and guidelines throughout the reporting period for the financial year ended 31 March 2016.

For ease of reference, the relevant provision of the Code under discussion is identified in bold. However, other sections of this Report may also have an impact on the disclosures as this Report is meant to be read as a whole, instead of being compartmentalised under the different principles of the Code.

### BOARD MATTERS

#### Principle 1 : The Board’s Conduct of its Affairs

The Board of MTQ Corporation Limited assumes stewardship and control of the Group’s resources and undertakes overall responsibility for the corporate governance and performance of the Group. It provides entrepreneurial leadership, sets the vision and objectives of the Group and directs the Group’s strategic policies, while ensuring that the necessary financial and human resources are in place for the Group to meet its objectives. The Board also reviews the management and financial performance of the Group, oversees the establishment of a framework of prudent and effective controls, which enables risks to be assessed and managed, sets the Group’s values and standards, and ensures that obligations to shareholders and others are understood and met.

These functions are carried out either directly by the Board or delegated to Board Committees, namely the Remuneration Committee and Audit Committee, each of which has its own written terms of reference. The responsibilities of each Committee are described under “Board Committees” below. The Chairman of each Committee will report to the Board the outcome of the Committee meetings.

The Group has adopted internal guidelines via a Structured Delegation of Authority matrix which sets out the authorisation and approval limits for capital and revenue expenditures, contractual commitments, disposal, assets write-offs and provisioning at Board and Management levels.

Matters which are specifically referred to the Board for decision include:

- a) those involving a conflict of interest for a substantial shareholder or a Director;
- b) material acquisitions and disposals of assets;
- c) corporate or financial restructuring and share issuances;
- d) dividends and other returns to shareholders;
- e) matters specified under the Group’s interested person transaction policy;
- f) major financial decisions such as investment and divestment proposals, the annual budget, major funding proposals and expenditures exceeding a prescribed amount.

The Board meets at least four times a year. Ad-hoc meetings are also convened when circumstances require.

## CORPORATE GOVERNANCE REPORT

The Company's Constitution allows a Board meeting to be conducted by way of telephone conferencing or any other methods of simultaneous communication by electronic or telegraphic means. The attendance of the Directors at meetings of the Board and Board Committees, as well as the frequency of such meetings held during the year, is disclosed below.

To assist newly appointed Directors in discharging their duties, they are provided with an orientation on the background information about the Group's history, business operations, its strategic directions and governance practices. Upon the appointment of each new Director, the Company will provide a formal letter to the Director, which sets out the Director's duties and obligations. Incoming Directors are also given full access to the past years' annual reports and minutes of the Board meetings.

Directors are encouraged to participate in seminars and training programmes in connection with duties, funded by the Company. Directors were also provided with updates and briefings from time to time by professional advisors, auditors and management on relevant practices, new rules and regulations, listing requirements, governance practices, changes in accounting standards and risk management issues applicable to performance to their duties and responsibilities as Directors. The Board is confident that all its members have the knowledge, ability and experience to perform the functions required of a director of a listed company.

Changes to regulatory and accounting standards which have bearing on the Company's or Directors' obligations are also closely monitored by management and conveyed to the Directors at Board Meetings, specially convened meetings or via written updates.

### **Attendance at Board and Board Committee Meetings**

The attendance of Directors at the Board and Board Committee meetings during the financial year ended 31 March 2016 is set out as follows:

| Directors                |               | Board of Directors   |                          | Audit Committee      |                          | Remuneration Committee |                          |
|--------------------------|---------------|----------------------|--------------------------|----------------------|--------------------------|------------------------|--------------------------|
|                          |               | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held   | No. of meetings attended |
| Kuah Kok Kim             | (Chairman)    | 5                    | 4                        | 4                    | 4*                       | 2                      | –                        |
| Kuah Boon Wee            | (Executive)   | 5                    | 5                        | 4                    | 4*                       | 2                      | –                        |
| Nicholas Campbell Cocks  | (Independent) | 5                    | 5                        | 4                    | 4*                       | 2                      | 2                        |
| Chew Soo Lin             | (Independent) | 5                    | 5                        | 4                    | 4                        | 2                      | –                        |
| Christopher Ho Han Siong | (Independent) | 5                    | 5                        | 4                    | 4                        | 2                      | –                        |
| Huang Yuan Chiang        | (Independent) | 5                    | 5                        | 4                    | 4                        | 2                      | 2                        |
| Ong Choo Eng             | (Independent) | 5                    | 5                        | 4                    | –                        | 2                      | 2                        |

\* Attendance by invitation

### **Principle 2 : Board Composition and Guidance**

The Board presently comprises 7 directors, of which 6 are non-executive Directors. The Board adopts the Code's definition of an independent director and reviews the independence of each Director annually. For the purposes of the determination, the non-executive Directors provided declarations of their independence on an annual basis which were deliberated upon by the Board. Other than the Chairman, all the non-executive Directors are independent Directors. Both Mr. Ong Choo Eng and Mr. Huang Yuan Chiang have served on the Board for more than 9 continuous years. The Board is of the view that their length of service has not compromised these Directors' objectivity and commitment in discharging their duties as directors, after considering the following factors (a) shareholding interest, (b) gift or financial assistance, (c) past association, (d) business dealings and (e) financial independence. The Board also acknowledges and recognises the benefits of the experience and stability brought by these long-serving Independent Directors.



## CORPORATE GOVERNANCE REPORT

The size and composition of the Board is considered appropriate for its present scope of operations. The Board comprises business leaders and professionals with diverse background and broad range of knowledge and experiences in different fields such as accounting, finance, management and strategic planning, providing an effective blend of business and operational expertise. The Directors' academic and professional qualifications are set out in the "Board of Directors" section of this report.

While the non-executive Directors do not exercise management functions in the Group, they play an important role in ensuring that the strategies proposed by management are fully discussed and rigorously examined. They also review the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.

The Directors are also welcomed to request for further explanations, briefings or informal discussions on any aspects of the Group's operations or business issues from the management. The Chairman will make the necessary arrangements for the briefings, informal discussions or explanations required by the Directors. Accordingly, the Board is satisfied that no individual or small group of individuals dominate the Board's decision-making process.

Mr. Nicholas Campbell Cocks is the Lead Independent Director. He leads and co-ordinates the activities of the independent directors and calls meetings of the independent directors, where necessary. He is the principal liaison on board issues between the independent directors and Chairman, including dealing with management of any actual or perceived conflict of interest that may arise.

### **Principle 3 : Chairman and Chief Executive Officer**

Mr. Kuah Kok Kim was re-designated as Non-executive Chairman of the Company with effect from 1 October 2012. His responsibility is to lead the Board to ensure its effectiveness on all aspects of its role, set its agenda, control the quality, accuracy and timeliness of the flow of information to the Board, ensure effective communication with shareholders, encourage constructive relations between the Board and management, facilitate the effective contribution of the Directors, encourage constructive relations between the Directors and assist in compliance with the Company's guidelines on corporate governance.

Mr. Kuah Boon Wee, son of Mr. Kuah Kok Kim, is the Group Chief Executive Officer ("Group CEO") of the Company. He is responsible for the implementation of the Group's strategies and policies, and the conduct of the Group's operations and business, through the assistance of senior management staff. The Group CEO assists the Chairman in the latter's execution of his responsibilities.

The Company's Constitution has made provisions for the Group CEO to be subject to the one-third rotation rule as well. This is to separate his management roles from his position as a Board member, and to enable shareholders to exercise their full rights to select all Board members. The Board has also established various committees with the power and authority to perform key functions beyond the authority of, or without undue influence from, the Group CEO.

The Board is of the opinion that there is sufficient independence in its exercise of objective judgment on business affairs of the Group.

## CORPORATE GOVERNANCE REPORT

### Principle 4 : Board Membership

### Principle 5 : Board Performance

The Company does not have a Nominating Committee. The Board retains the responsibility for the identification, review and appointment of suitable candidates to join the Board as its members, taking into consideration (a) the candidate's skill, experience and ability to perform, (b) the needs of the Board, (c) the candidate's other commitments and (d) the independence of the candidate. When a need for a new Director arises, either to replace a retiring Director or to enhance the Board's strength, the Board will source for new candidates with the desired competencies. External help may be engaged to source for potential candidates if considered necessary. Where necessary, the Board may also tap on its networking contacts to assist with identifying and shortlisting of candidates. The Board will meet shortlisted candidates for an interview before the appointment is considered and approved.

The Board is also responsible for the re-nomination of Directors, determining annually if a Director is independent, and deciding if a Director is able to and has been adequately carrying out his duties as a Director if he has multiple board representations.

The Board is satisfied that Directors who have multiple board representations have devoted sufficient time and attention to the affairs of the Group. Their multiple board representations do not hinder their abilities to carry out their duties as directors of the Company. Accordingly, the Board has decided not to fix a maximum number of listed company board representations which any Director may hold. The Board would continue to review from time to time the board representations and other principal commitments of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

Apart from the Group, below are the lists of the Directors' principal commitments, directorships both present and those held over the preceding three years in other listed companies:

| Director                | Present Directorships in Other Listed Companies   | Directorships in Other Listed Companies Held Over the Preceding 3 Years   | Principal Commitments   |
|-------------------------|---|---|---|
| Kuah Kok Kim            | –   | –   | –   |
| Kuah Boon Wee           | – The Hour Glass Limited<br>– UOB-Kay Hian Holdings Limited   | – The Hour Glass Limited  | –   |
| Nicholas Campbell Cocks | –   | –   | Mr. Cocks is the Chief Executive Officer of Readymix Group. He also sits on the board of Forest Adventure Pte Ltd.  |
| Chew Soo Lin            | – Asia-Pacific Strategic Investments Limited<br>– Duty Free International Limited<br>– Khong Guan Flour Milling Limited | – Asia-Pacific Strategic Investments Limited<br>– Duty Free International Limited<br>– Khong Guan Flour Milling Limited | Mr. Chew is the Executive Chairman of Khong Guan Flour Milling Limited and sits on the board of certain subsidiaries of Khong Guan Flour Milling Limited. |

## CORPORATE GOVERNANCE REPORT

| Director                 | Present Directorships in Other Listed Companies | Directorships in Other Listed Companies Held Over the Preceding 3 Years  | Principal Commitments   |
|--------------------------|---|--|---|
| Christopher Ho Han Siong | – Cordlife Group Limited                        | –  | Mr. Ho is the Senior Vice President for Investments in Tai Tak Securities Pte Ltd and sits on the board of certain subsidiaries of Tai Tak Group. |
| Huang Yuan Chiang        | – Hwa Hong Corporation Limited                  | – Hwa Hong Corporation Limited<br>– Kluang Rubber Company (Malaya) Bhd<br>– Kuchai Development Bhd<br>– Mercator Lines (Singapore) Limited<br>– Sungei Bagan Rubber Company (Malaya) Bhd |   |
| Ong Choo Eng             | – Hwa Hong Corporation Limited                  | – Hwa Hong Corporation Limited<br>– Singapore Reinsurance Corporation Limited  | Mr. Ong is the Group Managing Director of Hwa Hong Corporation Limited.   |

Article 91 of the Company's Constitution requires one-third of the Directors to retire by rotation at every Annual General Meeting. Each Director is required to retire at least once every three years. In addition, all new Directors must submit themselves for re-election at the next Annual General Meeting of the Company immediately following their appointment. The dates of initial appointment and last re-election of the Directors are set out below:

| Director                              | Appointment               | Date of Initial Appointment | Date of Last Re-election |
|---------------------------------------|---------------------------|-----------------------------|--------------------------|
| Kuah Kok Kim <sup>2</sup>             | Chairman                  | 01.01.1997                  | 31.07.2015               |
| Kuah Boon Wee <sup>1</sup>            | Executive Director        | 10.10.2006                  | 26.07.2013               |
| Nicholas Campbell Cocks               | Lead Independent Director | 01.10.2010                  | 25.07.2014               |
| Chew Soo Lin                          | Independent Director      | 18.05.2012                  | 31.07.2015               |
| Christopher Ho Han Siong <sup>1</sup> | Independent Director      | 30.10.2007                  | 26.07.2013               |
| Huang Yuan Chiang                     | Independent Director      | 08.08.2001                  | 31.07.2015               |
| Ong Choo Eng <sup>2</sup>             | Independent Director      | 09.09.1997                  | 31.07.2015               |

1 Mr. Kuah Boon Wee and Mr. Christopher Ho Han Siong are due for re-election at the forthcoming Annual General Meeting, pursuant to Article 91 of the Company's Constitution. The Board has recommended Mr. Kuah Boon Wee and Mr. Christopher Ho Han Siong for re-election.

2 Pursuant to Section 153(6) of the Companies Act, Chapter 50, both Mr. Kuah Kok Kim and Mr. Ong Choo Eng who are over 70 years of age were re-appointed to hold office from the date of the last Annual General Meeting held on 31 July 2015 until the forthcoming Annual General Meeting. Section 153(6) of the Companies Act, Chapter 50, was repealed when the Companies (Amendment) Act 2014 came into force on 3 January 2016. Upon their re-appointment at the conclusion of the forthcoming Annual General Meeting, both Mr. Kuah Kok Kim and Mr. Ong Choo Eng will be subject to retirement by rotation under the Company's Constitution. The Board has also recommended Mr. Kuah Kok Kim and Mr. Ong Choo Eng for re-appointment.

## CORPORATE GOVERNANCE REPORT

The Board is of the opinion that it has sufficient independence and objectivity in ensuring that the appointment and re-election of Directors is formal and transparent.

On an annual basis, the Board will also assess their performance as a whole based on the achievement of the Group's strategic and long-term objectives. While the Code recommends that the Directors be assessed individually, the Board felt that it is more appropriate and effective to evaluate the Board as whole bearing in mind that each board member contributes in different ways. A director would have been appointed or re-nominated on the strength of his calibre and relevant experience that could contribute to the proper guidance of the Group's businesses. Management can also access them for guidance or exchange of views outside the formal environment of Board meetings.

As part of the Board effectiveness evaluation for the financial year ended 31 March 2016, all the Directors are requested to complete a Board Evaluation Questionnaire designed to seek their view on the various aspects of the Board performance. The completed evaluation forms are to be returned to the Lead Independent Director for collation and consolidated responses were presented to the Board for discussion and determining areas for improvement and enhancement of the Board effectiveness.

### **Principle 6 : Access to information**

In order to ensure that the Board is able to fulfil its responsibilities, management provides monthly management accounts, complete with relevant analysis and commentaries of the performance, to the Board on a timely basis. Board reports, including financial information and annual budget, significant corporate issues and management proposals requiring the approval of the Board, are circulated to all Directors prior to the Board meetings. In respect of budgets, any material variances between the projections and actual results are also highlighted and explained. In addition, the Directors can, in furtherance of their duties, seek independent professional advice, if necessary, at the Company's expense.

The Directors also have separate and independent access to the Management as well as the Company Secretary. The Company Secretary is the Company's chief administrative officer and is responsible for the Company's compliance with its statutory duties. The Company Secretary's key role is to ensure that Board procedures are followed and that applicable rules and regulations are complied with. In particular, the Company Secretary will also provide the Board with guidance on procedures under the Companies Act, Chapter 50 (the "Act"), the Constitution of the Company, the Listing Rules of Singapore Exchange Securities Trading Limited, Securities and Futures Act and other relevant regulatory requirements.

Under the direction of the Chairman, the Company Secretary's responsibilities include ensuring good information flows within the Board and its committees and between senior management and non-executive Directors, as well as facilitating orientation and assisting with professional development as required. The Company Secretary attends and administers all Board meetings and prepares the minutes of board proceedings. Under the Company's Constitution, the appointment and removal of Company Secretary has to be approved by the Directors.

## **REMUNERATION MATTERS**

### **Principle 7 : Procedures for Developing Remuneration Policies**

### **Principle 8 : Level and Mix of Remuneration**

### **Principle 9 : Disclosure on Remuneration**

#### ***Remuneration Committee***

The Remuneration Committee comprises:

Huang Yuan Chiang (Chairman)  
Nicholas Campbell Cocks  
Ong Choo Eng

## CORPORATE GOVERNANCE REPORT

The Remuneration Committee consists of 3 non-executive Directors, all of whom are independent Directors. The Remuneration Committee is guided by its terms of reference that are in line with the Code.

The Remuneration Committee's role is to review and recommend to the Board for endorsement, an appropriate and competitive framework of remuneration for the Board and key executives of the Group, including approving the annual increment. In setting remuneration packages, the employment and pay conditions within the industry and in comparable companies are taken into consideration. Where necessary, the Remuneration Committee may seek external expert advice in the field of executive compensation outside the Company when required.

In setting the remuneration packages, the Group is committed to ensuring its remuneration structures are appropriately aligned with shareholder value creation over the short and long term and focuses on motivating, rewarding and retaining key executives. The remuneration structures aim to link performance and reward against the profits or objectives set in the Group's business plan and strategy while taking into account challenges and market forces that the Group is confronted with when faced with cyclical and economic forces.

### **Remuneration Structure**

#### (i) *Non-executive Directors*

The non-executive Directors do not have service contracts, receive retirement benefits nor do they participate in any incentive programs. Each non-executive Directors are paid directors' fees, of which amount is dependent on their level of responsibilities.

Each non-executive Director, except the Chairman of the Board, receives a base fee of S\$30,000 while the Chairman of the Board receives a base fee of S\$70,000. An additional fee of S\$7,500 to S\$22,500 is paid if the Director (except the Chairman of the Board) serves as member or Chairman of the Audit or Remuneration Committees. The additional fees paid for serving on a committee recognises the additional time commitment required by the Directors.

Total Directors' fees are recommended and endorsed by the Board for approval by shareholders of the Company at its Annual General Meeting.

In addition to the above, the Chairman of the Board is paid consultancy fees for consultancy services provided to a subsidiary of the Group.

#### (ii) *Group Chief Executive Officer*

The remuneration scheme for the executive Director is linked to performance, service record, experience and scope of responsibility. Performance is measured against the profits or objectives set in the Group's business plan and strategy. The service contract for the Group CEO does not contain onerous removal clauses. The terms of service contract, including any early termination compensations clauses, have been reviewed and approved by the Board.

The Group CEO's remuneration mix comprises:

- Fixed element – salary and benefits which accounts for approximately 26% of the maximum remuneration in a financial year.
- Variable element – up to approximately 74% of the maximum remuneration in a financial year, based on achievement of short term KPI's and profit outcomes. The variable element is payable over 4 years (67% during the year of award, 33% equally over the following 3 years), subject to certain conditions in the terms of service contract.

## CORPORATE GOVERNANCE REPORT

### (iii) Key Executives

The Group segments its employees into 3 key groupings:

- a) individuals who are best able to influence the long-term strategy and direction of the organisation;
- b) key employees across the organisation who have greater influence over business outcomes; and
- c) all other employees.

In creating a total remuneration framework for segment (a) and (b) employees, the Group adopts both short and long-term incentives in addition to the fixed element of the employees' remuneration.

Short-term rewards are cash-based and reflect both the individual and business performance over the relevant financial period. The amount to be awarded is based on the profits of the business units as well as the individual's performance score during the annual appraisal process.

The Group adopts the MTQ Share Plan as a long-term compensation scheme which rewards the participants, who are largely segment (a) employees, when and after pre-determined performance conditions are met, based on a percentage of annual base salary subject to the discretion of the Remuneration Committee. Further details on the operation of MTQ Share Plan are disclosed in the Directors' Statement section.

### Remuneration Outcome

The remunerations paid to the Directors during the financial year ended 31 March 2016 are set out below:

| Name of Director           | Fixed Component <sup>1</sup><br>(S\$'000) | Variable Component <sup>2</sup><br>(S\$'000) | Provident Fund <sup>3</sup><br>(S\$'000) | Benefits <sup>4</sup><br>(S\$'000) | Consultancy Fees <sup>5</sup><br>(S\$'000) | Directors' Fees <sup>6</sup><br>(S\$'000) | Total<br>(S\$'000) |
|----------------------------|---|--|--|------------------------------------|--|---|--------------------|
| Kuah Kok Kim <sup>7</sup>  | –   | –  | –  | –                                  | 166  | 70  | 236                |
| Kuah Boon Wee <sup>7</sup> | 452                                       | 554  | 15                                       | 25                                 | –  | –   | 1,046              |
| Nicholas Campbell Cocks    | –   | –  | –  | –                                  | –  | 38  | 38                 |
| Chew Soo Lin               | –   | –  | –  | –                                  | –  | 53  | 53                 |
| Christopher Ho Han Siong   | –   | –  | –  | –                                  | –  | 43  | 43                 |
| Huang Yuan Chiang          | –   | –  | –  | –                                  | –  | 55  | 55                 |
| Ong Choo Eng               | –   | –  | –  | –                                  | –  | 38  | 38                 |

<sup>1</sup> Fixed Component refers to base salary and Annual Wage Supplement paid during the financial year ended 31 March 2016.

<sup>2</sup> Variable Component refers to cash bonuses awarded for financial years ended 31 March 2014 and 2015's performance paid out during the financial year ended 31 March 2016.

<sup>3</sup> Provident Fund represents payments in respect of statutory contributions to the Singapore Provident Fund.

<sup>4</sup> Benefits are stated on the basis of direct costs, and include car benefits, other benefits associated with relocation and other non-cash benefits such as club memberships.

<sup>5</sup> Consultancy Fees refer to fees for consultancy services provided to a subsidiary during the financial year ended 31 March 2016.

<sup>6</sup> Directors' Fees are paid on a quarterly basis in arrears.

<sup>7</sup> Mr. Kuah Kok Kim, Chairman of the Company, is the father of Mr. Kuah Boon Wee, Group Chief Executive Officer of the Company.

## CORPORATE GOVERNANCE REPORT

The remunerations of the top 5 key executives (who are not directors) of the Group are as follows:

| Name of Key Executive                        | Fixed Component <sup>1</sup><br>(S\$'000) | Variable Component <sup>2</sup><br>(S\$'000) | MTQ Share Plan <sup>3</sup><br>(S\$'000) | Provident Fund <sup>5</sup><br>(S\$'000) | Benefits <sup>6</sup><br>(S\$'000) | Total<br>(S\$'000) |
|--|---|--|--|--|------------------------------------|--------------------|
| <b>Between S\$1,000,001 and S\$1,250,000</b> |   |  |  |  |                                    |                    |
| Robin King                                   | 563                                       | 229  | 158                                      | 79                                       | 42                                 | 1,071              |
| <b>Between S\$500,001 and S\$750,000</b>     |   |  |  |  |                                    |                    |
| Vincent Allegre                              | 415                                       | 84   | 57                                       | 50                                       | 31                                 | 637                |
| Sumardi Bin Sidi                             | 178                                       | 353  | 10                                       | 11                                       | 14                                 | 566                |
| <b>Between S\$250,001 and S\$500,000</b>     |   |  |  |  |                                    |                    |
| Ian Robert Hortin                            | 186                                       | 70   | 9  | 14                                       | 194                                | 473                |
| Dominic Siu Man Kit                          | 256                                       | 53   | 27                                       | 11                                       | 33                                 | 380                |

<sup>1</sup> Fixed Component refers to base salary and Annual Wage Supplement paid during the financial year ended 31 March 2016.

<sup>2</sup> Variable Component refers to cash bonuses awarded for financial years ended 31 March 2014 and 2015's performance paid out during the financial year ended 31 March 2016.

<sup>3</sup> The figures are based on the grant date fair values of the tranches of Awards vested and released during the financial year ended 31 March 2016. Further information on the MTQ share Plan is set out in the Directors' Statement section.

<sup>4</sup> Provident Fund represents payments in respect of statutory contributions to national pension schemes.

<sup>5</sup> Benefits are stated on the basis of direct costs, and include car benefits, other benefits associated with relocation and other non-cash benefits such as club membership.

The total amount paid to the top 5 executives during the financial year ended 31 March 2016 is S\$3.1 million.

Other than Mr. Kuah Kok Kim, and Mr. Kuah Boon Wee, no employee of the Company and its subsidiaries was an immediate family member of a Director or the Group CEO and whose remuneration exceeded S\$50,000 during the financial year ended 31 March 2016.

## ACCOUNTABILITY AND AUDIT

### Principle 10 : Accountability

Management provides monthly management accounts, complete with relevant analysis and commentaries of the performance, to the Board on a timely basis. Board reports, including financial information and annual budget, significant corporate issues and management proposals requiring the approval of the Board, are circulated to all Directors prior to the Board meetings.

The Board reviews legislative and regulatory compliance reports from the management to ensure the Group complies with the relevant requirements. In line with the Listing Rules of SGX-ST, the Board provides a negative assurance statement to the shareholders in its quarterly financial statements announcements, confirming to the best of its knowledge that nothing had come to the attention of the Board which might render the financial statements false or misleading in any material aspect. For the financial year under review, the Group CEO and Group CFO have provided assurance to the Board on the integrity of the Group's financial statements and the adequacy and effectiveness of the Group's risk management and internal controls systems.

Shareholders are informed of the Group's quarterly and full year financial reports and other various disclosures of corporate developments in a timely manner through the announcements made to SGX-ST via SGXNET.

## CORPORATE GOVERNANCE REPORT

### **Principle 11 : Audit Committee**

### **Principle 12 : Internal Controls**

### **Principle 13 : Internal Audit**

#### ***Audit Committee***

The Audit Committee comprises 3 non-executive Directors, all of whom are independent Directors:

Chew Soo Lin (Chairman)  
Christopher Ho Han Siong  
Huang Yuan Chiang

The Audit Committee has been set up to perform the functions required pursuant to Section 201 B(5) of the Companies Act, the Listing Rules set out by SGX-ST and the Code. The Board is of the view that members of the Audit Committee have the requisite accounting and financial management expertise or experience to carry out their duties. The Audit Committee is guided by its terms of reference, which has been in line with the Code.

The Audit Committee meets at least four times a year and plays a key role in assisting the Board to ensure that the financial reporting and internal accounting controls of the Group meet the highest standards. Changes to accounting standards which have a direct impact on financial statements will be highlighted to the Audit Committee from time to time by the external auditor.

The Audit Committee is empowered to investigate any matter within its written terms of reference, including matters relating to the Group's accounting, auditing, internal controls and/or financial practices brought to its attention. The Audit Committee has full discretion to invite any Director and/or executive officer to attend its meetings. The Audit Committee also has full access to records, resources and personnel, to enable it to discharge its functions properly.

In addition, the Audit Committee reviews the scope and results of the audit and its cost effectiveness, and on an annual basis, the independence and objectivity of the external auditors of the Group. In doing so, the Audit Committee has also taken into account the nature and extent of non-audit services provided by them and has confirmed that the non-audit services provided by the external auditors would not affect their independence. A breakdown of the fees for audit and non-audit services paid to the auditors for the financial year ended 31 March 2016 are found on page 74 of this Annual Report.

The Audit Committee meets with the internal and external auditors at least on an annual basis, without the presence of management, to review the overall scope of both internal and external audits, and the assistance given by management to the auditors. The Audit Committee pays full attention to any material weaknesses reported and the recommendations proposed by both the internal and external auditors to ensure that the Group maintains a sound system of internal controls. In addition to the above, the Audit Committee reviews the quarterly and full year financial statements of the Group before submitting them to the Board for its approval and the announcement of the financial results.

The Group adopts a bottom-up approach for the risk management process to address financial, operational, compliance and information technology risks. Business units implement appropriate risk management frameworks and have the primary responsibility and accountability to identify, evaluate, manage and monitor risks that may have impact on their operations. Appropriate risk management frameworks that are adopted form integral parts of the business operations. Risks identified are regularly reviewed and monitored by the respective management teams at management meetings or at forums specifically convened to ensure sufficient controls are in place to mitigate these risks affecting the Group.



## CORPORATE GOVERNANCE REPORT

The Group outsources part of its internal audit function to Robert Tan & Co., a corporate member of the Institute of Internal Auditors Singapore. In addition, the independent in-house internal audit division supplements the internal audit activities to further enhance the risk management of the Group. Reporting directly to the Audit Committee, both internal audit teams plan their work in consultation with, but independent of management and their yearly plan is submitted to the Audit Committee for review and approval.

During the year under review, the Board has received assurance from the Group CEO and Group CFO confirming that:

- the Group's financial records have been properly maintained and the financial statements for the year ended 31 March 2016 give a true and fair view of the Group's business operations and finances; and
- the Group's risk management systems and internal control systems in place is adequate and effective in addressing the material risks in the Group.

The Group CEO and Group CFO had obtained similar assurance from the respective Managers of the various business units in the Group.

The Audit Committee has reviewed and is satisfied:

- with the adequacy and effectiveness of the Group's internal controls, including financial, operational and compliance and information technology controls and risk management policies and systems;
- with the adequacy and effectiveness of the internal audit function;
- that the internal audit function is adequately resourced, and has appropriate standing within the Company and the Group, and
- that the independence of the external auditor has not been compromised in relation to the non-audit services provided.

Based on the internal controls and risk management framework established and maintained by management, work performed by the internal and external auditors, regular audits conducted by independent parties for industrial accreditation and customer quality controls and reviews performed by management, the Board and the various Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Group's internal controls, addressing financial, operational, compliance and information technology risks that are material and relevant to the Group's operations were effective and adequate as at 31 March 2016.

The Board notes that the system of internal controls and risk management provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that could be reasonably foreseen. In this regard, the Board also notes that no system of internal controls and risk management can provide absolute assurance against irregularities especially those arising from poor judgment in decision making, human error, losses and fraud.

The Company has in place a whistle-blowing policy where employees of the Group may raise concerns about possible improprieties in matter of financial reporting or other matters in confidence. To ensure independent investigation of such matters and appropriate follow-up action, all whistle-blowing reports are to be sent to the Audit Committee. Details of the whistle blowing policy are given to all staff and new recruits during orientation. The Audit Committee has received no complaints up to the date of this report.

The Audit Committee is satisfied that the Company has complied with Listing Rules 712 and 715 read with 716 of the Listing Manual regarding the appointment of auditors of the Company and its subsidiaries.

The Audit Committee has recommended to the Board the re-appointment of Ernst & Young LLP as the external auditors of the Company for the financial year ending 31 March 2017.

## CORPORATE GOVERNANCE REPORT

### SHAREHOLDER RIGHTS AND RESPONSIBILITIES

#### **Principle 14 : Shareholder Rights**

#### **Principle 15 : Communication with Shareholders**

#### **Principle 16 : Conduct of Shareholder Meetings**

The Group is committed to treat all shareholders fairly and equitably to facilitate the exercise of the shareholders' ownership rights and continually review and update such governance arrangements. The Group strives for timeliness and transparency in its disclosures to the shareholders and the public and will continue to disseminate any price-sensitive information on a comprehensive, accurate and timely basis through SGX-ST via SGXNET. Such information will be simultaneously posted on our corporate website at [www.mtq.com.sg](http://www.mtq.com.sg) and investor portal, [www.shareinvestor.com](http://www.shareinvestor.com). The Group has an internal investor relations team which contact and liaise with analysts and media upon release of its quarterly financial results. An investor relations email account, [investorrelation@mtq.com.sg](mailto:investorrelation@mtq.com.sg), led by the Group CFO, has been set up to communicate with the analysts, media and shareholders.

Shareholders are invited to attend the general meetings to put forth any questions or share their views regarding the proposed resolutions and the Group's business and affairs. Shareholders are informed of shareholders' meetings through notices contained in annual reports or appendixes/circulars sent to all shareholders. In order to allow sufficient time for shareholders to review, the Annual Report FY2015/2016, together with the Appendix and notice of Annual General Meeting, are despatched to the shareholders at least 28 days in advance before the scheduled Annual General Meeting date. These notices are also published in the Business Times and posted onto the SGXNET.

If any shareholder is unable to attend, the Constitution of the Company have made provisions for shareholders to appoint a proxy or proxies to attend and vote on their behalf. The Company is, however, not implementing absentia voting methods such as mail, e-mail or fax until the security, integrity and other issues have been addressed satisfactorily.

An email account, [lead\\_id@mtq.com.sg](mailto:lead_id@mtq.com.sg), addressed to the Lead Independent Director has been set up to communicate and solicit feedback from the shareholders.

At the shareholders' meetings, separate resolutions are set for each distinct issue.

With effect from FY2013/2014 Annual General Meeting, the Company has put all resolutions to vote by poll. Shareholders are allowed to vote in person or by proxy if they are unable to attend the Company's Annual General Meeting.

The Board takes into consideration the Group's financial performance, cash position, cash flow generated from operations and other factors as the Board may deem appropriate in considering the form, frequency and amount of dividend payments.

The Company did not declare any dividend during the financial year to the shareholders.

## CORPORATE GOVERNANCE REPORT

### DEALINGS IN SECURITIES

The Company has adopted an internal code to provide guidance to its officers in regards to trading in the Company's securities by Directors and officers.

The Directors and officers of the Company and its subsidiaries are notified and reminded on a quarterly basis to observe insider trading laws at all times and against dealing in securities when they are in possession of unpublished price sensitive information and on short-term considerations. They are also refrained from dealing in the Company's securities during the following window periods:

- the period commencing two weeks before the announcement of the Company's financial statements for the first, second and third quarters of its financial year; and
- the period commencing one month before the announcement of the Company's financial statements for its full financial year.

Each of the above window periods will end after the relevant results of the Company are announced.

In addition, the Company Secretary has, from time to time, updated the Directors and officers with regulations on prohibitions on dealing in the Company's securities.

### MATERIAL CONTRACTS

(SGX-ST Listing Rule 1207(8))

Except as disclosed in the financial statements, there were no material contracts of the Company and of the Group involving the interests of the Group CEO, each Director or controlling shareholders, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

### INTERESTED PERSON TRANSACTIONS

(SGX-ST Listing Rule 907)

The Group has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the Audit Committee and that the transactions are on an arms' length basis.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Listing Manual of SGX-ST. There were no interested person transactions entered into by the Group in excess of S\$100,000 during the year under review.

## DIRECTORS' STATEMENT

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

### OPINION OF THE DIRECTORS

In the opinion of the Directors,

- (a) the accompanying balance sheets, consolidated statement of comprehensive income, statements of changes in equity, and consolidated statement of cash flows together with notes thereto are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2016 and the financial performance of the business, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date, and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

### DIRECTORS

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

Kuah Kok Kim  
 Kuah Boon Wee  
 Nicholas Campbell Cocks  
 Chew Soo Lin  
 Christopher Ho Han Siong  
 Huang Yuan Chiang  
 Ong Choo Eng

### ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND DEBENTURES

The following Directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

|                    | Direct interest |                 |                 | Deemed interest |                 |                 |
|--------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                    | At<br>1.4.2015  | At<br>31.3.2016 | At<br>21.4.2016 | At<br>1.4.2015  | At<br>31.3.2016 | At<br>21.4.2016 |
| <b>The Company</b> |                 |                 |                 |                 |                 |                 |
| (Ordinary shares)  |                 |                 |                 |                 |                 |                 |
| Kuah Kok Kim       | 37,319,582      | 37,319,582      | 37,319,582      | –               | –               | –               |
| Kuah Boon Wee      | 4,522,322       | 4,522,322       | 4,522,322       | –               | –               | –               |
| Huang Yuan Chiang  | 157,320         | 157,320         | 157,320         | –               | –               | –               |

## DIRECTORS' STATEMENT

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND DEBENTURES (CONT'D)

Mr. Kuah Kok Kim is deemed to have an interest in shares of the Company's subsidiaries and joint venture by virtue of his interest in more than 20% of the issued share capital of the Company as at the end of the financial year.

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

### SHARE PLAN

- (a) The Group has adopted a compensation scheme, known as the MTQ Share Plan (the "Share Plan"), approved by shareholders of the Company at an Extraordinary General Meeting held on 26 July 2013, to grant the right to receive fully paid ordinary shares ("Award"). The Share Plan, *inter alia*, allows for the participation of employees of the Group and employees of associated companies (a company as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST")) who meet the eligibility criteria, but does not include any controlling shareholders and their associates as defined in the Listing Manual of SGX-ST, nor the Non-Executive Directors.

The Share Plan is administered by the Remuneration Committee which comprises the following members:

Huang Yuan Chiang (Chairman)  
Nicholas Campbell Cocks  
Ong Choo Eng

The selection of the participants in the Share Plan and the grant of Award are determined by the Remuneration Committee at its absolute discretion.

- (b) The principal terms of the Share Plan are:

**(i) Size and Duration**

The total number of new shares which may be delivered by the Company pursuant to the Awards granted under the Share Plan ("the New Shares") on any date, when added to the aggregate number of ordinary shares issued or issuable under any other share schemes which may be implemented by the Company, shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares) on the date preceding the date of grant.

The Share Plan shall continue in force at the discretion of the Remuneration Committee subject to a maximum of 10 years commencing from the date it is adopted by the Company in general meeting, provided always that the Share Plan may continue beyond this stipulated period with the approval of the shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the Share Plan, any grant of Awards made pursuant to the Share Plan prior to such expiry or termination will continue to remain valid.

## DIRECTORS' STATEMENT

### SHARE PLAN (CONT'D)

(b) The principal terms of the Share Plan are: (cont'd)

**(ii) Eligibility to Participate in the Share Plan**

Subject to the absolute discretion of the Remuneration Committee, the following persons, unless they are also non-executive directors, controlling shareholders and/or their associates, shall be eligible to participate in the Share Plan:

- employees of the Group who have attained the age of twenty-one years before the date of the Award and hold such rank as may be designated by the Remuneration Committee from time to time; and
- employees of associated companies who have attained the age of twenty-one years before the date of the Award and hold such rank as may be designated by the Remuneration Committee from time to time and who, in the opinion of the Remuneration Committee, have contributed to the success of the Group;

(collectively known as the "Participants").

**(iii) Grant of Awards**

Awards under the Share Plan may be granted at any time during the period when the Share Plan is in force. The Remuneration Committee shall, in its absolute discretion, decide, in relation to each Award:

- the participants;
- the Award date;
- the number of fully paid ordinary shares which are the subject of the Award;
- the performance targets and the period during which the targets are to be satisfied;
- the extent to which the fully paid ordinary shares which are the subject of that Award shall be released on the prescribed performance targets being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period;
- the vesting date; and
- any other condition as the Remuneration Committee may determine.

The granted Awards may not be sold, transferred, mortgaged, charged, assigned, pledged, encumbered or otherwise disposed of, in whole or in part or in any way whatsoever, except with the prior approval of the Remuneration Committee and if a participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any such rights under an Award, that Award shall immediately lapse.

**(iv) Operation of the Share Plan**

Subject to the prevailing legislation and the rules of the Listing Manual and such consents or other required action by any competent authority under any regulations or enactments for the time being in force as may be necessary and subject to the compliance with the terms of the Share Plan and the Company's Constitution, the Company will have the flexibility to settle the Awards upon their vesting by way of:

## DIRECTORS' STATEMENT

### SHARE PLAN (CONT'D)

(b) The principal terms of the Share Plan are: (cont'd)

*(iv) Operation of the Share Plan (cont'd)*

- issuing new ordinary shares of the Company as fully paid;
- delivering existing ordinary shares (including, to the extent permitted by law, treasury shares); and/or
- paying the aggregate market price in cash in lieu of allotment or transfer of some or all of the new or existing ordinary shares.

(c) As at 31 March 2016, the aggregate number of shares comprised in Awards granted pursuant to the MTQ Share Plan which are not released amounted to 388,979 (31 March 2015: 310,081) shares. The movement in the number of shares comprised in Awards granted under the MTQ Share Plan are as follows:

| Date of Grant | Number of shares |         |           |           | At<br>31.3.2016 |
|---------------|------------------|---------|-----------|-----------|-----------------|
|               | At<br>1.4.2015   | Granted | Released  | Forfeited |                 |
| 29.8.2014     | 310,081          | -       | (155,038) | -         | 155,043         |
| 26.8.2015     | -                | 348,087 | (96,611)  | (17,540)  | 233,936         |
|               | 310,081          | 348,087 | (251,649) | (17,540)  | 388,979         |

- (d) None of the Directors of the Company is a participant of the Share Plan since the commencement date to the end of the financial year ended 31 March 2016.
- (e) No eligible participant has received shares pursuant to the release of Awards granted which, in aggregate, represents 5% or more of the aggregate of (i) the total number of the New Shares available under the Share Plan; and (ii) the total number of existing ordinary shares delivered pursuant to the settlement of the Awards under the Share Plan.

### AUDIT COMMITTEE

As at the date of this report, the Audit Committee comprises 3 members, all of whom are non-executive and independent directors. The Audit Committee comprises the following members:

Chew Soo Lin (Chairman)  
Christopher Ho Han Siong  
Huang Yuan Chiang

During the financial year, the Audit Committee carried out its functions in accordance with section 201B(5) of the Singapore Companies Act, Chapter 50 ("the Act"), including the following:

- Reviewed the audit plans of the internal and external auditors and reviewed the internal auditors' evaluation of the adequacy of the system of internal controls and the assistance given by the Company's management to the external and internal auditors;

## DIRECTORS' STATEMENT

### AUDIT COMMITTEE (CONT'D)

- Reviewed the quarterly and annual financial statements and the auditors' report on the annual financial statements of the Group and the Company before their submission to the Board of Directors;
- Reviewed the effectiveness of material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditors;
- Met with the internal and external auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the Audit Committee;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs and any reports received from regulators;
- Reviewed the cost effectiveness and the independence and objectivity of the external auditors;
- Reviewed the nature and extent of non-audit services provided by the external auditors;
- Recommended to the Board of Directors the external auditors to be nominated, approved the compensation of the external auditors, and reviewed the scope and results of the audit;
- Reported actions and minutes of the Audit Committee to the Board of Directors with such recommendations as the Audit Committee considers appropriate; and
- Reviewed interested person transactions in accordance with the requirements of the Listing Manual of SGX-ST.

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

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

The Audit Committee recommends to the Board of Directors that the auditors, Ernst & Young LLP, be nominated for re-appointment as external auditors at the forthcoming Annual General Meeting of the Company.

Further details regarding the Audit Committee are disclosed in the Corporate Governance Report.



## DIRECTORS' STATEMENT

### AUDITOR

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

On behalf of the Board of Directors,

**Kuah Boon Wee**  
Director

**Chew Soo Lin**  
Director

Singapore  
14 June 2016

## **INDEPENDENT AUDITOR'S REPORT**

For the financial year ended 31 March 2016

Independent auditor's report to the members of MTQ Corporation Limited

### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of MTQ Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group") set out on pages 42 to 132, which comprise the balance sheets of the Group and the Company as at 31 March 2016, the statements of changes in equity of the Group and the Company, and the consolidated statement of comprehensive income and consolidated statement cash flows of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY 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 Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, 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.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **INDEPENDENT AUDITOR'S REPORT**

For the financial year ended 31 March 2016

Independent auditor's report to the members of MTQ Corporation Limited

### **OPINION**

In our opinion, the consolidated financial statements of the Group and the balance sheet and statements of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2016 and of the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date.

### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

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

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
14 June 2016

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2016

(In Singapore dollars)

|  | Note | 2016<br>\$'000 | 2015<br>\$'000 |
|--|------|----------------|----------------|
| <b>Revenue</b>   | 3    | 221,788        | 295,640        |
| Cost of sales  |      | (167,059)      | (202,976)      |
| <b>Gross profit</b>  |      | 54,729         | 92,664         |
| Other income   | 4    | 4,693          | 1,280          |
| Staff costs  |      | (36,890)       | (46,227)       |
| Other operating expenses   |      | (42,956)       | (35,108)       |
| <b>(Loss)/Profit from operating activities</b>                           | 5    | (20,424)       | 12,609         |
| Finance costs  | 6    | (2,063)        | (2,405)        |
| Share of results of a joint venture company                              | 14   | (285)          | (1,027)        |
| <b>(Loss)/Profit before taxation</b>                                     |      | (22,772)       | 9,177          |
| Taxation   | 7    | 3,391          | (3,703)        |
| <b>(Loss)/Profit for the financial year, net of tax</b>                  |      | (19,381)       | 5,474          |
| <b>Other comprehensive loss:</b>   |      |                |                |
| <i>Items that may be reclassified subsequently to profit or loss:</i>    |      |                |                |
| Exchange difference on translation of subsidiaries                       |      | (2,463)        | (7,035)        |
| Net gain on hedge of net investment in foreign operation                 |      | 360            | 3,540          |
| Net fair value gain/(loss) on derivatives                                |      | 307            | (76)           |
| <b>Other comprehensive loss for the financial year, net of tax</b>       |      | (1,796)        | (3,571)        |
| <b>Total comprehensive (loss)/income for the financial year</b>          |      | (21,177)       | 1,903          |
| <b>(Loss)/Profit for the financial year attributable to:</b>             |      |                |                |
| Owners of the Company  |      | (18,467)       | 5,021          |
| Non-controlling interests  |      | (914)          | 453            |
|  |      | (19,381)       | 5,474          |
| <b>Total comprehensive (loss)/income attributable to:</b>                |      |                |                |
| Owners of the Company  |      | (20,150)       | 1,902          |
| Non-controlling interests  |      | (1,027)        | 1              |
|  |      | (21,177)       | 1,903          |
| <b>(Losses)/Earnings per share attributable to owners of the Company</b> |      |                |                |
| – Basic  | 8    | (11.97) cents  | 3.27 cents     |
| – Diluted  | 8    | (11.97) cents  | 3.26 cents     |

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

## BALANCE SHEETS

As at 31 March 2016

(In Singapore dollars)

|   | Note | Group          |                | Company        |                |
|---|------|----------------|----------------|----------------|----------------|
|   |      | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Non-current assets</b>                           |      |                |                |                |                |
| Goodwill  | 9    | 15,488         | 21,568         | –              | –              |
| Intangible assets                                   | 10   | 148            | 472            | –              | –              |
| Investment property                                 | 11   | –              | –              | 944            | 991            |
| Property, plant and equipment                       | 12   | 63,440         | 81,616         | 305            | 505            |
| Investment in subsidiaries                          | 13   | –              | –              | 63,969         | 45,066         |
| Investment in joint venture                         | 14   | 962            | 1,543          | –              | –              |
| Receivables   | 15   | 2,175          | 1,144          | 54,016         | 80,762         |
| Prepayments   | 15   | 18             | 35             | 11             | 28             |
| Deferred tax assets                                 | 22   | 8,976          | 6,947          | –              | –              |
|   |      | 91,207         | 113,325        | 119,245        | 127,352        |
| <b>Current assets</b>                               |      |                |                |                |                |
| Inventories   | 16   | 25,735         | 26,952         | –              | –              |
| Trade and other receivables                         | 17   | 52,883         | 68,873         | 3,701          | 11,850         |
| Prepayments   | 15   | 3,300          | 3,120          | 37             | 100            |
| Cash and cash equivalents                           | 18   | 24,967         | 44,135         | 823            | 2,413          |
|   |      | 106,885        | 143,080        | 4,561          | 14,363         |
| <b>Current liabilities</b>                          |      |                |                |                |                |
| Trade and other payables                            | 19   | 31,883         | 44,460         | 1,745          | 2,457          |
| Derivatives   |      | –              | 120            | –              | –              |
| Finance lease payable                               | 20   | 343            | 455            | –              | –              |
| Bank borrowings                                     | 21   | 3,079          | 6,932          | 1,008          | 3,864          |
| Provisions  | 23   | 1,523          | 1,455          | –              | –              |
| Provision for taxation                              |      | 3,613          | 7,269          | 391            | 809            |
|   |      | 40,441         | 60,691         | 3,144          | 7,130          |
| <b>Net current assets</b>                           |      | 66,444         | 82,389         | 1,417          | 7,233          |
| <b>Non-current liabilities</b>                      |      |                |                |                |                |
| Trade and other payables                            | 19   | 392            | –              | 10,354         | 6,239          |
| Finance lease payable                               | 20   | 171            | 342            | –              | –              |
| Bank borrowings                                     | 21   | 40,494         | 52,703         | 13,068         | 9,252          |
| Deferred tax liabilities                            | 22   | 1,483          | 2,466          | 35             | 93             |
| Provisions  | 23   | 1,737          | 1,853          | 80             | 78             |
|   |      | 44,277         | 57,364         | 23,537         | 15,662         |
| <b>Net assets</b>                                   |      | 113,374        | 138,350        | 97,125         | 118,923        |
| <b>Equity attributable to owners of the Company</b> |      |                |                |                |                |
| Share capital                                       | 24   | 36,807         | 36,807         | 36,807         | 36,807         |
| Treasury shares                                     | 24   | (116)          | –              | (116)          | –              |
| Reserves  | 25   | 68,973         | 92,153         | 60,434         | 82,116         |
| <b>Shareholders' funds</b>                          |      | 105,664        | 128,960        | 97,125         | 118,923        |
| <b>Non-controlling interests</b>                    |      | 7,710          | 9,390          | –              | –              |
| <b>Total equity</b>                                 |      | 113,374        | 138,350        | 97,125         | 118,923        |

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

## STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2016

(In Singapore dollars)

| Group   | Note | Attributable to owners of the Company |  |                             |                          |                               |       | Non-controlling interests<br>\$'000 | Total equity<br>\$'000 |
|---|------|---------------------------------------|--|-----------------------------|--------------------------|-------------------------------|-------|-------------------------------------|------------------------|
|   |      | Share capital<br>\$'000               | Foreign currency translation reserve<br>\$'000 | Retained earnings<br>\$'000 | Other reserves<br>\$'000 | Shareholders' funds<br>\$'000 |       |                                     |                        |
| <b>Balance as at 1 April 2014</b>                               |      | 34,108                                | (4)  | 94,808                      | 1,745                    | 130,657                       | 9,655 | 140,312                             |                        |
| Profit for the financial year, net of tax                       |      | -                                     | -  | 5,021                       | -                        | 5,021                         | 453   | 5,474                               |                        |
| Exchange difference on translation of subsidiaries              |      | -                                     | (6,583)  | -                           | -                        | (6,583)                       | (452) | (7,035)                             |                        |
| Net gain on hedge of net investment in foreign operation        |      | -                                     | 3,540  | -                           | -                        | 3,540                         | -     | 3,540                               |                        |
| Net fair value of loss on derivatives                           |      | -                                     | -  | -                           | (76)                     | (76)                          | -     | (76)                                |                        |
| <b>Total comprehensive income/(loss) for the financial year</b> |      | -                                     | (3,043)  | 5,021                       | (76)                     | 1,902                         | 1     | 1,903                               |                        |
| Dividends paid on ordinary shares                               | 26   | -                                     | -  | (6,125)                     | -                        | (6,125)                       | -     | (6,125)                             |                        |
| Issuance of ordinary shares pursuant to scrip dividend scheme   | 24   | 2,531                                 | -  | -                           | -                        | 2,531                         | -     | 2,531                               |                        |
| Issuance of ordinary shares pursuant to MTQ Share Plan          | 24   | 250                                   | -  | -                           | (250)                    | -                             | -     | -                                   |                        |
| Share issuance expense  | 24   | (82)                                  | -  | -                           | -                        | (82)                          | -     | (82)                                |                        |
| Settlement of share-based payment arrangement                   |      | -                                     | -  | -                           | (548)                    | (548)                         | (83)  | (631)                               |                        |
| Employee equity benefits expenses                               |      | -                                     | -  | -                           | 758                      | 758                           | 18    | 776                                 |                        |
| <b>Total contributions by and distributions to owners</b>       |      | 2,699                                 | -  | (6,125)                     | (40)                     | (3,466)                       | (65)  | (3,531)                             |                        |
| Reduction in share capital of a subsidiary                      | 13   | -                                     | -  | -                           | (133)                    | (133)                         | (201) | (334)                               |                        |
| <b>Total changes in ownership interests in subsidiaries</b>     |      | -                                     | -  | -                           | (133)                    | (133)                         | (201) | (334)                               |                        |
| <b>Balance as at 31 March 2015</b>                              |      | 36,807                                | (3,047)  | 93,704                      | 1,496                    | 128,960                       | 9,390 | 138,350                             |                        |

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

## STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2016

(In Singapore dollars)

| Group   | Note | Attributable to owners of the Company |                           |  |                             |                          |                               |                                     | Total equity<br>\$'000 |
|---|------|---------------------------------------|---------------------------|--|-----------------------------|--------------------------|-------------------------------|-------------------------------------|------------------------|
|   |      | Share capital<br>\$'000               | Treasury shares<br>\$'000 | Foreign currency translation reserve<br>\$'000 | Retained earnings<br>\$'000 | Other reserves<br>\$'000 | Shareholders' funds<br>\$'000 | Non-controlling interests<br>\$'000 |                        |
| <b>Balance as at 1 April 2015</b>                               |      | 36,807                                | –                         | (3,047)  | 93,704                      | 1,496                    | 128,960                       | 9,390                               | 138,350                |
| Loss for the financial year, net of tax                         |      | –                                     | –                         | –  | (18,467)                    | –                        | (18,467)                      | (914)                               | (19,381)               |
| Exchange difference on translation of subsidiaries              |      | –                                     | –                         | (2,310)  | –                           | –                        | (2,310)                       | (153)                               | (2,463)                |
| Net gain on hedge of net investment in foreign operation        |      | –                                     | –                         | 360  | –                           | –                        | 360                           | –                                   | 360                    |
| Net fair value gain on derivatives                              |      | –                                     | –                         | –  | –                           | 267                      | 267                           | 40                                  | 307                    |
| <b>Total comprehensive income/(loss) for the financial year</b> |      | –                                     | –                         | (1,950)  | (18,467)                    | 267                      | (20,150)                      | (1,027)                             | (21,177)               |
| Dividends paid on ordinary shares                               | 26   | –                                     | –                         | –  | (3,082)                     | –                        | (3,082)                       | –                                   | (3,082)                |
| Dividends paid by a subsidiary to non-controlling interests     |      | –                                     | –                         | –  | –                           | –                        | –                             | (653)                               | (653)                  |
| Transfer of treasury shares pursuant to MTQ Share Plan          | 24   | –                                     | 196                       | –  | –                           | (196)                    | –                             | –                                   | –                      |
| Employee equity benefits expense                                |      | –                                     | –                         | –  | –                           | 248                      | 248                           | –                                   | 248                    |
| Share buy-back  | 24   | –                                     | (312)                     | –  | –                           | –                        | (312)                         | –                                   | (312)                  |
| <b>Total contributions by and distributions to owners</b>       |      | –                                     | (116)                     | –  | (3,082)                     | 52                       | (3,146)                       | (653)                               | (3,799)                |
| <b>Balance as at 31 March 2016</b>                              |      | 36,807                                | (116)                     | (4,997)  | 72,155                      | 1,815                    | 105,664                       | 7,710                               | 113,374                |

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

## STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2016

(In Singapore dollars)

| Company   | Note | Share capital<br>\$'000 | Treasury Shares<br>\$'000 | Retained earnings<br>\$'000 | Other reserves<br>\$'000 | Total equity<br>\$'000 |
|---|------|-------------------------|---------------------------|-----------------------------|--------------------------|------------------------|
| <b>Balance as at 1 April 2014</b>                             |      | 34,108                  | –                         | 79,335                      | 2,303                    | 115,746                |
| Profit for the financial year, net of tax                     |      | –                       | –                         | 6,209                       | –                        | 6,209                  |
| <b>Total comprehensive income for the financial year</b>      |      | –                       | –                         | 6,209                       | –                        | 6,209                  |
| Dividends paid on ordinary shares                             | 26   | –                       | –                         | (6,125)                     | –                        | (6,125)                |
| Employee equity benefits expense                              |      | –                       | –                         | –                           | 644                      | 644                    |
| Issuance of ordinary shares pursuant to scrip dividend scheme | 24   | 2,531                   | –                         | –                           | –                        | 2,531                  |
| Issuance of ordinary shares pursuant to MTQ Share Plan        | 24   | 250                     | –                         | –                           | (250)                    | –                      |
| Share issuance expense  | 24   | (82)                    | –                         | –                           | –                        | (82)                   |
| <b>Total contributions by and distributors to owners</b>      |      | 2,699                   | –                         | (6,125)                     | 394                      | (3,032)                |
| <b>Balance as at 31 March 2015</b>                            |      | 36,807                  | –                         | 79,419                      | 2,697                    | 118,923                |
| <b>Balance as at 1 April 2015</b>                             |      | 36,807                  | –                         | 79,419                      | 2,697                    | 118,923                |
| Loss for the financial year, net of tax                       |      | –                       | –                         | (18,652)                    | –                        | (18,652)               |
| <b>Total comprehensive loss for the financial year</b>        |      | –                       | –                         | (18,652)                    | –                        | (18,652)               |
| Dividends paid on ordinary shares                             | 26   | –                       | –                         | (3,082)                     | –                        | (3,082)                |
| Employee equity benefits expense                              |      | –                       | –                         | –                           | 248                      | 248                    |
| Share buy-back  | 24   | –                       | (312)                     | –                           | –                        | (312)                  |
| Transfer of treasury shares pursuant to MTQ Share Plan        | 24   | –                       | 196                       | –                           | (196)                    | –                      |
| <b>Total contributions by and distributors to owners</b>      |      | –                       | (116)                     | (3,082)                     | 52                       | (3,146)                |
| <b>Balance as at 31 March 2016</b>                            |      | 36,807                  | (116)                     | 57,685                      | 2,749                    | 97,125                 |

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



## CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2016

(In Singapore dollars)

|   | Note | 2016<br>\$'000 | 2015<br>\$'000 |
|---|------|----------------|----------------|
| <b>Cash flows from operating activities:</b>                  |      |                |                |
| (Loss)/Profit from operations before taxation                 |      | (22,772)       | 9,177          |
| Adjustments for:  |      |                |                |
| Depreciation of property, plant and equipment                 | 12   | 13,274         | 12,565         |
| Amortisation of intangible assets                             | 10   | 181            | 289            |
| (Gain)/Loss on disposal of property, plant and equipment      | 4    | (772)          | 156            |
| Allowance for/(write-back of) impairment of trade receivables | 5    | 335            | (197)          |
| Bad debts written-off/(back)                                  | 5    | (46)           | 61             |
| Allowance for inventory obsolescence                          | 5    | 175            | 173            |
| Fixed assets written-off                                      | 5    | 2,017          | 355            |
| Employee equity benefits expense                              | 5    | 235            | 758            |
| Interest income   | 4    | (196)          | (177)          |
| Interest expense  | 6    | 2,063          | 2,405          |
| Share of results of a joint venture company                   | 14   | 285            | 1,027          |
| Impairment on goodwill  | 5    | 5,761          | 6,828          |
| Impairment on property, plant and equipment                   | 5    | 7,042          | –              |
| Impairment on intangible assets                               | 5    | 172            | –              |
| Provisions made during the year                               | 23   | 449            | 534            |
| <b>Operating cash flows before changes in working capital</b> |      | 8,203          | 33,954         |
| Decrease in receivables and prepayments                       |      | 15,869         | 11,177         |
| Decrease in inventories and work-in-progress                  |      | 1,024          | 1,705          |
| Decrease in payables  |      | (8,462)        | (8,116)        |
| Currency realignment  |      | (1,004)        | (880)          |
| <b>Cash generated from operations</b>                         |      | 15,630         | 37,840         |
| Interest income received                                      |      | 196            | 177            |
| Interest expense paid   |      | (2,087)        | (2,413)        |
| Taxes paid, net   |      | (3,387)        | (4,794)        |
| <b>Net cash generated from operating activities</b>           |      | 10,352         | 30,810         |

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

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2016

(In Singapore dollars)

|  | Note      | 2016<br>\$'000  | 2015<br>\$'000  |
|--|-----------|-----------------|-----------------|
| <b>Cash flows from investing activities:</b>                 |           |                 |                 |
| Purchase of property, plant and equipment                    |           | (7,789)         | (14,782)        |
| Purchase of intangible assets                                |           | –               | (219)           |
| Acquisition of a subsidiary                                  |           | (3,989)         | (978)           |
| Proceeds from disposal of property, plant and equipment      |           | 3,419           | 1,365           |
| Loans to joint venture                                       |           | (1,419)         | –               |
| Loans granted to staff                                       |           | (68)            | (130)           |
| Loans repaid by staff  |           | 99              | 92              |
| <b>Net cash used in investing activities</b>                 |           | <b>(9,747)</b>  | <b>(14,652)</b> |
| <b>Cash flows from financing activities:</b>                 |           |                 |                 |
| Dividends paid   | 26        | (3,082)         | (3,594)         |
| Dividends paid by a subsidiary to non-controlling interests  |           | (653)           | –               |
| Share issuance expense                                       | 24        | –               | (82)            |
| Proceeds from bank borrowings                                |           | 5,003           | 1,100           |
| Repayment of bank borrowings                                 |           | (19,921)        | (3,620)         |
| Repayment of finance lease                                   |           | (480)           | (544)           |
| Share buy-back   | 24        | (312)           | –               |
| Settlement of share-based payment agreements                 |           | –               | (665)           |
| Reduction in share capital of a subsidiary                   |           | –               | (334)           |
| <b>Net cash used in financing activities</b>                 |           | <b>(19,445)</b> | <b>(7,739)</b>  |
| <b>Net increase/(decrease) in cash and cash equivalents</b>  |           | <b>(18,840)</b> | <b>8,419</b>    |
| Cash and cash equivalents at 1 April                         | 18        | 44,135          | 37,432          |
| Effect of exchange rate changes on cash and cash equivalents |           | (328)           | (1,716)         |
| <b>Cash and cash equivalents at 31 March</b>                 | <b>18</b> | <b>24,967</b>   | <b>44,135</b>   |

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 1. CORPORATE INFORMATION

MTQ Corporation Limited (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

The registered office and principal place of business of the Company is located at 182 Pandan Loop, Singapore 128373.

The principal activities of the Company relate to those of an investment holding and management company.

The nature of the operations and principal activities of the subsidiaries are described in Note 29. There have been no significant changes in the nature of these activities during the financial year.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

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

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

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

#### 2.2 Changes in accounting policies and estimates

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 April 2015. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

Except as disclosed in Note 12, there were no other changes in estimates applied by the Group during the financial year.

#### 2.3 Standards issued but not yet effective

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

| Description   | Effective for annual periods<br>beginning on or after |
|---|---|
| Amendments to FRS 27 <i>Equity Method in Separate Financial Statements</i>                                  | 1 January 2016  |
| Amendments to FRS 16 and FRS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> | 1 January 2016  |
| Amendments to FRS 111 <i>Accounting for Acquisitions of Interests in Joint Operations</i>                   | 1 January 2016  |
| Improvements to FRSs (November 2014)  | 1 January 2016  |
| (a) Amendments to FRS 105 <i>Non-Current Assets Held for Sale and Discontinued Operations</i>               | 1 January 2016  |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.3 Standards issued but not yet effective (cont'd)

| Description  | Effective for annual periods<br>beginning on or after |
|--|---|
| (b) Amendments to FRS 107 Financial Instruments: Disclosure  | 1 January 2016  |
| (c) Amendments to FRS 19 Employee Benefits   | 1 January 2016  |
| Amendments to FRS 110 and FRS 28 <i>Sales or Contribution of Assets between an Investor and its Associate or Joint venture</i> | 1 January 2016  |
| Amendments to FRS 110, FRS 112 and FRS 28 <i>Investment Entitles: Applying the Consolidation Exception</i>                     | 1 January 2016  |
| Amendments to FRS 1 <i>Disclosure Initiative</i>   | 1 January 2016  |
| Amendments to FRS 7 <i>Disclosure Initiative</i>   | 1 January 2017  |
| Amendments to FRS 12 <i>Recognition of Deferred Tax assets for Unrealised Losses</i>   | 1 January 2017  |
| FRS 115 <i>Revenue from Contracts with Customers</i>   | 1 January 2018  |
| FRS 109 <i>Financial Instruments</i>   | 1 January 2018  |

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

#### FRS 115 Revenue from Contracts with Customers

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in FRS 115 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied.

Key issues for the Group include identifying performance obligations, accounting for contract modifications, applying the constraint to variable consideration, evaluating significant financing components, measuring progress toward satisfaction of a performance obligation, recognising contract cost assets and addressing disclosure requirements.

Either a full or modified retrospective application is required for annual periods beginning on or after 1 January 2018 with early adoption permitted. The Group is currently assessing the impact of FRS 115 and plans to adopt the new standard on the required effective date.

#### FRS 109 Financial Instruments

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

FRS 109 is effective for annual periods beginning on or after 1 January 2018 with early application permitted. Retrospective application is required, but comparative information is not compulsory. The Group is currently assessing the impact of FRS 109 and plans to adopt the standard on the required effective date.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.4 *Significant accounting estimates and judgments*

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

(a) *Judgments made in applying accounting policies*

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

Impairment of property, plant and equipment

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular assets and cash generating units of the assets that may lend to impairment. These include financial performance, technology, economic and political environments and future industry expectations. If an impairment trigger exists, the recoverable amount of the asset is determined. The carrying amount of the Group's property, plant and equipment are disclosed in Note 12.

Income taxes

The Group has exposure to income taxes in several jurisdictions. Significant judgment is involved in determining the Group's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The carrying amounts of the Group's deferred tax assets, deferred tax liabilities and provision for taxation as at 31 March 2016 amounted to \$8,976,000 (2015: \$6,947,000), \$1,483,000 (2015: \$2,466,000) and \$3,613,000 (2015: \$7,269,000) respectively. The carrying amounts of the Company's deferred tax liabilities and provision for taxation as at 31 March 2016 amounted to \$35,000 (2015: \$93,000) and \$391,000 (2015: \$809,000) respectively.

Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtors and default or significant delay in payments. Further details on the carrying amounts of the Group's trade receivables balances are disclosed in Note 17.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.4 *Significant accounting estimates and judgments (cont'd)*

(b) *Key sources of estimation uncertainty*

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of goodwill and key assumptions applied in the determination of the value in use including sensitivity analysis are disclosed in Note 9.

Impairment of property, plant and equipment

For assets with indicators of impairment, management determines the recoverable amount of the assets based on fair value less costs to sell for leasehold buildings and value in use calculations for plant and equipment. The fair values of the Group's leasehold buildings are determined by an accredited independent valuer using recognised valuation techniques which comprise recent sales of similar properties within the vicinity, income approach and replacement cost approach. The carrying amount of the Group's leasehold buildings as at 31 March 2016 is \$20,613,000 (2015: \$21,464,000). The key assumptions applied in the determination of the value in use are disclosed in Note 12.

#### 2.5 *Foreign currency*

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

(a) *Transactions and balances*

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in the profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.5 Foreign currency (cont'd)

##### (b) Consolidated financial statements

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

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

#### 2.6 Basis of consolidation and business combinations

##### (a) Basis of consolidation

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

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

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

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

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

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when controls is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.6 *Basis of consolidation and business combinations (cont'd)*

- recognises any surplus or deficit in profit or loss;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

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

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

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

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

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. The accounting policy for goodwill is set out in Note 2.13(a). In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

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

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

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.7 *Transactions with non-controlling interests*

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

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

#### 2.8 *Revenue recognition*

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

Revenue from trading sales is recognised upon the transfer of significant risks and rewards of ownership of the goods to the customer, usually on delivery and acceptance of the goods sold. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

Revenue from repair work, engineering, overhaul, service work and construction contracts is recognised by reference to the stage of completion at the end of the reporting period. Stage of completion is assessed by reference to the ratio of labour hours and costs incurred to-date to the estimated total labour hours and costs for each contract, with due consideration given to the inclusion of only those costs that reflect work performed. Where the contract outcome cannot be measured reliably, revenue is recognised to the extent of the expenses recognised that are recoverable.

Revenue from rental services is recognised on a straight-line basis over the lease term.

License fee revenue is recognised on an accrual basis when the Group has the right to receive payment under the relevant agreement and has performed its obligations.

Interest income is recognised using the effective interest method.

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.9 *Employee benefits*

##### *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies within the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

##### *Employee leave entitlements*

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

##### *Equity compensation plan*

Employees of the Group receive remuneration in the form of share-based payment transactions as consideration for services rendered.

The cost of equity-settled share-based payment transactions with employees is measured by reference to the fair value of the equity-settled awards at the date on which the awards are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in profit or loss, together with a corresponding increase in the employee equity benefit reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the awards that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. In the case where the awards do not vest as the result of a failure to meet a non-vesting condition that is within the control of the Group or the employee, it is accounted for as a cancellation. In such case, the amount of the compensation cost that otherwise would be recognised over the remainder of the vesting period is recognised immediately in profit or loss upon cancellation. The employee equity benefit reserve is transferred to retained earnings upon expiry of the awards. The employee equity benefit reserve is transferred to share capital if new shares are issued to settle the awards, or to treasury shares if awards are satisfied by the reissuance of treasury shares. When the equity-settled awards issued by subsidiaries are exercised, the employee equity benefit reserve is transferred to non-controlling interests.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.10 Leases

##### *As lessee*

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

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

##### *As lessor*

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The accounting policy for rental income is set out in Note 2.8. Contingent rents are recognised as revenue in the period in which they are earned.

#### 2.11 Borrowing costs

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.12 *Income taxes*

(a) *Current income tax*

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

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

(b) *Deferred tax*

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

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

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

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

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.12 *Income taxes (cont'd)*

(b) *Deferred tax (cont'd)*

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

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

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

(c) *Sales tax*

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

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

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

#### 2.13 *Intangible assets*

(a) *Goodwill*

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

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

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.13 Intangible assets (cont'd)

(a) *Goodwill (cont'd)*

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

Goodwill and fair value adjustments arising on the acquisition of foreign operation on or after 1 January 2005 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.5.

Goodwill and fair value adjustments which arose on acquisitions of foreign operation before 1 January 2005 are deemed to be assets and liabilities of the Company and are recorded in Singapore dollars at the rates prevailing at the date of acquisition.

(b) *Other intangible assets*

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives of 5 years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net proceeds from disposal and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.14 *Investment properties*

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are initially measured at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met.

Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and accumulated impairment losses.

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

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, there is no change in the cost of the property for measurement or disclosure purposes. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment set out in Note 2.15 up to the date of change in use.

#### 2.15 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.11. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. Leasehold buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognised after the date of the revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the leasehold buildings at the end of the reporting period.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Freehold land has an unlimited useful life and therefore is not depreciated. Depreciation is computed on a straight-line basis or a diminishing value basis over the estimated useful lives of the assets as follows:

|  |  |
|--|--|
| Leasehold buildings                          | – the remaining lease terms of 27 to 57 years at the time of acquisition |
| Plant, workshop and rental equipment         | – 2 to 20 years  |
| Furniture and fixtures                       | – 2 to 20 years  |
| Motor vehicles                               | – 3 to 10 years  |
| Office equipment                             | – 1 to 5 years   |
| Remotely operated vehicles (ROV) and vessels | – 6 to 20 years  |

Assets under construction included in plant and equipment are not depreciated as these assets are not yet available for use.

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

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

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

#### 2.16 *Subsidiaries*

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

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



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.17 *Joint arrangements*

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

#### 2.18 *Joint venture*

The Group recognises its interest in the joint venture using the equity method from the date on which it becomes a joint venture.

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

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

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

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

The financial statements of the joint venture used in applying the equity method are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.19 Impairment of non-financial assets

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

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

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

Impairment losses of continuing operations are recognised in profit or loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.20 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing the inventories to their present location and condition.

Costs of inventories are determined using the first-in-first-out method except for those relating to turbochargers, fuel injection parts, pipe supports and pipe suspensions, where costs are determined on a weighted average basis.

Finished goods and work-in-progress include the cost of direct materials, direct labour and proportion of production overheads based on normal operating capacity. These costs are assigned on a first-in first-out basis.

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

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

#### 2.21 Financial instruments

##### (a) Financial assets

###### Initial recognition and measurement

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

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

###### Subsequent measurement

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

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

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by FRS 39.

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

The Group has not designated any financial assets upon initial recognition at fair value through profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.21 *Financial instruments (cont'd)*

##### (a) *Financial assets (cont'd)*

###### Subsequent measurement (cont'd)

##### (ii) Loans and receivables

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

The Group's loans and receivables comprise cash and cash equivalents and trade and other receivables.

###### De-recognition

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

###### Regular way purchase or sale of a financial asset

All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned.

##### (b) *Financial liabilities*

###### Initial recognition and measurement

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

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

###### Subsequent measurement

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

The Group's financial liabilities comprise trade and other payables, finance lease payable and bank borrowings.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.21 *Financial instruments (cont'd)*

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

De-recognition

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

(c) *Offsetting of financial instruments*

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

#### 2.22 *Impairment of financial assets*

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

(a) *Financial assets carried at amortised cost*

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

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

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

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.22 *Impairment of financial assets (cont'd)*

(a) *Financial assets carried at amortised cost (cont'd)*

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

(b) *Financial assets carried at cost*

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

#### 2.23 *Cash and cash equivalents*

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

#### 2.24 *Provisions*

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

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

#### 2.25 *Dividend*

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

#### 2.26 *Share capital and share issue expenses*

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.27 *Treasury shares*

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

#### 2.28 *Hedge accounting*

The Group applies hedge accounting for certain hedging relationships which qualify for hedge accounting.

At the inception of a hedging relationship, the Group formally designates and documents the hedging relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

##### *Hedges of net investments*

Hedges of net investments in foreign operations, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as other comprehensive income while any gains or losses relating to the ineffective portion are recognised in profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to profit or loss.

The Group uses loans as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries. The details on hedges of net investments are disclosed in Note 34.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.29 Contingencies

A contingent liability is:

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

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

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

#### 2.30 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 28, including the factors used to identify the reportable segments and the measurement basis of segment information.

#### 2.31 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

*Government grants related to income*

Government grant shall be recognised in profit or loss 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. Grants related to income may be presented as a credit in profit or loss, either separately or under "Other income".



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### 2.32 *Financial guarantee*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are recognised as income in profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to profit or loss.

#### 2.33 *Related parties*

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and the Company if that person:
  - (i) has control or joint control over the Company;
  - (ii) has significant influence over the Company; or
  - (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company;
- (b) An entity is related to the Group and the Company if any of the following conditions applies:
  - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (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 Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
  - (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 (or of a parent of the entity).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 3. REVENUE

|                                       | Group   |         |
|---------------------------------------|---------|---------|
|                                       | 2016    | 2015    |
|                                       | \$'000  | \$'000  |
| Services, repair and contract revenue | 168,799 | 241,751 |
| Trading sales                         | 52,861  | 51,731  |
| Equipment rental income               | 128     | 2,158   |
|                                       | 221,788 | 295,640 |

### 4. OTHER INCOME

|  | Group  |        |
|--|--------|--------|
|  | 2016   | 2015   |
|  | \$'000 | \$'000 |
| Interest income  | 196    | 177    |
| Gain/(Loss) on disposal of property, plant and equipment | 772    | (156)  |
| Commission received                                      | 665    | 663    |
| Gain on disposal of scrap material                       | 82     | 153    |
| Government grants  | 369    | 302    |
| Insurance claims   | 2,555  | -      |
| Others   | 54     | 141    |
|  | 4,693  | 1,280  |

During the year, the Group recorded \$2,555,000 income arising from insurance claims for certain assets which were damaged or lost during operations.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 5. (LOSS)/PROFIT FROM OPERATING ACTIVITIES

(Loss)/Profit from operating activities is stated after charging/(crediting):

|   | Group  |         |
|---|--------|---------|
|   | 2016   | 2015    |
|   | \$'000 | \$'000  |
| <b>(a) Manpower costs</b>                       |        |         |
| <u>(i) Amounts recognised in profit or loss</u> |        |         |
| Salaries, wages and bonuses                     | 78,736 | 89,771  |
| Defined contribution plan expense               | 6,861  | 7,622   |
| Share-based payments expense                    | 235    | 758     |
| Others  | 4,804  | 7,489   |
|   | 90,636 | 105,640 |
| <i>Included in cost of sales</i>                | 53,746 | 59,413  |
| <i>Included in staff costs</i>                  | 36,890 | 46,227  |
|   | 90,636 | 105,640 |

Share-based payments expense recognised in staff costs may not be indicative of the actual vesting value of the shares at vesting dates, which are subject to pre-determined performance targets or vesting conditions.

#### (ii) Amounts paid during the financial year

The amounts paid to a director and key management personnel during financial years ended 31 March 2016 and 31 March 2015 are as follows:

|                                     | Group  |        |
|-------------------------------------|--------|--------|
|                                     | 2016   | 2015   |
|                                     | \$'000 | \$'000 |
| Director's remuneration:            |        |        |
| – Salaries, wages and bonuses       | 1,007  | 1,380  |
| – Defined contribution plan expense | 14     | 14     |
| – Others                            | 25     | 31     |
|                                     | 1,046  | 1,425  |
| Other key management personnel:     |        |        |
| – Salaries, wages and bonuses       | 3,574  | 4,428  |
| – Defined contribution plan expense | 272    | 331    |
| – Others                            | 411    | 471    |
|                                     | 4,257  | 5,230  |

During the year, the Company transferred treasury shares (2015: issued new ordinary shares) pursuant to the vesting of the Awards granted under the MTQ Share Plan (Note 30(a)). The aggregate grant date fair values of the tranches of the Awards that vested and were released to key management personnel during the financial year amounted to \$306,000 (2015: \$250,000).

During the year ended 31 March 2015, the Group paid a total of \$528,000 to certain key management personnel for the buy-back of Neptune's RPR and LTI rights (Note 30(c) and (d)). There was no such payment during the year.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 5. (LOSS)/PROFIT FROM OPERATING ACTIVITIES (CONT'D)

|   | Note | 2016<br>\$'000 | Group<br>2015<br>\$'000 |
|---|------|----------------|-------------------------|
| <b>(b) Other operating expenses</b>                           |      |                |                         |
| Allowance for/(write-back of) impairment of trade receivables | 17   | 335            | (197)                   |
| Bad debts written-off/(back)                                  |      | (46)           | 61                      |
| Amortisation of intangible assets                             | 10   | 181            | 289                     |
| Fixed assets written-off                                      |      | 2,017          | 355                     |
| Impairment of goodwill  | 9    | 5,761          | 6,828                   |
| Impairment of property, plant and equipment                   | 12   | 7,042          | –                       |
| Impairment of intangible assets                               | 10   | 172            | –                       |
| Depreciation of property, plant and equipment                 | 12   | 2,065          | 2,138                   |
| Directors' fees paid to Directors of the Company              |      | 295            | 295                     |
| Allowance for inventory obsolescence                          | 16   | 175            | 173                     |
| (Gain)/Loss on foreign exchange                               |      | 731            | (2,538)                 |
| Consultancy fees paid to a Director of the Company            |      | 166            | 155                     |
| Legal and professional fees                                   |      | 2,395          | 2,531                   |
| Non-audit fees to:  |      |                |                         |
| – Auditors of the Company                                     |      | 82             | 8                       |
| – Auditors of subsidiaries                                    |      | 13             | 196                     |
| Audit fees to:  |      |                |                         |
| – Auditors of the Company                                     |      | 396            | 405                     |
| – Auditors of subsidiaries                                    |      | 686            | 649                     |
| Utilities expenses  |      | 1,877          | 2,480                   |
| Operating lease expenses                                      |      | 6,230          | 6,806                   |
|   |      | <u>11,450</u>  | <u>11,111</u>           |
| <b>(c) Cost of sales</b>                                      |      |                |                         |
| Operating lease expenses                                      |      | 11,450         | 11,111                  |
| Depreciation of property, plant and equipment                 | 12   | 11,209         | 10,427                  |
|   |      | <u>11,450</u>  | <u>11,111</u>           |

### 6. FINANCE COSTS

|                          | 2016<br>\$'000 | Group<br>2015<br>\$'000 |
|--------------------------|----------------|-------------------------|
| Interest on:             |                |                         |
| – Bank loans             | 2,029          | 2,360                   |
| – Finance lease payables | 32             | 43                      |
| – Others                 | 2              | 2                       |
|                          | <u>2,063</u>   | <u>2,405</u>            |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 7. TAXATION

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

|  | Group          |                |
|--|----------------|----------------|
|  | 2016<br>\$'000 | 2015<br>\$'000 |
| <i>Statement of comprehensive income</i>                                 |                |                |
| Current income tax   |                |                |
| – Current income taxation  | 748            | 4,424          |
| – Over provision in respect of previous years                            | (1,387)        | (202)          |
| – Withholding tax expense  | 283            | 2,916          |
|  | (356)          | 7,138          |
| Deferred income tax  |                |                |
| – Movements in temporary differences                                     | (2,600)        | (3,240)        |
| – Over provision in respect of previous years                            | (435)          | (195)          |
|  | (3,035)        | (3,435)        |
| Tax (credit)/expense recognised in the statement of comprehensive income | (3,391)        | 3,703          |

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

A reconciliation between tax (credit)/expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the financial years ended 31 March 2016 and 31 March 2015 are as follows:

|  | Group          |                |
|--|----------------|----------------|
|  | 2016<br>\$'000 | 2015<br>\$'000 |
| (Loss)/Profit before taxation  | (22,772)       | 9,177          |
| Tax at Singapore statutory tax rate of 17% (2015: 17%)                   | (3,871)        | 1,560          |
| Effect of difference in effective tax rates of other countries           | (1,004)        | (1,990)        |
| Non-deductible expenses  | 2,409          | 4,150          |
| Income not subject to taxation   | (305)          | (2,375)        |
| Effect of partial tax exemption and tax incentives                       | (246)          | (354)          |
| Deferred tax assets not recognised                                       | 1,269          | 347            |
| Overprovision in respect of previous years                               |                |                |
| – current tax  | (1,387)        | (202)          |
| – deferred tax   | (435)          | (195)          |
| Withholding tax expense  | 283            | 2,916          |
| Others   | (104)          | (154)          |
| Tax (credit)/expense recognised in the statement of comprehensive income | (3,391)        | 3,703          |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 8. (LOSSES)/EARNINGS PER SHARE

Basic (losses)/earnings per share are calculated by dividing the (loss)/profit for the financial year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted (losses)/earnings per share are calculated by dividing the (loss)/profit for the financial year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued upon conversion of all the dilutive potential ordinary shares into ordinary shares.

The following tables reflect the (loss)/profit and share data used in the computation of basic and diluted earnings per share for the financial years ended 31 March 2016 and 31 March 2015:

|   | Group                   |                |
|---|-------------------------|----------------|
|   | 2016<br>\$'000          | 2015<br>\$'000 |
| (Loss)/Profit net of tax attributable to owners of the Company                        | (18,467)                | 5,021          |
|   | <b>Number of shares</b> |                |
|   | 2016<br>\$'000          | 2015<br>\$'000 |
| Weighted average number of ordinary shares for basic earnings per share computation*  | 154,320                 | 153,344        |
| Effects of dilution:  |                         |                |
| – Employee share-based payment scheme   | –                       | 641            |
| Weighted average number of ordinary shares for diluted earnings per share computation | 154,320                 | 153,985        |

\*The weighted average number of shares took into account the weighted average effect of:

a) 400,000 (2015: Nil) ordinary shares that the Company bought back during the year (Note 24)

b) 251,649 (2015: 155,038) ordinary shares that the Company transferred/issued to the participants of the MTQ Share Plan (Note 24)

c) Nil (2015: 1,955,000) ordinary shares issued under the scrip dividend scheme (Note 24).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 9. GOODWILL

|                         | Note | Group<br>\$'000 |
|-------------------------|------|-----------------|
| <b>At 1 April 2014</b>  |      | 31,010          |
| Impairment of goodwill  | 5    | (6,828)         |
| Currency realignment    |      | (2,614)         |
| <b>At 31 March 2015</b> |      | <u>21,568</u>   |
| <b>At 1 April 2015</b>  |      | 21,568          |
| Impairment of goodwill  | 5    | (5,761)         |
| Currency realignment    |      | (319)           |
| <b>At 31 March 2016</b> |      | <u>15,488</u>   |

#### *Impairment testing of goodwill*

Goodwill acquired through business combinations has been allocated to seven cash-generating units (CGUs) for impairment testing as follows:

- Premier Group
- Engine Systems (excluding Highway Diesel)
- Highway Diesel
- Binder Group
- Neptune
  - Asset Integrity
  - Engineering UK
  - Diving

The carrying amounts of goodwill allocated to each CGU are as follows:

|   | 2016<br>\$'000 | Group<br>2015<br>\$'000 |
|---|----------------|-------------------------|
| Premier Group                             | 4,560          | 4,560                   |
| Engine Systems (excluding Highway Diesel) | 4,874          | 4,948                   |
| Highway Diesel                            | 377            | 382                     |
| Binder Group                              | -              | 5,919                   |
| Neptune                                   |                |                         |
| - Asset Integrity                         | 1,397          | 1,418                   |
| - Engineering UK                          | 1,498          | 1,519                   |
| - Diving                                  | 2,782          | 2,822                   |
|   | <u>15,488</u>  | <u>21,568</u>           |

The recoverable amounts of the CGUs are determined based on value in use calculations derived from cash flow projections.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 9. GOODWILL (CONT'D)

The cash flow projections approved by management for the first year are derived from financial budgets for the year ending 31 March 2017. Cash flows for a further 4 years are extrapolated using growth rates ranging from Nil% to 10.0% (2015: Nil% to 6.0%), based on management's knowledge and past experience of the businesses.

The terminal value of the CGUs was estimated by extrapolating the projected cash flow in the 5th year through perpetuity at growth rates ranging from Nil% to 2.6% (2015: Nil% to 2.0%) and discounting it. Post-tax discount rates ranging from 9.5% to 11.2% (2015: 9.3% to 12.5%) have been applied to discount the projected cash flows.

Based on the impairment assessments, impairment loss of \$Nil (2015: \$970,000) and \$5,761,000 (2015: \$5,858,000) were recognised to write-down the carrying amounts of goodwill allocated to Engine Systems and Binder Group respectively. The recoverable amounts of the remaining CGUs are found to be higher than their carrying amounts.

The Group believes that any reasonably possible change in the above key assumptions relating to growth rates and discount rates are not likely to cause any of the recoverable amounts of the CGUs to be materially lower than the related carrying amounts.

### 10. INTANGIBLE ASSETS

|  | Order backlog<br>\$'000 | Customer relationships<br>\$'000 | Customer contracts<br>\$'000 | Non-<br>compe-<br>te<br>clause<br>\$'000 | Software<br>\$'000 | Total<br>\$'000 |
|--|-------------------------|----------------------------------|------------------------------|--|--------------------|-----------------|
| <b>Cost:</b>                             |                         |                                  |                              |  |                    |                 |
| <b>At 1 April 2014</b>                   | 385                     | 346                              | 1,965                        | 134                                      | –                  | 2,830           |
| Addition                                 | –                       | –                                | –                            | –  | 309                | 309             |
| Currency realignment                     | (39)                    | (34)                             | (137)                        | –  | –                  | (210)           |
| <b>At 31 March 2015 and 1 April 2015</b> | 346                     | 312                              | 1,828                        | 134                                      | 309                | 2,929           |
| Write-offs                               | (341)                   | –                                | (1,809)                      | (134)                                    | –                  | (2,284)         |
| Currency realignment                     | (5)                     | (10)                             | (19)                         | –  | (5)                | (39)            |
| <b>At 31 March 2016</b>                  | –                       | 302                              | –                            | –  | 304                | 606             |
| <b>Accumulated amortisation:</b>         |                         |                                  |                              |  |                    |                 |
| <b>At 1 April 2014</b>                   | 315                     | 12                               | 1,841                        | 134                                      | –                  | 2,302           |
| Amortisation for the year                | 67                      | 67                               | 119                          | –  | 36                 | 289             |
| Currency realignment                     | (36)                    | 36                               | (132)                        | –  | (2)                | (134)           |
| <b>At 31 March 2015 and 1 April 2015</b> | 346                     | 115                              | 1,828                        | 134                                      | 34                 | 2,457           |
| Amortisation for the year                | –                       | 60                               | –                            | –  | 121                | 181             |
| Impairment of intangible assets          | –                       | 172                              | –                            | –  | –                  | 172             |
| Write-offs                               | (341)                   | –                                | (1,809)                      | (134)                                    | –                  | (2,284)         |
| Currency realignment                     | (5)                     | (45)                             | (19)                         | –  | 1                  | (68)            |
| <b>At 31 March 2016</b>                  | –                       | 302                              | –                            | –  | 156                | 458             |
| <b>Net carrying amount:</b>              |                         |                                  |                              |  |                    |                 |
| At 31 March 2016                         | –                       | –                                | –                            | –  | 148                | 148             |
| At 31 March 2015                         | –                       | 197                              | –                            | –  | 275                | 472             |



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 11. INVESTMENT PROPERTY

|  | Company<br>\$'000 |
|--|-------------------|
| <b>Balance sheet:</b>                            |                   |
| <b>Cost</b>                                      |                   |
| At 1 April 2014, 31 March 2015 and 31 March 2016 | 7,310             |
| <b>Accumulated depreciation</b>                  |                   |
| At 1 April 2014                                  | 6,272             |
| Depreciation                                     | 47                |
| At 31 March 2015 and 1 April 2015                | 6,319             |
| Depreciation                                     | 47                |
| At 31 March 2016                                 | 6,366             |
| <b>Net carrying amount</b>                       |                   |
| At 31 March 2016                                 | 944               |
| At 31 March 2015                                 | 991               |

|   | Company        |                |
|---|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Statement of comprehensive income:</b>   |                |                |
| Rental income from investment property charged to subsidiaries  | 1,219          | 3,104          |
| Direct operating expenses (including repairs and maintenance) arising from rental generating properties | 1,148          | 1,435          |

The fair value of the investment property held by the Company as at 31 March 2016 amounted to \$7,200,000 (2015: \$7,500,000). The fair value was based on valuation performed by an accredited independent valuer with recognised and relevant professional qualification and with recent experience in the location and category of the property being valued. The valuations were arrived at taking into account comparisons with recent sales of similar properties within the vicinity, income approach and replacement cost approach.

The investment property held by the Company as at 31 March 2016 is as follows:

| Location                         | Description                  | Tenure                                |
|----------------------------------|------------------------------|---------------------------------------|
| 182 Pandan Loop Singapore 128373 | Office building and workshop | 27 years lease from 16 September 2009 |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 12. PROPERTY, PLANT AND EQUIPMENT

| Group  | Leasehold<br>buildings<br>\$'000 | Plant,<br>workshop,<br>ROVs,<br>vessels and<br>rental<br>equipment<br>\$'000 | Furniture<br>and<br>fixtures,<br>office<br>equipment<br>and motor<br>vehicles<br>\$'000 | Assets<br>under<br>construction<br>\$'000 | Total<br>\$'000 |
|--|----------------------------------|--|---|---|-----------------|
| <b>Cost</b>  |                                  |  |   |   |                 |
| <b>At 1 April 2014</b>   | 28,484                           | 75,617   | 17,932  | 9,435                                     | 131,468         |
| Adjustments  | –                                | 971  | 290   | –   | 1,261           |
| Currency realignment   | 1,304                            | 18   | (1,116)   | (679)                                     | (473)           |
| Additions  | –                                | 3,722  | 837   | 9,841                                     | 14,400          |
| Disposals/write-offs   | –                                | (3,199)  | (398)   | –   | (3,597)         |
| Transfers  | –                                | 13,812   | 1,061   | (14,873)                                  | –               |
| <b>At 31 March 2015 and 1 April 2015, as<br/>previously reported</b> | 29,788                           | 90,941   | 18,606  | 3,724                                     | 143,059         |
| Currency realignment   | (297)                            | (1,192)  | (220)   | (133)                                     | (1,842)         |
| Additions  | –                                | 2,554  | 288   | 5,172                                     | 8,014           |
| Disposals/write-offs   | –                                | (7,100)  | (3,009)   | (141)                                     | (10,250)        |
| Transfers  | –                                | 4,800  | 3,079   | (7,879)                                   | –               |
| <b>At 31 March 2016</b>  | 29,491                           | 90,003   | 18,744  | 743                                       | 138,981         |
| <b>Accumulated depreciation</b>                                      |                                  |  |   |   |                 |
| <b>At 1 April 2014</b>   | 7,658                            | 31,166   | 11,125  | –   | 49,949          |
| Adjustments  | –                                | 971  | 290   | –   | 1,261           |
| Currency realignment   | 107                              | 77   | (795)   | –   | (611)           |
| Depreciation   | 559                              | 9,988  | 2,018   | –   | 12,565          |
| Disposals/Write-offs   | –                                | (1,371)  | (350)   | –   | (1,721)         |
| <b>At 31 March 2015 and 1 April 2015</b>                             | 8,324                            | 40,831   | 12,288  | –   | 61,443          |
| Currency realignment   | (36)                             | (459)  | (137)   | –   | (632)           |
| Depreciation   | 590                              | 10,772   | 1,912   | –   | 13,274          |
| Impairment of property, plant and<br>equipment                       | –                                | 7,042  | –   | –   | 7,042           |
| Disposals/Write-offs   | –                                | (3,257)  | (2,329)   | –   | (5,586)         |
| <b>At 31 March 2016</b>  | 8,878                            | 54,929   | 11,734  | –   | 75,541          |
| <b>Net carrying amount</b>   |                                  |  |   |   |                 |
| At 31 March 2016   | 20,613                           | 35,074   | 7,010   | 743                                       | 63,440          |
| At 31 March 2015   | 21,464                           | 50,110   | 6,318   | 3,724                                     | 81,616          |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

| Company                                  | Workshop<br>equipment<br>\$'000 | Furniture<br>and<br>fixtures,<br>office<br>equipment<br>and motor<br>vehicles<br>\$'000 | Total<br>\$'000 |
|--|---------------------------------|---|-----------------|
| <b>Cost</b>                              |                                 |   |                 |
| <b>At 1 April 2014</b>                   | 209                             | 2,196   | 2,405           |
| Additions                                | –                               | 136   | 136             |
| Disposal/Written-off                     | –                               | (6)   | (6)             |
| <b>At 31 March 2015 and 1 April 2015</b> | 209                             | 2,326   | 2,535           |
| Additions                                | –                               | 29  | 29              |
| Disposal/Written-off                     | –                               | (45)  | (45)            |
| <b>At 31 March 2016</b>                  | 209                             | 2,310   | 2,519           |
| <b>Accumulated depreciation</b>          |                                 |   |                 |
| <b>At 1 April 2014</b>                   | 209                             | 1,572   | 1,781           |
| Depreciation                             | –                               | 255   | 255             |
| Disposals/Write-offs                     | –                               | (6)   | (6)             |
| <b>At 31 March 2015 and 1 April 2015</b> | 209                             | 1,821   | 2,030           |
| Depreciation                             | –                               | 228   | 228             |
| Disposals/Write-offs                     | –                               | (44)  | (44)            |
| <b>At 31 March 2016</b>                  | 209                             | 2,005   | 2,214           |
| <b>Net carrying amount</b>               |                                 |   |                 |
| At 31 March 2016                         | –                               | 305   | 305             |
| At 31 March 2015                         | –                               | 505   | 505             |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(a) *The Group's leasehold land and buildings held by the Group include the following:*

| Location  | Description                     | Area<br>sq. m. | Tenure                                   | Net carrying<br>amount |                |
|---|---------------------------------|----------------|--|------------------------|----------------|
|   |                                 |                |  | 2016<br>\$'000         | 2015<br>\$'000 |
| <i>Leasehold building</i>   |                                 |                |  |                        |                |
| 182 Pandan Loop,<br>Singapore 128373 *                                | Office building and<br>workshop | 14,271         | 27 years lease from<br>16 September 2009 | 944                    | 991            |
| Bahrain International<br>Investment Park, H100,<br>Kingdom of Bahrain | Office building and<br>workshop | 40,000         | 50 years from<br>1 September 2009        | 13,719                 | 14,350         |
| 54 Loyang Way<br>Singapore 508747                                     | Office building and<br>workshop | 6,912          | 57 years lease from<br>1 March 1995      | 5,950                  | 6,123          |

\* This leasehold building has been classified as investment property at Company level as the property is leased to subsidiaries (Note 11).

(b) *Assets pledged as securities*

The carrying amounts of property, plant and equipment pledged as securities to secure bank borrowings of subsidiaries are as follows (Note 21):

|   | Net carrying amount |                |
|---|---------------------|----------------|
|   | 2016<br>\$'000      | 2015<br>\$'000 |
| Leasehold buildings   | 13,719              | 14,350         |
| Assets under construction                                   | 39                  | 26             |
| Furniture and fixtures, office equipment and motor vehicles | 920                 | 1,747          |
| Plant and workshop equipment                                | 9,515               | 9,866          |

(c) *Assets held under finance lease*

During the year, the Group acquired property, plant and equipment with an aggregate cost of \$Nil (2015: \$95,000), by means of finance leases.

The carrying amount of property, plant and equipment held under finance lease as at 31 March 2016 was \$723,000 (2015: \$424,000).

Leased assets are pledged as security for the related finance lease liabilities.

(d) *Assets under construction*

Included in the Group's assets under construction as at 31 March 2016 are \$576,000 relating to construction of workshop and equipment and \$120,000 relating to purchase of software (2015: \$1,018,000 relating to the construction and refurbishment of plant and equipment and \$2,400,000 relating to purchase of ROVs).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

**(e) Capitalisation of borrowing costs**

No borrowing costs have been capitalised for the financial years ended 31 March 2016 and 31 March 2015 as there are no borrowing costs directly attributable to the acquisition or construction of the Group's assets.

**(f) Impairment of assets**

During the financial year, management carried out a review of the recoverable amount of its remotely operated vehicle (ROV) equipment. An impairment loss of \$7,042,000 (2015: \$Nil), representing the write-down of these equipment to the recoverable amount was recognised in "Other operating expenses" (Note 5) within profit or loss for the financial year ended 31 March 2016. The recoverable amount of the ROV equipment was estimated with reference to its value-in-use based on EBITDA and terminal growth rates of 2.4%, and pre-tax discount rate of 14.99%. Any adverse change in the key assumptions used would have resulted in further impairment.

**(g) Changes in estimates**

During the financial year, the Group conducted an operational efficiency review on its fleet of remotely operated underwater vehicles (ROV). The Group revised the estimated depreciation rate of the ROVs by applying an estimated useful life of 6 years (previously 6-10 years) and revising the residual values of the ROV fleet. The revision in estimate was applied on a prospective basis from 1 July 2015. The effect of the above revision on depreciation change in current to 2018 is as shown below. The effect beyond 2018 is insignificant.

|                                   | 2016   | 2017   | 2018   |
|-----------------------------------|--------|--------|--------|
|                                   | \$'000 | \$'000 | \$'000 |
| Increase in depreciation expenses | 469    | 15     | 8      |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 13. INVESTMENT IN SUBSIDIARIES

|   | Note | Company<br>2016<br>\$'000 | Company<br>2015<br>\$'000 |
|---|------|---------------------------|---------------------------|
| <b>Unquoted shares, at cost:</b>                      |      |                           |                           |
| Beginning and end of financial year                   |      | 45,276                    | 45,276                    |
| Allowance for impairment in value of investments      |      | (5,858)                   | (5,858)                   |
|   | 29   | 39,418                    | 39,418                    |
| <b>Intercompany indebtedness:</b>                     |      |                           |                           |
| Amounts due from subsidiaries                         |      |                           |                           |
| – Non-trade   |      | 24,983                    | 6,080                     |
| Allowance for impairment of intercompany indebtedness |      | (432)                     | (432)                     |
|   |      | 24,551                    | 5,648                     |
| Total investment in subsidiaries                      |      | 63,969                    | 45,066                    |

(a) Further details regarding the cost of investment in subsidiaries are set out in Note 29.

(b) There was no movement in allowance for impairment in value of investments during the financial years ended 31 March 2016 and 2015.

#### *Intercompany indebtedness*

The amounts and loans owing by subsidiaries included as part of the Company's net investment in subsidiaries are unsecured, interest-free, have no repayment terms and are repayable only when the cash flows of the subsidiaries permit. Accordingly, the fair value of these loans and receivables are not determinable as the timing of the future cash flows arising from the repayment of these loans and receivables cannot be estimated reliably.

The non-current amounts due from subsidiaries that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment are as follows:

|   | 2016<br>\$'000 | Company<br>2015<br>\$'000 |
|---|----------------|---------------------------|
| Amounts due from subsidiaries – nominal value | 469            | 465                       |
| Less: Allowance for impairment                | (432)          | (432)                     |
|   | 37             | 33                        |

There was no movement in allowance for impairment of intercompany indebtedness during the financial years ended 31 March 2016 and 2015.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 13. INVESTMENT IN SUBSIDIARIES (CONT'D)

#### *Reduction in share capital of a subsidiary*

On 17 February 2015, Neptune purchased and cancelled 210,319 of its own ordinary shares at A\$1.18 per share resulting in a reduction in Neptune's share capital by \$334,000 and an increase in Blossomvale's ownership to 87.1%.

The carrying value of the net asset of Neptune as at 17 February 2015 was \$71,760,000. The differences between (i) the reduction in Neptune's share capital and (ii) the carrying value of the additional interests was recognised as "Premium paid on acquisition of non-controlling interests or reduction in subsidiary's share capital" in "Other reserves" within equity.

### 14. INVESTMENT IN JOINT VENTURE

The Group has 50% (2015: 50%) equity interest in a jointly-controlled entity, PT Binder Indonesia that is held through a subsidiary. The joint venture is incorporated in Indonesia<sup>1</sup> and manufactures proprietary and custom-built pipe support and pipe suspension solutions. The Group jointly controls the venture with other partner under the contractual agreement and requires unanimous consent for all major decisions over the relevant activities.

|                                   | <b>Group<br/>\$'000</b> |
|-----------------------------------|-------------------------|
| <b>Unquoted shares, at costs:</b> |                         |
| At 1 April 2014                   | 2,320                   |
| Share of results of joint venture | (1,027)                 |
| Currency realignment              | 250                     |
| At 31 March 2015 and 1 April 2015 | <u>1,543</u>            |
| Share of results of joint venture | (285)                   |
| Currency realignment              | (296)                   |
| At 31 March 2016                  | <u><u>962</u></u>       |

<sup>1</sup> Audited by Tasnum Ali Widjanarko & Rekan

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 14. INVESTMENT IN JOINT VENTURE (CONT'D)

The Group's share of PT Binder Indonesia's commitments are disclosed in Note 27.

Summarised financial information in respect of PT Binder Indonesia based on its FRS financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

|   | Group          |                |
|---|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Summarised balance sheet:</b>                      |                |                |
| Cash and cash equivalents                             | 904            | 309            |
| Other current assets                                  | 6,944          | 6,685          |
| Total current assets                                  | 7,848          | 6,994          |
| Total non-current assets                              | 408            | 685            |
| Total assets  | 8,256          | 7,679          |
| Current trade and other payables                      | 4,346          | 2,387          |
| Non-current other payables                            | 1,986          | 2,206          |
| Total liabilities                                     | 6,332          | 4,593          |
| Net assets  | 1,924          | 3,086          |
| Group's share of net assets at 50% ownership interest | 962            | 1,543          |

|  | Group          |                |
|--|----------------|----------------|
|  | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Summarised statement of comprehensive income:</b> |                |                |
| Revenue  | 7,906          | 7,361          |
| Other income   | 752            | 35             |
| Operating expenses                                   | (9,228)        | (9,450)        |
| Loss before tax                                      | (570)          | (2,054)        |
| Income tax expenses                                  | -              | -              |
| Loss after tax                                       | (570)          | (2,054)        |
| Share of results of joint venture                    | (285)          | (1,027)        |



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 15. RECEIVABLES AND PREPAYMENTS

| Receivables                                 | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Non-current</b>                          |                |                |                |                |
| Amounts due from subsidiaries               |                |                |                |                |
| – Interest-free loans                       | –              | –              | 68,820         | 71,367         |
| – Interest-bearing loan                     | –              | –              | 9,076          | 13,116         |
| Allowance for amounts due from subsidiaries | –              | –              | (23,975)       | (3,801)        |
|   | –              | –              | 53,921         | 80,682         |
| Loans due from joint venture                | 2,044          | 612            | –              | –              |
| Deposits                                    | 21             | 391            | –              | –              |
| Staff loans, at amortised cost              | 110            | 141            | 95             | 80             |
|   | <u>2,175</u>   | <u>1,144</u>   | <u>54,016</u>  | <u>80,762</u>  |

Interest-bearing loan to a subsidiary is funded by bank borrowings – Facility 1 (Note 21). It is denominated in United States dollars and bears interest at the rate of 1.5% (2015: 1.5%) above the Bank's Swap Rate.

Interest-free loans due from subsidiaries are unsecured and have no fixed repayment term and are to be settled in cash.

Loans due from joint venture are unsecured, non-interest bearing and have no fixed repayment term and are to be settled in cash.

The non-current amounts due from subsidiaries that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment is as follows:

|   | Company        |                |
|---|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 |
| Amounts due from subsidiaries – nominal value | 77,793         | 68,174         |
| Less: Allowance for impairment                | (23,975)       | (3,801)        |
|   | <u>53,818</u>  | <u>64,373</u>  |
| Allowance for impairment:                     |                |                |
| At 1 April                                    | 3,801          | 2,301          |
| Charge for the year                           | 20,174         | 1,500          |
| At 31 March                                   | <u>23,975</u>  | <u>3,801</u>   |

At the end of reporting period, the Company recorded an allowance of \$23,975,000 (2015: \$3,801,000) for impairment of the unsecured loan to fellow subsidiaries companies with a nominal amount of \$77,793,000 (2015: \$68,174,000). These fellow subsidiaries incurred financial losses in the current and past financial years.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 15. RECEIVABLES AND PREPAYMENTS (CONT'D)

|   | Note | Group          |                | Company        |                |
|---|------|----------------|----------------|----------------|----------------|
|   |      | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Prepayments</b>  |      |                |                |                |                |
| <b>Current</b>  |      |                |                |                |                |
| Advances to suppliers (non-trade)                         |      | 375            | 1,388          | –              | –              |
| Other prepayments   |      | 2,925          | 1,732          | 37             | 100            |
|   |      | <u>3,300</u>   | <u>3,120</u>   | <u>37</u>      | <u>100</u>     |
| <b>Non-current</b>  |      |                |                |                |                |
| Prepaid staff benefits                                    |      | <u>18</u>      | <u>35</u>      | <u>11</u>      | <u>28</u>      |
| <b>Staff loans</b>  |      |                |                |                |                |
| <i>Staff loans at amortised costs:</i>                    |      |                |                |                |                |
| Current, classified under trade and other receivables     | 17   | 62             | 84             | 37             | 26             |
| Non-current, classified under receivables and prepayments |      | 110            | 141            | 95             | 80             |
|   |      | <u>172</u>     | <u>225</u>     | <u>132</u>     | <u>106</u>     |

The interest-free staff loans are extended to certain staff of the Company and its subsidiaries to purchase cars. These loans are repayable by monthly instalments over five years with the last repayment due in financial year ending 2021 (2015: 2020). The individuals concerned had entered into agreements with the Company or the respective subsidiaries to assign all rights of ownership of the cars to the Company or the subsidiaries until full settlement of the loans. The staff loans are carried at amortised cost. The difference between the amortised cost and gross loan receivables is recognised as prepaid staff benefits.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 16. INVENTORIES

|  | Group  |        |
|--|--------|--------|
|  | 2016   | 2015   |
|  | \$'000 | \$'000 |
| <b>Balance sheet:</b>  |        |        |
| <b><i>First-in-first-out basis</i></b>   |        |        |
| – Raw materials  | 7,040  | 6,092  |
| – Work-in-progress   | 1,336  | 2,128  |
| – Finished goods   | 6,118  | 6,722  |
| – Engines and spares   | 804    | 819    |
| – Goods-in-transit   | –      | 47     |
|  | 15,298 | 15,808 |
| <b><i>Weighted average basis</i></b>   |        |        |
| – Finished goods   | 9,822  | 10,696 |
| – Work-in-progress   | 355    | 254    |
| – Goods-in-transit   | 260    | 194    |
|  | 10,437 | 11,144 |
| Total inventories at lower of cost and net realisable value                          | 25,735 | 26,952 |
| Inventories are stated after deducting allowance for inventory obsolescence of:      |        |        |
| – first-in-first-out basis   | 556    | 556    |
| – weighted average basis   | 1,713  | 1,574  |
|  | 2,269  | 2,130  |
| <b>Movement in allowance for inventory obsolescence:</b>                             |        |        |
| At 1 April   | 2,130  | 2,228  |
| Allowance for inventory obsolescence as part of other operating expenses (Note 5(b)) | 175    | 173    |
| Utilised   | (16)   | (90)   |
| Currency realignment   | (20)   | (181)  |
| At 31 March  | 2,269  | 2,130  |

The costs of inventories recognised in cost of sales amounted to \$82,866,000 (2015: \$114,729,000).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 17. TRADE AND OTHER RECEIVABLES

|                                      | Note | Group          |                | Company        |                |
|--------------------------------------|------|----------------|----------------|----------------|----------------|
|                                      |      | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Trade receivables                    |      | 52,010         | 67,975         | –              | –              |
| Staff loans, current                 | 15   | 62             | 84             | 37             | 26             |
| Sundry deposits                      |      | 210            | 264            | 2              | 3              |
| Sundry receivables                   |      | 601            | 487            | –              | 32             |
| Amounts due from subsidiaries        |      |                |                |                |                |
| – Trade                              |      | –              | –              | 3,662          | 11,559         |
| – Dividend receivables               |      | –              | –              | –              | 230            |
| Trade amounts due from joint venture |      | –              | 63             | –              | –              |
|                                      |      | <u>52,883</u>  | <u>68,873</u>  | <u>3,701</u>   | <u>11,850</u>  |

Trade and other receivables are stated after deducting an allowance for doubtful receivables of:

|                     | Note | Group          |                | Company        |                |
|---------------------|------|----------------|----------------|----------------|----------------|
|                     |      | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| – Trade receivables |      | <u>1,150</u>   | <u>1,484</u>   | <u>–</u>       | <u>–</u>       |

Trade and other receivables are denominated in the following currencies at the end of the reporting period:

|                       | Group          |                | Company        |                |
|-----------------------|----------------|----------------|----------------|----------------|
|                       | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Singapore dollars     | 2,797          | 8,594          | 3,469          | 11,399         |
| Australian dollars    | 25,210         | 35,683         | 221            | 442            |
| United States dollars | 17,077         | 17,401         | 11             | 9              |
| Bahraini Dinar        | 36             | 66             | –              | –              |
| British Pounds        | 7,763          | 7,066          | –              | –              |
| Others                | –              | 63             | –              | –              |
|                       | <u>52,883</u>  | <u>68,873</u>  | <u>3,701</u>   | <u>11,850</u>  |

#### **Trade receivables**

Trade receivables are non-interest bearing and are generally on 0 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Dividend receivables are non-interest bearing and are generally receivable when they are declared by the investees.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 17. TRADE AND OTHER RECEIVABLES (CONT'D)

#### *Receivables that are past due but not impaired*

The Group has trade receivables amounting to \$25,239,000 (2015: \$35,064,000) that are past due at the end of the reporting period but not impaired as management expects payment subsequent to year end. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

|  | Group          |                |
|--|----------------|----------------|
|  | 2016<br>\$'000 | 2015<br>\$'000 |
| Trade receivables past due but not impaired: |                |                |
| Lesser than 30 days                          | 14,017         | 15,071         |
| 30 to 60 days                                | 1,412          | 4,958          |
| 61 to 90 days                                | 1,362          | 3,365          |
| More than 90 days                            | 8,448          | 11,670         |
|  | 25,239         | 35,064         |

#### *Receivables that are impaired*

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and/or have defaulted on payments. These receivables are not secured by any collateral or credit enhancements. Trade receivables that are determined to be collectively impaired pertains to impairment provisions made on debtor groups with similar credit risk characteristics that are indicative of the debtors' ability to pay amounts.

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

|                                       | Note | Group                                   |   |   |   |
|---------------------------------------|------|---|---|---|---|
|                                       |      | Individually impaired<br>2016<br>\$'000 | Individually impaired<br>2015<br>\$'000 | Collectively impaired<br>2016<br>\$'000 | Collectively impaired<br>2015<br>\$'000 |
| Trade receivables – nominal value     |      | 842                                     | 1,176                                   | 308                                     | 308                                     |
| Less : Allowance for impairment       |      | (842)                                   | (1,176)                                 | (308)                                   | (308)                                   |
|                                       |      | -                                       | -                                       | -                                       | -                                       |
| Allowance for impairment:             |      |   |   |   |   |
| At 1 April                            |      | 1,176                                   | 1,139                                   | 308                                     | 608                                     |
| Exchange differences                  |      | (11)                                    | 27                                      | -                                       | -                                       |
| Allowance/(Write-back) for impairment | 5(b) | 335                                     | 103                                     | -                                       | (300)                                   |
| Utilised                              |      | (658)                                   | (93)                                    | -                                       | -                                       |
| At 31 March                           |      | 842                                     | 1,176                                   | 308                                     | 308                                     |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 18. CASH AND CASH EQUIVALENTS

|                           | Group          |                | Company        |                |
|---------------------------|----------------|----------------|----------------|----------------|
|                           | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Fixed deposits            | 2,126          | 8,257          | –              | –              |
| Cash at banks and in hand | 22,841         | 35,878         | 823            | 2,413          |
|                           | <u>24,967</u>  | <u>44,135</u>  | <u>823</u>     | <u>2,413</u>   |

Cash at banks earns interest at floating rates based on daily bank deposit rates ranging from Nil% to 1.85% (2015: Nil% to 2.5%) per annum. Fixed deposits are made for varying periods of between one week and three months depending on the immediate cash requirements of the Group, at a weighted average interest rate of 2.92% (2015: 3.45%) per annum. At the end of the reporting period, fixed deposits of \$299,000 (2015: \$303,000) are held as security for lease of premises.

Cash and cash equivalents at 31 March were denominated in the following currencies:

|                       | Group          |                | Company        |                |
|-----------------------|----------------|----------------|----------------|----------------|
|                       | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Singapore dollars     | 3,219          | 14,447         | 435            | 2,119          |
| Australian dollars    | 7,814          | 8,717          | –              | –              |
| United States dollars | 9,033          | 14,155         | 386            | 292            |
| Bahraini Dinar        | 203            | 193            | –              | –              |
| British Pounds        | 4,294          | 6,557          | –              | –              |
| Others                | 404            | 66             | 2              | 2              |
|                       | <u>24,967</u>  | <u>44,135</u>  | <u>823</u>     | <u>2,413</u>   |

### 19. TRADE AND OTHER PAYABLES

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Current</b>                            |                |                |                |                |
| Trade payables                            | 12,873         | 15,279         | –              | –              |
| Sundry payables                           | 521            | 521            | 6              | 21             |
| Accrual for staff-related costs           | 8,220          | 12,905         | 1,400          | 2,173          |
| Sundry accruals                           | 8,585          | 9,730          | 326            | 250            |
| Other payables                            | –              | 4,132          | –              | –              |
| Trade amounts due to joint venture        | 1,684          | 1,893          | –              | –              |
| Non-trade amounts owing to subsidiaries   | –              | –              | 13             | 13             |
|   | <u>31,883</u>  | <u>44,460</u>  | <u>1,745</u>   | <u>2,457</u>   |
| <b>Non-current</b>                        |                |                |                |                |
| Interest-free loans owing to subsidiaries | –              | –              | 10,354         | 6,239          |
| Sundry payables                           | 392            | –              | –              | –              |
|   | <u>392</u>     | <u>–</u>       | <u>10,354</u>  | <u>6,239</u>   |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 19. TRADE AND OTHER PAYABLES (CONT'D)

Trade and other payables at 31 March were denominated in the following currencies:

|                       | Group          |                | Company        |                |
|-----------------------|----------------|----------------|----------------|----------------|
|                       | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Current</b>        |                |                |                |                |
| Singapore dollars     | 5,497          | 9,292          | 1,745          | 2,450          |
| Australian dollars    | 14,887         | 20,306         | –              | –              |
| United States dollars | 5,697          | 6,471          | –              | –              |
| Bahraini Dinar        | 1,450          | 1,522          | –              | 7              |
| Euro                  | 214            | 167            | –              | –              |
| Japanese Yen          | 33             | 30             | –              | –              |
| British Pounds        | 3,408          | 6,516          | –              | –              |
| Others                | 697            | 156            | –              | –              |
|                       | <u>31,883</u>  | <u>44,460</u>  | <u>1,745</u>   | <u>2,457</u>   |
| <b>Non-current</b>    |                |                |                |                |
| Singapore dollars     | –              | –              | 7,184          | 6,239          |
| Australian dollars    | 392            | –              | –              | –              |
| United States dollars | –              | –              | 3,170          | –              |
|                       | <u>392</u>     | <u>–</u>       | <u>10,354</u>  | <u>6,239</u>   |

#### **Trade and sundry payables**

Trade and sundry payables are non-interest bearing and are normally settled on 30 to 60 day terms.

#### **Other payables**

Other payables in 2015 relate to the non-cancellable obligation to acquire the remaining 20.5% of the issued shares of Binder Group and was fully settled during the financial year.

#### **Amounts owing to subsidiaries**

Current amounts owing to subsidiaries are unsecured, non-interest bearing and are repayable on demand in cash.

Non-current loans owing to subsidiaries are unsecured, non-interest bearing and have no repayment terms. Accordingly, the fair value of these loans is not determinable as the timing of the future cash flows arising from the payment of these loans cannot be estimated reliably.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 20. FINANCE LEASE PAYABLE

At 31 March 2016 and 31 March 2015, the Group has obligations for certain workshop equipment under finance leases (Note 12(c)).

The leases include options to purchase the equipment for a nominal sum. Future minimum lease payments under finance lease and the present value of the net minimum lease payments are as follows:

|                                 | Group                  |                 |   |                        |                 |   |
|---------------------------------|------------------------|-----------------|---|------------------------|-----------------|---|
|                                 | 2016                   |                 |   | 2015                   |                 |   |
|                                 | Minimum lease payments | Finance charges | Present value of minimum lease payments | Minimum lease payments | Finance charges | Present value of minimum lease payments |
|                                 | \$'000                 | \$'000          | \$'000                                  | \$'000                 | \$'000          | \$'000                                  |
| Within 1 year                   | 368                    | (25)            | 343                                     | 485                    | (30)            | 455                                     |
| After 1 year but within 5 years | 178                    | (7)             | 171                                     | 354                    | (12)            | 342                                     |
| Total                           | 546                    | (32)            | 514                                     | 839                    | (42)            | 797                                     |

The average discount rate implicit in the finance lease is between 1% to 13% (2015: 1% to 13%) per annum. The finance leases are denominated in Australian dollars, British Pounds and United States dollars.

### 21. BANK BORROWINGS

|   | Group  |        | Company |        |
|---|--------|--------|---------|--------|
|   | 2016   | 2015   | 2016    | 2015   |
|   | \$'000 | \$'000 | \$'000  | \$'000 |
| <b>Bank borrowings, current portion</b>     |        |        |         |        |
| Secured (Facility 1)                        | 1,008  | 3,864  | 1,008   | 3,864  |
| Secured (Facility 2)                        | 722    | 730    | -       | -      |
| Unsecured (Facility 3)                      | 1,349  | 2,338  | -       | -      |
| Total current bank borrowings               | 3,079  | 6,932  | 1,008   | 3,864  |
| <b>Bank borrowings, non-current portion</b> |        |        |         |        |
| Secured (Facility 1)                        | 8,068  | 9,252  | 8,068   | 9,252  |
| Secured (Facility 4)                        | 2,729  | 2,769  | -       | -      |
| Unsecured (Facility 5)                      | 5,000  | -      | 5,000   | -      |
| Unsecured (Facility 6)                      | 9,232  | 9,302  | -       | -      |
| Unsecured (Facility 7)                      | 15,465 | 31,380 | -       | -      |
| Total non-current bank borrowings           | 40,494 | 52,703 | 13,068  | 9,252  |
| Total bank borrowings                       | 43,573 | 59,635 | 14,076  | 13,116 |



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 21. BANK BORROWINGS (CONT'D)

Bank borrowings are denominated in the following currencies at the end of the reporting period:

|                       | Group          |                | Companies      |                |
|-----------------------|----------------|----------------|----------------|----------------|
|                       | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Singapore dollars     | 10,600         | 5,600          | 5,000          | –              |
| Australian dollars    | 18,916         | 34,879         | –              | –              |
| United States dollars | 14,057         | 19,156         | 9,076          | 13,116         |
|                       | <u>43,573</u>  | <u>59,635</u>  | <u>14,076</u>  | <u>13,116</u>  |

#### Facility 1

The United States dollars denominated long term bank loans are repayable over quarterly instalments from December 2012 with last instalment due on 28 March 2025. Interest is payable at the rate of 1.50% above the SIBOR. The facility is used to fund an interest-bearing loan to a subsidiary (Note 15).

The facility is secured by the following:

- first all-monies registered legal mortgage over a 50-year leasehold land and property at Bahrain International Investment Park, Hidd, Kingdom of Bahrain;
- first registered fixed and floating charge over assets of a subsidiary;
- registered charge over the interest-bearing loan from the Company to a subsidiary.

#### Facility 2

The Australian dollars denominated short term bank loan is repayable on demand. Interest is payable at the rate of 1.00% per annum over the bank's base rate. The facilities is scured by fixed and floating charge over all assets of a subsidiary.

#### Facility 3

The United States dollars denominated short term bank loan is repayable on 31 May 2016. Interest is payable at the rate of 1.75% per annum over the bank's prevailing Cost of Funds.

#### Facility 4

The Australian dollars denominated long term bank loans outstanding as at 31 March 2016 were refinanced in 2016 and is now payable on 31 August 2019 (2015: 31 August 2016). Interest is payable at the rate of 2.7% (2015: 1.90%) per annum over the Australian Bank Bill Rate.

The facility is secured by fixed and floating charge over all assets of a subsidiary.

#### Facility 5

The Singapore dollars denominated long term bank loan is repayable on 31 December 2017. Interest is payable at the rate of 1.7% per annum over the SIBOR.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 21. BANK BORROWINGS (CONT'D)

#### Facility 6

The multi-currency denominated long term bank loan is repayable on 18 May 2018 (2015: 18 October 2016). Interests is payable at 1.95% (2015: 1.95%) per annum over the prevailing Swap Offer or LIBOR rates depending on the currency being drawn.

#### Facility 7

The Australian dollars denominated bank loan is repayable on 16 April 2019 (2015: 17 March 2017). Interest is payable at the rate of 2.25% (2015: 2.00%) per annum over the Bank Bill Swap Bid Rate.

### 22. DEFERRED TAX ASSETS/(LIABILITIES)

|   | Group<br>\$'000 | Company<br>\$'000 |
|---|-----------------|-------------------|
| <b>At 31 March 2014</b>                             | 1,936           | (106)             |
| Currency realignment                                | (890)           | -                 |
| Charge to profit or loss during the financial year  | 3,435           | 13                |
| <b>At 31 March 2015</b>                             | <u>4,481</u>    | <u>(93)</u>       |
| <b>At 31 March 2015</b>                             | 4,481           | (93)              |
| Currency realignment                                | (23)            | -                 |
| Charge to profit and loss during the financial year | 3,035           | 58                |
| <b>At 31 March 2016</b>                             | <u>7,493</u>    | <u>(35)</u>       |

Deferred tax as at 31 March relates to the following:

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Deferred tax assets</b>                              |                |                |                |                |
| Unabsorbed capital allowances and unutilised tax losses | 8,370          | 5,683          | 12             | -              |
| Employee benefits                                       | 729            | 869            | 20             | 19             |
| Other provisions  | 1,863          | 2,414          | -              | -              |
| Transaction costs on equity issue of a subsidiary       | 56             | 111            | -              | -              |
| Others  | 464            | 290            | 47             | -              |
|   | <u>11,482</u>  | <u>9,367</u>   | <u>79</u>      | <u>19</u>      |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 22. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| <b>Deferred tax liabilities</b>   |                |                |                |                |
| Excess of net book value over tax written<br>down value of property, plant and<br>equipment | (3,113)        | (3,806)        | (114)          | (112)          |
| Revaluation on investment   | (325)          | (329)          | -              | -              |
| Other provisions  | (3)            | (2)            | -              | -              |
| Unrealised foreign exchange gain  | (124)          | (319)          | -              | -              |
| Others  | (424)          | (430)          | -              | -              |
|   | <u>(3,989)</u> | <u>(4,886)</u> | <u>(114)</u>   | <u>(112)</u>   |
| Deferred tax assets/(liabilities), net  | <u>7,493</u>   | <u>4,481</u>   | <u>(35)</u>    | <u>(93)</u>    |

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The net amounts determined after appropriate offsetting are shown in the balance sheets as follows:

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Deferred tax assets                    | 8,976          | 6,947          | -              | -              |
| Deferred tax liabilities               | (1,483)        | (2,466)        | (35)           | (93)           |
| Deferred tax assets/(liabilities), net | <u>7,493</u>   | <u>4,481</u>   | <u>(35)</u>    | <u>(93)</u>    |

At the end of the reporting period, the Group had unutilised tax losses with no expiry of approximately \$136,687,000 (2015: \$136,687,000) and unabsorbed capital allowances of approximately \$11,724,000 (2015: \$11,724,000), net of amounts transferred under the group relief transfer system, that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of their recoverability. The use of these tax losses and capital allowances is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the countries where the companies reside.

The potential tax benefit of approximately \$41,585,000 (2015: \$41,585,000) from these unutilised tax losses and unabsorbed capital allowances has not been recognised in the financial statements due to the uncertainty of their recoverability.

There are no tax consequences attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 26).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 23. PROVISIONS

|             | Group          |                | Company        |                |
|-------------|----------------|----------------|----------------|----------------|
|             | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Current     | 1,523          | 1,455          | –              | –              |
| Non-current | 1,737          | 1,853          | 80             | 78             |
|             | <u>3,260</u>   | <u>3,308</u>   | <u>80</u>      | <u>78</u>      |

Represented by:

|                                   | Make good<br>provision<br>\$'000 | Maintenance<br>warranty<br>\$'000 | Long-<br>service leave<br>\$'000 | Total<br>\$'000 |
|-----------------------------------|----------------------------------|-----------------------------------|----------------------------------|-----------------|
| <b>Group</b>                      |                                  |                                   |                                  |                 |
| At 1 April 2014                   | 677                              | 315                               | 2,350                            | 3,342           |
| Currency realignment              | (62)                             | (30)                              | (268)                            | (360)           |
| Provisions during the year        | 26                               | 119                               | 389                              | 534             |
| Utilised during the year          | –                                | (149)                             | (59)                             | (208)           |
| At 31 March 2015 and 1 April 2015 | 641                              | 255                               | 2,412                            | 3,308           |
| Currency realignment              | (8)                              | –                                 | (34)                             | (42)            |
| Provisions during the year        | 29                               | 250                               | 170                              | 449             |
| Utilised during the year          | –                                | (245)                             | (210)                            | (455)           |
| At 31 March 2016                  | <u>662</u>                       | <u>260</u>                        | <u>2,338</u>                     | <u>3,260</u>    |

|                       | Make good provision |                |
|-----------------------|---------------------|----------------|
|                       | 2016<br>\$'000      | 2015<br>\$'000 |
| <b>Company</b>        |                     |                |
| At 1 April            | 78                  | 76             |
| Accretion of interest | 2                   | 2              |
| At 31 March           | <u>80</u>           | <u>78</u>      |

#### **Make good provision**

In accordance with certain lease agreements, provisions are recognised for expected cost required to be incurred to reinstate the leased premises to their original condition upon the expiry of the leases at various dates till 2036. The provisions are based on quotations received from contractors. Assumptions made by management included variables such as inflation rate and discount rate used to calculate the provision. As such, the actual amounts eventually paid out could be different from the above provisions due to changes in the variables such as discount rate and inflation. However the Group is of the view that the current provisions are adequate to cover the cost of reinstatement.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 23. PROVISIONS (CONT'D)

#### *Provision for maintenance warranty*

In determining the level of provision required for maintenance warranties, the Group has made estimates in respect of the expected performance of the products, number of customers who will utilise the maintenance warranties, frequency of warranty claims and the costs of fulfilling the maintenance warranties. Historical experience and current knowledge of the performance of products has been used in determining this provision.

#### *Provision for long service leave*

Provision for long service leave is recognised and measured at the present value of the expected future payment to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

### 24. SHARE CAPITAL AND TREASURY SHARES

|   | Group and Company        |               |                          |               |
|---|--------------------------|---------------|--------------------------|---------------|
|   | 2016                     |               |                          | 2015          |
|   | No. of<br>shares<br>'000 | \$'000        | No. of<br>shares<br>'000 | \$'000        |
| <b>a) Ordinary shares issued and fully paid</b>                   |                          |               |                          |               |
| At 1 April  | 154,521                  | 36,807        | 127,009                  | 34,108        |
| Issuance of shares pursuant to scrip dividend<br>scheme (Note 26) | –                        | –             | 1,955                    | 2,531         |
| Share issuance expense  | –                        | –             | –                        | (82)          |
| Issuance of shares pursuant to MTQ<br>Share plan (Note 30)        | –                        | –             | 155                      | 250           |
| Issuance of shares pursuant to bonus issue                        | –                        | –             | 25,402                   | –             |
| At 31 March   | <u>154,521</u>           | <u>36,807</u> | <u>154,521</u>           | <u>36,807</u> |

During the financial year ended 31 March 2015, the Company issued 1,955,000 shares pursuant to the scrip dividend scheme. The Company also issued 25,402,000 shares pursuant to the bonus issues of one new ordinary shares for every five existing shares held in the capital of the Company as at the bonus issue's book closure date. The issuance of shares pursuant to the bonus issue was at nil consideration and without capitalisation of the Company's reserves.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 24. SHARE CAPITAL AND TREASURY SHARES (CONT'D)

|   | Group and Company        |            |                          |          |
|---|--------------------------|------------|--------------------------|----------|
|   | 2016                     |            | 2015                     |          |
|   | No. of<br>shares<br>'000 | \$'000     | No. of<br>shares<br>'000 | \$'000   |
| <b>b) Treasury shares</b>   |                          |            |                          |          |
| At 1 April  | –                        | –          | –                        | –        |
| Share buy-back  | 400                      | 312        | –                        | –        |
| Transfer of treasury shares pursuant to MTQ<br>Share Plan (Note 30) | (252)                    | (196)      | –                        | –        |
| At 31 March   | <u>148</u>               | <u>116</u> | <u>–</u>                 | <u>–</u> |

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

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company except that 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.

All ordinary shares carry one vote per share without restrictions, except for treasury shares which have no voting rights. The ordinary shares have no par value.

The Company acquired 400,000 (2015: nil) shares in the Company through purchases on the Singapore Exchange during the financial year. The total amount paid to acquire the shares was \$312,000 (2015: nil) and this was presented as a component within shareholder equity.

The Company transferred 251,649 (2015: nil) treasury shares pursuant to the MTQ Share Plan (Note 30). The gain of \$132,000 (2015: nil) arising from the transfer was recognised in Gain on Sale/Transfer of Treasury Shares within Other Reserves (Note 25).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 25. RESERVES

|  | Note | Group          |                | Company        |                |
|--|------|----------------|----------------|----------------|----------------|
|  |      | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Retained earnings  |      | 72,155         | 93,704         | 57,685         | 79,419         |
| Foreign currency translation reserve   |      | (4,997)        | (3,047)        | –              | –              |
| Other reserves   |      |                |                |                |                |
| – Gain on sale/transfer of treasury shares   |      | 2,297          | 2,165          | 2,297          | 2,165          |
| – Premium paid on acquisition of non-controlling interests or reduction in share capital of a subsidiary | 13   | (1,078)        | (1,078)        | –              | –              |
| – Employee equity benefits reserve   |      | 405            | 485            | 452            | 532            |
| – Net fair value of loss on derivatives  |      | 191            | (76)           | –              | –              |
|  |      | 1,815          | 1,496          | 2,749          | 2,697          |
|  |      | 68,973         | 92,153         | 60,434         | 82,116         |

#### **Foreign currency translation reserve**

The foreign currency translation reserve comprises exchange differences arising from the translation of financial statements of subsidiaries whose functional currencies are different from that of the Group's presentation currency. The foreign currency translation reserve is also used to record the effect of hedging of net investments in foreign operations.

#### **Gain on sale/transfer of treasury shares**

This represents the gain arising from purchase, sale, issue or cancellation of treasury shares. No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

#### **Premium paid on acquisition of non-controlling interests or reduction in share capital of a subsidiary**

This represents the premium paid on acquisition of non-controlling interests arises from the acquisition of additional equity interest in Neptune while retaining control and the reduction of share capital of Neptune. Information on the reduction of share capital during the financial year ended 31 March 2015 has been disclosed in Note 13.

#### **Employee equity benefits reserve**

Employee equity benefits reserve represents the equity-settled awards granted to employees (Note 30). The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date (or acquisition date if later) of equity-settled share schemes, and is reduced by the expiry, cancellation or release of the awards.

Movements in reserves are set out in the statements of changes in equity.

## NOTES TO THE FINANCIAL STATEMENTS

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### 26. DIVIDENDS

|  | <b>Group and Company</b> |               |
|--|--------------------------|---------------|
|  | <b>2016</b>              | <b>2015</b>   |
|  | <b>\$'000</b>            | <b>\$'000</b> |
| <b><i>Declared and paid during the financial year:</i></b>   |                          |               |
| Paid in respect of the previous financial year:  |                          |               |
| – Final cash dividend of 2.0 cents per ordinary share, tax-exempt (one-tier) (2015: 2.0 cents per ordinary share under the scrip dividend scheme, tax-exempt (one-tier)) |                          |               |
| – Paid in Cash   | 3,082                    | 1,270         |
| – Paid in Scrip (Ordinary Shares)  | –                        | 1,778         |
|  | 3,082                    | 3,048         |
| Paid in respect of the current financial year:   |                          |               |
| – 2015: Interim dividend of 2.0 cents per ordinary share under the scrip dividend scheme, tax-exempt (one-tier):   |                          |               |
| – Paid in Cash   | –*                       | 2,324         |
| – Paid in Scrip (Ordinary Shares)  | –*                       | 753           |
|  | –                        | 3,077         |
|  | 3,082                    | 6,125         |
| Total paid in Cash   | 3,082                    | 3,594         |
| Total paid in Scrip (Ordinary Shares) (Note 24)  | –                        | 2,531         |
|  | 3,082                    | 6,125         |
|  | <b>Group and Company</b> |               |
|  | <b>2016</b>              | <b>2015</b>   |
|  | <b>\$'000</b>            | <b>\$'000</b> |
| <b><i>Proposed but not recognised as a liability as at 31 March:</i></b>   |                          |               |
| Final cash dividend  | –*                       | 3,082         |
|  | –*                       | 3,082         |

\* There was no dividend declared or proposed in respect of the financial year ended 31 March 2016.

Interim dividends in respect of previous financial year are declared and proposed under the scrip dividend scheme which allows the ordinary shareholder to elect to receive the dividends in cash or ordinary shares.

### 27. COMMITMENTS AND CONTINGENCIES

#### (a) Operating leases – as lessee

The Group leases certain properties, equipment and vehicles for its operations under lease agreements that are non-cancellable. The leases expire at various dates till year 2059 with the property leases containing provisions for rental adjustments. Renewals are at the options of the specific entity that holds the lease but the leases have no purchase options.

Future minimum lease payments for all leases with initial or remaining terms of one year or more are as follows:



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 27. COMMITMENTS AND CONTINGENCIES (CONT'D)

(a) *Operating leases – as lessee (cont'd)*

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Within one year                                | 5,315          | 7,165          | 584            | 554            |
| After one year but not more than<br>five years | 13,621         | 13,483         | 2,289          | 2,184          |
| More than five years                           | 35,181         | 35,687         | 8,831          | 8,910          |
|  | <u>54,117</u>  | <u>56,335</u>  | <u>11,704</u>  | <u>11,648</u>  |

(b) *Capital expenditure*

As at the end of the financial year, the Group had the following capital expenditure commitments for the acquisition of property, plant and equipment:

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>\$'000 | 2015<br>\$'000 |
| Authorised and committed                        | 112            | 3,363          | –              | –              |
| Share of joint venture's capital<br>commitments | –              | 71             | –              | –              |
|   | <u>112</u>     | <u>3,434</u>   | <u>–</u>       | <u>–</u>       |

(c) *Contingent liabilities*

|  |              |              |               |               |
|--|--------------|--------------|---------------|---------------|
| Corporate guarantees issued by the<br>Company for bank facilities granted<br>to subsidiaries | <u>–</u>     | <u>–</u>     | <u>20,265</u> | <u>37,217</u> |
| Guarantees issued to external parties  | <u>3,746</u> | <u>4,987</u> | <u>103</u>    | <u>103</u>    |

The corporate guarantees have not been recognised by the Group and the Company as management has assessed the fair value of the corporate guarantees to be immaterial.

Guarantees to external parties comprise guarantees issued in lieu of security deposits required by suppliers and non-financial guarantees to its business associates which commit the Group to make payments on behalf of these entities upon failure to perform under the terms of the relevant contracts.

(d) *Other commitments*

*Financial support*

The Company has provided letters of financial support to certain subsidiaries that it will not demand repayment of the amounts owing by such subsidiaries unless such repayment will not jeopardise the ability of these subsidiaries to meet their obligations as and when they fall due. The total amount owing from these subsidiaries is \$58,352,000 (2015: \$100,601,000).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 28. INFORMATION BY SEGMENT ON THE GROUP'S OPERATIONS

#### (a) *Operating segments*

For management purposes, the Group's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different industries as follows:

##### (i) *Investment holding*

Holds investments and provides management and corporate services to its subsidiaries. It also derives dividend and rental income from its subsidiaries and quoted investments. The Group's central overheads are also classified here. This segment operates mainly in Singapore and Australia.

##### (ii) *Oilfield engineering*

Provides engineering services for the servicing, manufacturing, assembly and fabrication of oilfield equipment such as valves and blow-out-preventers used in the oil and gas industry. This segment also engages in the business of renting and sale of oilfield equipment and spare parts. This segment has expanded into design and manufacturing of proprietary and custom-built pipe support and pipe suspension solutions for the oil and gas industry. This segment operates primarily out of Singapore, Kingdom of Bahrain, Australia and Indonesia.

##### (iii) *Engine systems*

Provides sales and servicing of turbochargers used in a wide range of vehicles and machinery, including trucks, earth moving equipment, agricultural machinery, marine vessels, generator sets and railway equipment. The segment also distributes and services fuel injection parts and automotive performance parts. This segment operates mainly in Australia.

##### (iv) *Neptune*

Provides engineering services to offshore oil and gas, marine and renewable energy industries by Neptune and its subsidiaries. This segment operates mainly in Australia, United Kingdom and Singapore.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Income taxes are managed on a group basis and are not allocated to operating segments.

Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.





## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
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### 28. INFORMATION BY SEGMENT ON THE GROUP'S OPERATIONS (CONT'D)

#### (a) Operating segments (cont'd)

Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements:

Note A: Inter-segment revenues are eliminated on consolidation.

Note B: The following items are added to/(deducted from) segment profit to arrive at "Profit before tax" presented in the consolidated income statement:

|                              | Group          |                |
|------------------------------|----------------|----------------|
|                              | 2016<br>\$'000 | 2015<br>\$'000 |
| Intersegment dividend income | (6,992)        | (9,578)        |
|                              | <u>(6,992)</u> | <u>(9,578)</u> |

#### (b) Geographical segments

|                    | Singapore<br>\$'000 | Australia<br>\$'000 | Bahrain<br>\$'000 | United<br>Kingdom<br>\$'000 | Indonesia<br>\$'000 | Total<br>\$'000 |
|--------------------|---------------------|---------------------|-------------------|-----------------------------|---------------------|-----------------|
| <b>2016</b>        |                     |                     |                   |                             |                     |                 |
| External sales     | 50,276              | 128,750             | 15,109            | 27,653                      | –                   | 221,788         |
| Non-current assets | 30,586              | 17,398              | 21,830            | 9,251                       | 973                 | 80,038          |
| <b>2015</b>        |                     |                     |                   |                             |                     |                 |
| External sales     | 77,109              | 151,433             | 15,434            | 51,664                      | –                   | 295,640         |
| Non-current assets | 33,211              | 37,361              | 22,321            | 10,763                      | 1,543               | 105,199         |

Non-current assets information presented above consist of goodwill, intangible assets, property, plant and equipment and investment in joint venture as presented in the consolidated balance sheet.

The Group's non-current assets and sales to external customers disclosed in geographical segments are based on the entities' country of domicile.

#### (c) Information about major customers

For the financial years ended 31 March 2016 and 31 March 2015, there was no single external customer who contributed to 10% or more to the Group's total revenue.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 29. SUBSIDIARIES

a) The subsidiaries as at 31 March are:

| Name of company<br>(Country of incorporation)                   | Principal activities<br>(Place of business)   | Cost           |                | Effective interest<br>in equity held by<br>the Company |           |
|---|---|----------------|----------------|--|-----------|
|   |   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>%  | 2015<br>% |
| <b>Unquoted equity shares held by the Company</b>               |   |                |                |  |           |
| i MTQ Engineering Pte Ltd<br>(Republic of Singapore)            | Providing engineering and<br>manufacturing services to<br>the oil and gas industry<br>(Republic of Singapore)                             | 1,312          | 1,312          | 100  | 100       |
| i MTQ Equipment Rental Pte Ltd<br>(Republic of Singapore)       | Providing oilfield equipment<br>rental services<br>(Republic of Singapore)  | 5,678          | 5,678          | 100  | 100       |
| i MTQ Fabrication Pte Ltd<br>(Republic of Singapore)            | Providing oilfield fabrication<br>services<br>(Republic of Singapore)   | 37             | 37             | 100  | 100       |
| i Blossomvale Investments<br>Pte Ltd<br>(Republic of Singapore) | Investment holding<br>(Republic of Singapore)   | – ♦            | – ♦            | 100  | 100       |
| iii Violetbloom Investments Pte Ltd<br>(Republic of Singapore)  | Investment holding<br>(Republic of Singapore)   | – ♦            | – ♦            | 100  | 100       |
| iii Everfield Pte Ltd<br>(Republic of Singapore)                | Investment holding<br>(Republic of Singapore)   | – ♦            | – ♦            | 100  | 100       |
| i MTQ Binder Holdings Pte Ltd<br>(Republic of Singapore)        | Investment holding<br>(Republic of Singapore)   | – ♦            | – ♦            | 100  | 100       |
| ii MTQ Engine Systems (Aust)<br>Pty Ltd<br>(Australia)          | Sales and servicing of<br>turbochargers and fuel injection<br>parts and automotive<br>performance parts (Australia)                       | 5,295          | 5,295          | 100  | 100       |
| ii MTQ Holdings Pty Ltd<br>(Australia)                          | Investment holding<br>(Australia)   | 3,556          | 3,556          | 100  | 100       |
| ii MTQ Oilfield Services W.L.L.<br>(Kingdom of Bahrain)         | Service, manufacture and<br>assemble oilfield equipment and<br>related spare parts in the oil and<br>gas industry<br>(Kingdom of Bahrain) | 7,045          | 7,045          | 99   | 99        |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 29. SUBSIDIARIES (CONT'D)

a) The subsidiaries as at 31 March are: (cont'd)

| Name of company<br>(Country of incorporation)   | Principal activities<br>(Place of business)   | Cost           |                | Effective interest<br>in equity held by<br>the Company |           |
|---|---|----------------|----------------|--|-----------|
|   |   | 2016<br>\$'000 | 2015<br>\$'000 | 2016<br>%  | 2015<br>% |
| <b>Unquoted equity shares held by the Company (Cont'd)</b>                                  |   |                |                |  |           |
| ii MTQ Castings Sdn Bhd<br>(previously known as<br>Metalock Castings Sdn Bhd)<br>(Malaysia) | Inactive<br>(Malaysia)  | –              | –              | 100  | 100       |
| i Premier Sea & Land Pte Ltd<br>(Republic of Singapore)                                     | Trading of oilfield industry<br>materials and supplies machinery<br>and equipment and rental of<br>machinery and equipment<br>(Republic of Singapore)                           | 14,189         | 14,189         | 100  | 100       |
| i Pemac Pte Ltd<br>(Republic of Singapore)  | Manufacture of high pressure<br>piping, general steel fabrication<br>works repairing of oilfield<br>equipment and fabrication of<br>pressure vessels<br>(Republic of Singapore) | 2,306          | 2,306          | 100  | 100       |
|   |   | <u>39,418</u>  | <u>39,418</u>  |  |           |

| Name of company<br>(Country of incorporation)        | Principal activities<br>(Place of business) | Effective interest<br>in equity held by<br>the Group |           |
|--|---|--|-----------|
|  |   | 2016<br>%  | 2015<br>% |
| <b>Quoted equity shares held by a subsidiary</b>     |   |  |           |
| ii,iv Neptune Marine Services<br>Limited (Australia) | Investment holding (Australia)              | 87.1   | 87.1      |

#### Unquoted equity shares held by the subsidiaries

|   |   |     |     |
|---|---|-----|-----|
| iii Dynamic Turbocharger<br>Services (Australia) Pty Ltd<br>(Australia) | Inactive<br>(Australia)   | 100 | 100 |
| ii MTQ Oilfield Services W.L.L.<br>(Kingdom of Bahrain)                 | Service, manufacture and assemble oilfield<br>equipment and related spare parts in the oil and<br>gas industry (Kingdom of Bahrain) | 100 | 100 |
| i Premier Estate Pte Ltd<br>(Republic of Singapore)                     | Investment holding<br>(Republic of Singapore)   | 100 | 100 |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 29. SUBSIDIARIES (CONT'D)

a) The subsidiaries as at 31 March are: (cont'd)

| Name of company<br>(Country of incorporation)                                 | Principal activities<br>(Place of business)   | Effective interest<br>in equity held by<br>the Group |           |
|---|---|--|-----------|
|   |   | 2016<br>%  | 2015<br>% |
| <b>Unquoted equity shares held by the subsidiaries (cont'd)</b>               |   |  |           |
| iii,iv Neptune Marine Services<br>International Pty Ltd<br>(Australia)        | Investment holding (Australia)  | 87.1   | 87.1      |
| ii,iv Neptune Asset Integrity<br>Services Pty Ltd<br>(Australia)              | Providing a range of specialist access solutions for<br>the provision of inspection, repair and maintenance<br>services (Australia)   | 87.1   | 87.1      |
| ii,iv Neptune Diving Services<br>Pty Ltd<br>(Australia)                       | Providing commercial diving and inspection,<br>repair and maintenance services to the oil and<br>gas, shipping, defence and marine infrastructure<br>industries (Australia) | 87.1   | 87.1      |
| iii,iv Neptune Fabrication Services<br>Pty Ltd<br>(Australia)                 | Inactive (Australia)  | 87.1   | 87.1      |
| iii,iv Neptune Subsea Engineering<br>Pty Ltd<br>(Australia)                   | Providing a range of specialist subsea engineering<br>services to the oil and gas sector (Australia)  | 87.1   | 87.1      |
| iii,iv Neptune Geomatics Pty Ltd<br>(Australia)                               | Providing a range of hydrographic survey,<br>geophysical and positioning services internationally<br>to the oil and gas sector (Australia)                                  | 87.1   | 87.1      |
| iii,iv Neptune Subsea Stabilisation<br>Pty Ltd<br>(Australia)                 | Design, manufacture, supply and install a range<br>of pipeline stabilisation and protection systems<br>(Australia)  | 87.1   | 87.1      |
| iii,iv Allied Diving Services Pty Ltd<br>(Australia)                          | Inactive (Australia)  | 87.1   | 87.1      |
| iii,iv Neptune Delaware Holdings Inc<br>(United States of America)            | Investment holding (United States of America)   | 87.1   | 87.1      |
| iii,iv Neptune Underwater Services<br>(USA) LLC<br>(United States of America) | Inactive (United States of America)   | 87.1   | 87.1      |
| i,iv Neptune Asia Holdings Pte Ltd<br>(Republic of Singapore)                 | Investment holding (Republic of Singapore)  | 87.1   | 87.1      |



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 29. SUBSIDIARIES (CONT'D)

a) The subsidiaries as at 31 March are: (cont'd)

| Name of company<br>(Country of incorporation)                                       | Principal activities<br>(Place of business)   | Effective interest<br>in equity held by<br>the Group |           |
|---|---|--|-----------|
|   |   | 2016<br>%  | 2015<br>% |
| <b>Unquoted equity shares held by the subsidiaries (cont'd)</b>                     |   |  |           |
| i,iv Neptune Marine Pacific Pte Ltd<br>(Republic of Singapore)                      | Specialise in the provision of remotely operated vehicles (ROV) services and tooling solutions for both shallow and deep water applications<br>(Republic of Singapore)    | 87.1   | 87.1      |
| i,iv Neptune Access IRM Pte Ltd<br>(Republic of Singapore)                          | Inactive (Republic of Singapore)  | 87.1   | 87.1      |
| i,iv Neptune Marine Offshore<br>Pte Ltd<br>(Republic of Singapore)                  | Inactive (Republic of Singapore)  | 87.1   | 87.1      |
| i,iv Neptune Subsea Stabilisation<br>Pte Ltd<br>(Republic of Singapore)             | Design, manufacture, supply and install a range of pipeline stabilisation and protection systems<br>(Republic of Singapore)   | 87.1   | 87.1      |
| ii,iv PT Neptune Subsea<br>Stabilisation<br>(Indonesia)                             | Design, manufacture, supply and install a range of pipeline stabilisation and protection systems<br>(Indonesia)   | 87.1   | 87.1      |
| ii,iv Submersible Technology<br>Services Middle East S.P.C.<br>(Kingdom of Bahrain) | Specialise in the provision of quality remotely operated vehicle (ROV) services and tooling solutions for both shallow and deepwater applications<br>(Kingdom of Bahrain) | 87.1   | 87.1      |
| ii,iv Neptune Scotland Holdings Ltd<br>(United Kingdom)                             | Investment holding (United Kingdom)   | 87.1   | 87.1      |
| ii,iv Neptune Offshore Services Ltd<br>(United Kingdom)                             | Providing a range of manufacturing solutions encompassing the design, manufacture, machining, assembly and testing of a wide range of equipment<br>(United Kingdom)       | 87.1   | 87.1      |
| ii,iv Neptune Subsea Engineering<br>Ltd<br>(United Kingdom)                         | Providing a range of specialist subsea engineering services internationally to the oil and gas sector<br>(United Kingdom)   | 87.1   | 87.1      |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 29. SUBSIDIARIES (CONT'D)

a) The subsidiaries as at 31 March are: (cont'd)

| Name of company<br>(Country of incorporation)                   | Principal activities<br>(Place of business)   | Effective interest<br>in equity held by<br>the Group |           |
|---|---|--|-----------|
|   |   | 2016<br>%  | 2015<br>% |
| <b>Unquoted equity shares held by the subsidiaries (cont'd)</b> |   |  |           |
| ii,iv Neptune ROV Services Holdings Ltd<br>(United Kingdom)     | Investment holding (United Kingdom)   | 87.1   | 87.1      |
| iii,iv Neptune Deeptech Symons Ltd<br>(United Kingdom)          | Inactive (United Kingdom)   | 87.1   | 87.1      |
| ii,iv Neptune ROV Services Ltd<br>(United Kingdom)              | Specialise in the provision of quality remotely operated vehicle (ROV) services and tooling solutions for both shallow and deepwater applications (United Kingdom)  | 87.1   | 87.1      |
| ii,iv Neptune Subsea Services Sdn Bhd<br>(Malaysia)             | Providing a range of subsea inspection, repair and maintenance works (Malaysia)   | 87.1   | 87.1      |
| i,iv Neptune ROV Services Pte Ltd<br>(Republic of Singapore)    | Inactive (Republic of Singapore)  | 87.1   | 87.1      |
| ii,iv Submersible Technology Services Sdn Bhd<br>(Malaysia)     | Inactive (Malaysia)   | 87.1   | 87.1      |
| ii,iv Neptune Marine Subsea Services Sdn Bhd<br>(Brunei)        | Providing a range of underwater and subsea works including diving, remotely operated vehicle services, underwater inspection, maintenance and repair services, and supply of subsea stabilisation products and services to the offshore industry (Brunei) | 87.1   | 87.1      |
| ii Binder Group Pty Ltd<br>(Australia)                          | Design and manufacturing of proprietary and custom-built pipe support and pipe suspension solutions (Australia)   | 100  | 100       |
| iii Binder Engineering (VIC) Pty Ltd<br>(Australia)             | Inactive (Australia)  | 100  | 100       |
| iii Binder Engineering (QLD) Pty Ltd<br>(Australia)             | Inactive (Australia)  | 100  | 100       |

## NOTES TO THE FINANCIAL STATEMENTS

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### 29. SUBSIDIARIES (CONT'D)

a) The subsidiaries as at 31 March are: (cont'd)

| Name of company<br>(Country of incorporation)                   | Principal activities<br>(Place of business)   | Effective interest<br>in equity held by<br>the Group |           |
|---|---|--|-----------|
|   |   | 2016<br>%  | 2015<br>% |
| <b>Unquoted equity shares held by the subsidiaries (cont'd)</b> |   |  |           |
| iii Binder Engineering (NSW)<br>Pty Ltd<br>(Australia)          | Inactive (Australia)  | 100  | 100       |
| i Binder Asia Pte Ltd<br>(Singapore)                            | Trading of proprietary and custom-built pipe support<br>and pipe suspension solutions (Singapore) | 100  | 100       |
| iii Binder Holdings Pte Ltd<br>(Singapore)                      | Inactive (Singapore)  | 100  | 100       |

i Audited by Ernst & Young LLP, Singapore

ii Audited by member firms of Ernst & Young Global in their respective countries

iii Not required to be audited under the law in its country of incorporation

iv Subsidiaries, which are part of Neptune Group, that have material non-controlling interest ("NCI") as an aggregate. Total loss allocated to NCI of Neptune Group during the year was \$914,000 (2015: profit of \$453,000). Accumulated NCI of Neptune Group as at 31 March 2016 was \$7,710,000 (2015: \$9,390,000). During the year \$653,000 (2015: \$Nil) of dividends were paid by Neptune to NCI.

◆ The cost of investments in each of these subsidiaries is less than \$1,000

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 29. SUBSIDIARIES (CONT'D)

(b) Summarised financial information excluding consolidation adjustments and intercompany eliminations of Neptune Group as follows:

#### *Summarised balance sheets*

|   | <b>Neptune Group</b>  |                      |
|---|-----------------------|----------------------|
|   | <b>2016</b>           | <b>2015</b>          |
|   | <b>\$'000</b>         | <b>\$'000</b>        |
| <b>Current</b>  |                       |                      |
| Assets  | 53,777                | 58,730               |
| Liabilities   | (19,086)              | (24,068)             |
| Net current assets                                      | <u>34,691</u>         | <u>34,662</u>        |
| <b>Non-current</b>                                      |                       |                      |
| Assets  | 41,762                | 55,539               |
| Liabilities   | (1,397)               | (1,700)              |
| Net non-current assets                                  | <u>40,365</u>         | <u>53,839</u>        |
| <b>Net assets</b>                                       | <u><u>75,056</u></u>  | <u><u>88,501</u></u> |
| <br><b>Summarised statement of comprehensive income</b> |                       |                      |
| Revenue   | <u>120,715</u>        | <u>152,116</u>       |
| Profit after tax  | (7,218)               | 3,165                |
| Other comprehensive income                              | 200                   | 4,517                |
| Total comprehensive income                              | <u><u>(7,018)</u></u> | <u><u>7,682</u></u>  |
| <br><b>Other summarised information</b>                 |                       |                      |
| Net cash flows from operations                          | <u><u>3,905</u></u>   | <u><u>12,888</u></u> |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 30. EMPLOYEE BENEFITS

#### a) *MTQ Share Plan*

The Group has adopted a compensation scheme, known as the MTQ Share Plan (the "Share Plan"), approved by shareholders of the Company at an Extraordinary General Meeting held on 26 July 2013, to grant the right to receive fully paid ordinary shares ("Award"). The Share Plan, inter alia, allows for the participation of employees of the Group and employees of associated companies (a company as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST")) who meet the eligibility criteria, but does not include any controlling shareholders and their associates as defined in the Listing Manual of SGX-ST, nor the Non-Executive Directors.

The Share Plan is administered by the Remuneration Committee which comprises the following members:

Huang Yuan Chiang (Chairman)  
Nicholas Campbell Cocks  
Ong Choo Eng

The selection of the participants in the Share Plan and the grant of Award are to be determined by the Remuneration Committee at its absolute discretion.

The principal terms of the Share Plan are:

#### (i) Size and Duration

The total number of new shares which may be delivered by the Company pursuant to the Awards granted under the Share Plan ("the New Shares") on any date, when added to the aggregate number of ordinary shares issued or issuable under any other share schemes which may be implemented by the Company, shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares) on the date preceding the date of grant.

The Share Plan shall continue in force at the discretion of the Remuneration Committee subject to a maximum of 10 years commencing from the date it is adopted by the Company in general meeting, provided always that the Share Plan may continue beyond this stipulated period with the approval of the shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the Share Plan, any grant of shares made pursuant to the Share Plan prior to such expiry or termination will continue to remain valid.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 30. EMPLOYEE BENEFITS (CONT'D)

#### a) *MTQ Share Plan (cont'd)*

##### (ii) Eligibility to participate in the Scheme

Subject to the absolute discretion of the Remuneration Committee, the following persons, unless they are also non-executive directors, controlling shareholders and/or their associates, shall be eligible to participate in the Share Plan:

- employees of the Group who have attained the age of twenty-one years before the date of the Award and hold such rank as may be designated by the Remuneration Committee from time to time; and
- employees of associated companies who have attained the age of twenty-one years before the date of the Award and hold such rank as may be designated by the Remuneration Committee from time to time and who, in the opinion of the Remuneration Committee, have contributed to the success of the Group; (collectively known as the "Participants").

##### (iii) Grant of Awards

Awards under the Share Plan may be granted at any time during the period when the Share Plan is in force. The Remuneration Committee shall, in its absolute discretion, decide, in relation to each Award:

- the participants;
- the Award date;
- the number of fully paid ordinary shares which are the subject of the Award;
- the performance targets and the period during which the targets are to be satisfied;
- the extent to which the fully paid ordinary shares which are the subject of that Award shall be released on the prescribed performance targets being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period;
- the vesting date; and
- any other condition as the Remuneration Committee may determine.

The granted Award may not be sold, transferred, mortgaged, charged, assigned, pledged, encumbered or otherwise disposed of, in whole or in part or in any way whatsoever, except with the prior approval of the Remuneration Committee and if a participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any such rights under an Award, that Award shall immediately lapse.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
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### 30. EMPLOYEE BENEFITS (CONT'D)

#### a) *MTQ Share Plan (cont'd)*

##### (iv) Operation of Share Plan

Subject to the prevailing legislation and the rules of the Listing Manual and such consents or other required action by any competent authority under any regulations or enactments for the time being in force as may be necessary and subject to the compliance with the terms of the Share Plan and the Company's Constitution, the Company will have the flexibility to settle the Awards upon their vesting by way of:

- issuing new ordinary shares of the Company as fully paid;
- delivering existing ordinary shares (including, to the extent permitted by law, treasury shares); and/or
- paying the aggregate market price in cash in lieu of allotment or transfer of some or all of the new or existing ordinary shares

As at 31 March 2016, the aggregate number of shares comprised in Awards granted pursuant to the MTQ Share Plan which are not released amounted to 388,979 shares (31 March 2015: 310,081). The movements in the number of shares comprised in Awards granted under the MTQ Share Plan are as follows:

| Date of Grant | Number of shares |         |           |           | At<br>31.3.2016 |
|---------------|------------------|---------|-----------|-----------|-----------------|
|               | At<br>1.4.2015   | Granted | Released  | Forfeited |                 |
| 29.8.2014     | 310,081          | –       | (155,038) | –         | 155,043         |
| 26.8.2015     | –                | 348,087 | (96,611)  | (17,540)  | 233,936         |
|               | 310,081          | 348,087 | (251,649) | (17,540)  | 388,979         |

#### b) *Neptune's incentive option scheme*

Neptune operates an ownership-based incentive scheme known as the Neptune Marine Services Limited Incentive Option Scheme ("Neptune Scheme"), which was approved by Neptune's shareholders at a general meeting held on 25 November 2005.

The Neptune Scheme provides for employees, Executive Directors of Neptune and others involved in the management of Neptune to be offered options for no consideration. Each option is convertible to one ordinary share of Neptune. The directors of Neptune may determine the exercise price of the options in its absolute discretion. Subject to the Australian Securities Exchange ("ASX") Listing Rules, the exercise price may be nil but to the extent the ASX Listing Rules specify or require a minimum price, the exercise price in respect of an offer made must not be less than any minimum price specified in the ASX Listing Rules. Options issued under the Neptune Scheme that have not lapsed may be exercised at any time up to the date which is 5 years after the date of the grant of the options, or such other expiry date as the directors of Neptune determine in its discretion at the time of grant. There are no voting or dividend rights attached to the options.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 30. EMPLOYEE BENEFITS (CONT'D)

#### b) Neptune's incentive option scheme (cont'd)

Options may not be offered under the Neptune Scheme if the total number of shares of Neptune which would be issued where each option is accepted, together with the number of shares in the same class or options to acquire such shares issued pursuant to all employee or executive share schemes during the previous five years, exceeds 5% of the total number of issued shares in that class as at the date of the offer.

Employees are entitled to the options if they remain employed with Neptune over the service period which is determined at the date of grant on an individual basis.

All options granted to key management personnel confer a right of one ordinary share in Neptune for every option held.

The number and weighted average exercise price of the options granted under the Neptune Scheme is as follows:

|  | Group                |   |                      |   |
|--|----------------------|---|----------------------|---|
|  | 2016                 |   | 2015                 |   |
|  | Number<br>of Options | Weighted<br>Average<br>Exercise<br>Price<br>A\$ | Number<br>of Options | Weighted<br>Average<br>Exercise<br>Price<br>A\$ |
| Outstanding at the beginning of the period | 133,334              | 14.25   | 137,335              | 14.33   |
| Forfeited during the period                | –                    | –   | –                    | –   |
| Exercised during the period                | –                    | –   | –                    | –   |
| Expired during the period                  | (33,334)             | 12.00   | (4,001)              | 14.70   |
| Outstanding at the end of the period       | 100,000              | 15.00   | 133,334              | 14.25   |
| Exercisable at the end of the period       | 100,000              | 15.00   | 133,334              | 14.25   |

The options outstanding at 31 March 2016 had a remaining contractual life of 1.16 years (2015: 1.85 years). Exercise price is A\$15.00 in respect of options outstanding at 31 March 2016 (2015: range from A\$12.00 to A\$15.00).

In 2010, options issued were calculated by using a Binomial option pricing model applying the following inputs:

|   |                      |
|---|----------------------|
| Date options issued                         | 1/08/2010            |
| Weighted average exercise price             | A\$0.58 <sup>1</sup> |
| Weighted average life of the option (years) | 5.00                 |
| Underlying share price                      | A\$0.28 <sup>1</sup> |
| Expected share price volatility             | 71%                  |
| Risk free interest rate                     | 4.50%                |

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future tender, which may not eventuate.

<sup>1</sup>The above prices applied in the Binomial option pricing model were prior to the 30:1 share consolidation undertaken by Neptune in 2014. Adjusting for the consolidation, the weighted average exercise price and the underlying share price applied would have been A\$17.40 and A\$8.40 respectively.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 30. EMPLOYEE BENEFITS (CONT'D)

**c) Neptune's long term incentives plan ("LTI")**

LTI rights were approved by Neptune's shareholders at the annual general meeting held on 30th November 2011. These rights are granted based on a percentage of base salary, ranging between 25% to 100%. Relevant employees of Neptune will receive a grant every year as part of their total annual remuneration and the rights will vest into fully paid ordinary shares of Neptune on fourth anniversary of their grant date, subject to meeting performance hurdles. Each grant of LTI rights will be split into two equal tranches, with each tranche having an independent performance hurdle.

During the previous financial year, Neptune bought back and cancelled 22,088,353 LTI rights held by a key management personnel before the Neptune's share consolidation. No additional rights were granted and as at 31 March 2015 and 2016 there were no outstanding LTI rights.

**d) Neptune's retention performance rights ("RPR")**

The RPR was approved by Neptune's shareholders at the AGM held on 30 November 2011.

RPRs granted to the employees have contractual lives of five years and will vest annually in equal tranches over four years. Any unvested RPR will lapse if the holder resigns during this four-year period.

No retention rights were granted during the year. During the previous financial year, Neptune bought back 5,294,573 of its unlisted rights at A\$0.04 per right. The acquired unlisted rights were subsequently cancelled. A\$60,000 worth of RPRs were forfeited and the remaining rights were cancelled as the relevant employees have resigned during the year. At 31 March 2015 and 2016 there were no outstanding rights.

**Expenses relating to share-based payments**

The total expenses recognised relating to the share-based payment transactions included within staff costs in the profit or loss amounted to \$235,000 (2015: \$758,000).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 31. RELATED PARTY DISCLOSURE

#### (a) *Sale and purchase of goods and services*

In addition to those related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties took place during the financial year on terms agreed by the parties concerned:

|  | <b>Company</b> |               |
|--|----------------|---------------|
|  | <b>2016</b>    | <b>2015</b>   |
|  | <b>\$'000</b>  | <b>\$'000</b> |
| Subsidiaries                               |                |               |
| – Dividend income                          | 2,294          | 9,578         |
| – Consultancy and management fee income    | 2,774          | 3,089         |
| – Rental income from investment properties | 1,219          | 3,104         |
| – Interest on loans                        | <u>231</u>     | <u>264</u>    |

#### (b) *Compensation of key management personnel*

Key management personnel are defined as persons who have authority and responsibility for planning, directing and controlling the activities of the Group.

Details of their remuneration paid during the year have been disclosed in Note 5(a).

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The Group's principal financial instruments, other than quoted securities, comprise bank borrowings, finance leases and cash and cash equivalents. All financial transactions with the banks are governed by banking facilities duly accepted with Board of Directors ("Board") resolutions, with banking mandates which define the permitted financial instruments and facilities limits, approved by the Board. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The key financial risks faced by the Group include credit risk, foreign currency risk, liquidity risk and interest rate risk. The Board reviews and agrees policies and procedures for the management of these risks, which are executed by the key management personnel of the Group. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group does not apply hedge accounting, other than the hedge of net investment in foreign operations as disclosed in Note 34.

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

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

**(a) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including quoted investment securities and cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. It is the Group's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Group ensures that sales of products and services are made to customers with appropriate credit history and has internal mechanisms to monitor the granting of credit and management of credit exposures. The Group has made allowances, where necessary, for potential losses on credits extended.

*Exposure to credit risk*

At the end of the reporting period, the Group's maximum exposure to credit risk is represented by:

- the carrying amount of each class of financial assets recognised in the balance sheets
- corporate guarantees provided by the Company for bank facilities granted to subsidiaries as at the end of the reporting period is \$20,265,000 (2015: \$37,217,000) (Note 27(c)).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) *Credit risk (cont'd)*

*Credit risk concentration profile*

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

|                            | Group  |            |        |            |
|----------------------------|--------|------------|--------|------------|
|                            | 2016   |            | 2015   |            |
|                            | \$'000 | % of total | \$'000 | % of total |
| <b>By country</b>          |        |            |        |            |
| Singapore                  | 6,328  | 12         | 11,357 | 17         |
| Australia                  | 26,400 | 51         | 21,811 | 32         |
| Indonesia                  | 594    | 1          | 2,125  | 3          |
| Malaysia                   | 997    | 2          | 2,973  | 4          |
| Brunei                     | 7      | —*         | 304    | —*         |
| Thailand                   | 365    | 1          | 689    | 1          |
| India                      | 144    | —*         | 323    | —*         |
| Vietnam                    | 77     | —*         | 185    | —*         |
| United States              | 414    | 1          | 203    | —*         |
| Bahrain                    | 2,927  | 6          | 4,313  | 6          |
| United Kingdom             | 8,363  | 16         | 15,666 | 23         |
| Saudi Arabia               | 2,731  | 5          | 4,718  | 7          |
| Others                     | 2,663  | 5          | 3,308  | 7          |
|                            | 52,010 | 100        | 67,975 | 100        |
| <b>By industry sectors</b> |        |            |        |            |
| Oil and gas                | 46,341 | 89         | 62,667 | 92         |
| Automotive                 | 3,244  | 6          | 3,193  | 5          |
| Marine and shipping        | 377    | 1          | 326    | —*         |
| Mining                     | 199    | —*         | 518    | 1          |
| Others                     | 1,849  | 4          | 1,271  | 2          |
|                            | 52,010 | 100        | 67,975 | 100        |

\* Less than 1%.

At the end of the reporting period, approximately 38% (2015: 28%) of the Group's trade receivables were due from five major customers who are leading providers of products and services to the global upstream oil and gas industry.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

**(a) Credit risk (cont'd)**

*Financial assets that are neither past due or impaired*

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and cash equivalents and quoted investment securities that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

*Financial assets that are either past due or impaired*

Information regarding financial assets that are either past due or impaired is disclosed in Note 17 (Trade and other receivables).

**(b) Foreign currency risk**

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities, primarily SGD and Australian dollar (AUD). The foreign currencies in which these transactions are denominated are mainly United States dollars (USD), British Pounds (GBP), AUD and SGD. The Group's trade and other receivables and trade and other payables balances at the end of the reporting period have similar exposures. As at 31 March 2016, approximately 39% (2015: 21%) of the Group's trade and other receivables and 30% (2015: 42%) of the Group's trade and other payables are denominated in foreign currencies.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. The currency mix of the cash and cash equivalents of the Group and Company as at the end of the reporting period are set out in Note 18.

The Group enters into foreign exchange forward contracts and holds foreign currencies where appropriate, to hedge against its foreign exchange risk in anticipated purchase or sale transactions denominated in foreign currencies. The Group's treasury policy prescribes only "plain vanilla" or treasury hedging instruments with limited downside risk, namely foreign exchange spot and forward contracts, or holder of options ("the Permitted Transactions"). These instruments are generic in nature with no embedded or leverage features and any deviation from these instruments would require specific approval from the Board. Any complex foreign exchange or derivatives transactions involving any combination of the Permitted Transactions or any combination of the Permitted Transactions and other derivatives transactions are prohibited.

It is the Group's policy not to engage in foreign exchange and/or derivatives speculation or trading nor any of the treasury transactions for profit purpose. It is not in the interest of the Group to engage in trading for profit or to speculate or trade in treasury instruments. The purpose of engaging in treasury transactions is solely for hedging.

In addition to transactional exposure, the Group is also exposed to foreign currency exchange movements arising from its net investment in foreign operations. The Group does not have any formal policy with respect to such foreign currency exposure as its investments are long term in nature, and management of such foreign currency exposure is considered on a case-by-case basis.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

**(b) Foreign currency risk (cont'd)**

*Sensitivity analysis for foreign currency risk*

The following table demonstrates the sensitivity of the Group's profit before tax and equity to a reasonably possible change in the USD, GBP, AUD and SGD exchange rates (against the respective functional currencies of the Group entities), with all other variables held constant:

|                              | Group                                       |                               |   |                               |
|------------------------------|---|-------------------------------|---|-------------------------------|
|                              | 2016  |                               |   | 2015                          |
|                              | Effect<br>on profit<br>before tax<br>\$'000 | Effect<br>on equity<br>\$'000 | Effect<br>on profit<br>before tax<br>\$'000 | Effect<br>on equity<br>\$'000 |
| USD                          |   |                               |   |                               |
| – strengthened 3% (2015: 3%) | 272   | 777                           | 554   | 451                           |
| – weakened 3% (2015: 3%)     | (272)                                       | (777)                         | (554)                                       | (451)                         |
| AUD                          |   |                               |   |                               |
| – strengthened 3% (2015: 3%) | (14)  | (464)                         | (124)                                       | (941)                         |
| – weakened 3% (2015: 3%)     | 14  | 464                           | 124   | 941                           |
| SGD                          |   |                               |   |                               |
| – strengthened 3% (2015: 3%) | (41)  | (270)                         | (248)                                       | (64)                          |
| – weakened 3% (2015: 3%)     | 41  | 270                           | 248   | 64                            |
| GBP                          |   |                               |   |                               |
| – strengthened 3% (2015: 3%) | (5)   | –                             | (3)   | –                             |
| – weakened 3% (2015: 3%)     | 5   | –                             | 3   | –                             |

**(c) Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility by monitoring its net operating cash flow through the review of its working capital requirements regularly, and maintaining an adequate level of cash and cash equivalents and secured committed funding facilities from financial institutions.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) *Liquidity risk (cont'd)*

*Analysis of financial instruments by remaining contractual maturities*

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

|  | Total<br>contractual<br>cash flow<br>\$'000 | 1 year<br>or less<br>\$'000 | 1 to 5 years<br>\$'000 | More than<br>5 years<br>\$'000 |
|--|---|-----------------------------|------------------------|--------------------------------|
| <b>Group</b>                                   |   |                             |                        |                                |
| <b>2016</b>                                    |   |                             |                        |                                |
| <u>Non-derivative financial liabilities</u>    |   |                             |                        |                                |
| Trade and other payables                       | (31,883)                                    | (31,883)                    | –                      | –                              |
| Bank borrowings                                | (48,048)                                    | (4,504)                     | (39,322)               | (4,222)                        |
| Finance lease payable                          | (546)                                       | (368)                       | (178)                  | –                              |
| Contractual undiscounted financial liabilities | (80,477)                                    | (36,755)                    | (39,500)               | (4,222)                        |
| <b>2015</b>                                    |   |                             |                        |                                |
| <u>Non-derivative financial liabilities</u>    |   |                             |                        |                                |
| Trade and other payables                       | (44,460)                                    | (44,460)                    | –                      | –                              |
| Bank borrowings                                | (64,520)                                    | (8,993)                     | (50,135)               | (5,392)                        |
| Finance lease payable                          | (839)                                       | (485)                       | (354)                  | –                              |
| Contractual undiscounted financial liabilities | (109,819)                                   | (53,938)                    | (50,489)               | (5,392)                        |
| <b>Company</b>                                 |   |                             |                        |                                |
| <b>2016</b>                                    |   |                             |                        |                                |
| <u>Non-derivative financial liabilities</u>    |   |                             |                        |                                |
| Trade and other payables                       | (12,099)                                    | (1,745)                     | –                      | (10,354)                       |
| Bank borrowings                                | (15,433)                                    | (1,346)                     | (9,865)                | (4,222)                        |
| Contractual undiscounted financial liabilities | (27,532)                                    | (3,091)                     | (9,865)                | (14,576)                       |
| <b>2015</b>                                    |   |                             |                        |                                |
| <u>Non-derivative financial liabilities</u>    |   |                             |                        |                                |
| Trade and other payables                       | (8,696)                                     | (2,457)                     | –                      | (6,239)                        |
| Bank borrowings                                | (14,133)                                    | (4,082)                     | (4,659)                | (5,392)                        |
| Contractual undiscounted financial liabilities | (22,829)                                    | (6,539)                     | (4,659)                | (11,631)                       |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

**(c) Liquidity risk (cont'd)**

The table below shows the contractual expiry by maturity of the Group and Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

|  | <b>Total<br/>contractual<br/>cash flow<br/>\$'000</b> | <b>1 year<br/>or less<br/>\$'000</b> |
|--|---|--------------------------------------|
| <b>Group</b>   |   |                                      |
| <b>2016</b>  |   |                                      |
| Issued financial guarantees to external parties                | 3,746   | 3,746                                |
| <b>2015</b>  |   |                                      |
| Issued financial guarantees to external parties                | 4,987   | 4,987                                |
| <b>Company</b>   |   |                                      |
| <b>2016</b>  |   |                                      |
| Issued guarantees for bank facilities utilised by subsidiaries | 20,265  | 20,265                               |
| Issued financial guarantees to external parties                | 103   | 103                                  |
| <b>2015</b>  |   |                                      |
| Issued guarantees for bank facilities utilised by subsidiaries | 37,217  | 37,217                               |
| Issued financial guarantees to external parties                | 103   | 103                                  |

**(d) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its cash and bank balances placed with reputable banks as well as bank borrowings. Bank borrowings are contracted with the objectives of minimising interest burden by carefully evaluating the relative benefits between fixed rate and variable rate whilst maintaining an acceptable debt maturity profile.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(d) **Interest rate risk (cont'd)**

*Sensitivity analysis for interest rate risk*

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in the interest rates, with all other variables held constant:

|   | Effect on Group's profit<br>before tax |                |
|---|--|----------------|
|   | 2016<br>\$'000                         | 2015<br>\$'000 |
| 50 basis points increase (2015: 50 basis points increase) | (218)                                  | (298)          |
| 50 basis points decrease (2015: 50 basis points decrease) | 218                                    | 298            |

Information relating to the Group's interest rate exposure is also disclosed in the notes on the Group's cash and cash equivalents, bank borrowings and finance lease payable where applicable. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

### 33. FINANCIAL INSTRUMENTS

*Classification of financial instruments*

|                                 | Note | Loans and<br>receivables<br>\$'000 | Financial<br>liabilities at<br>amortised cost<br>\$'000 | Total<br>\$'000 |
|---------------------------------|------|------------------------------------|---|-----------------|
| <b>Group</b>                    |      |                                    |   |                 |
| <b>2016</b>                     |      |                                    |   |                 |
| <b>Assets</b>                   |      |                                    |   |                 |
| Receivables                     | 15   | 2,175                              | –   | 2,175           |
| Trade and other receivables     | 17   | 52,883                             | –   | 52,883          |
| Cash and cash equivalents       | 18   | 24,967                             | –   | 24,967          |
| Total financial assets          |      | 80,025                             | –   | 80,025          |
| Total non-financial assets      |      |                                    |   | 118,067         |
| Total assets                    |      |                                    |   | 198,092         |
| <b>Liabilities</b>              |      |                                    |   |                 |
| Trade and other payables        | 19   | –                                  | (32,275)  | (32,275)        |
| Finance lease payable           | 20   | –                                  | (514)   | (514)           |
| Bank borrowings                 | 21   | –                                  | (43,573)  | (43,573)        |
| Total financial liabilities     |      | –                                  | (76,362)  | (76,362)        |
| Total non-financial liabilities |      |                                    |   | (8,356)         |
| Total liabilities               |      |                                    |   | (84,718)        |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### *Classification of financial instruments (cont'd)*

|                                 | Note | Loans and<br>receivables<br>\$'000 | Financial<br>liabilities at<br>amortised cost<br>\$'000 | Financial<br>liabilities at fair<br>value through profit<br>or loss<br>\$'000 | Total<br>\$'000 |
|---------------------------------|------|------------------------------------|---|---|-----------------|
| <b>Group</b>                    |      |                                    |   |   |                 |
| <b>2015</b>                     |      |                                    |   |   |                 |
| <b>Assets</b>                   |      |                                    |   |   |                 |
| Receivables                     | 15   | 1,144                              | –   | –   | 1,144           |
| Trade and other receivables     | 17   | 68,873                             | –   | –   | 68,873          |
| Cash and cash equivalents       | 18   | 44,135                             | –   | –   | 44,135          |
| Total financial assets          |      | 114,152                            | –   | –   | 114,152         |
| Total non-financial assets      |      |                                    |   |   | 142,253         |
| Total assets                    |      |                                    |   |   | 256,405         |
| <b>Liabilities</b>              |      |                                    |   |   |                 |
| Trade and other payables        | 19   | –                                  | (44,460)  | –   | (44,460)        |
| Finance lease payable           | 20   | –                                  | (797)   | –   | (797)           |
| Bank borrowings                 | 21   | –                                  | (59,635)  | –   | (59,635)        |
| Derivatives                     |      | –                                  | –   | (120)   | (120)           |
| Total financial liabilities     |      | –                                  | (104,892)   | (120)   | (105,012)       |
| Total non-financial liabilities |      |                                    |   |   | (13,043)        |
| Total liabilities               |      |                                    |   |   | (118,055)       |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### *Classification of financial instruments (cont'd)*

|                                 | Note | Loans and<br>receivables<br>\$'000 | Financial<br>liabilities at<br>amortised cost<br>\$'000 | Total<br>\$'000 |
|---------------------------------|------|------------------------------------|---|-----------------|
| <b>Company</b>                  |      |                                    |   |                 |
| <b>2016</b>                     |      |                                    |   |                 |
| <b>Assets</b>                   |      |                                    |   |                 |
| Receivables                     | 15   | 54,016                             | –   | 54,016          |
| Trade and other receivables     | 17   | 3,701                              | –   | 3,701           |
| Cash and cash equivalents       | 18   | 823                                | –   | 823             |
| Total financial assets          |      | 58,540                             | –   | 58,540          |
| Total non-financial assets      |      |                                    |   | 65,266          |
| Total assets                    |      |                                    |   | 123,806         |
| <b>Liabilities</b>              |      |                                    |   |                 |
| Trade and other payables        | 19   | –                                  | (12,099)  | (12,099)        |
| Bank borrowings                 | 21   | –                                  | (14,076)  | (14,076)        |
| Total financial liabilities     |      | –                                  | (26,175)  | (26,175)        |
| Total non-financial liabilities |      |                                    |   | (506)           |
| Total liabilities               |      |                                    |   | (26,681)        |
| <b>Company</b>                  |      |                                    |   |                 |
| <b>2015</b>                     |      |                                    |   |                 |
| <b>Assets</b>                   |      |                                    |   |                 |
| Receivables                     | 15   | 80,762                             | –   | 80,762          |
| Trade and other receivables     | 17   | 11,850                             | –   | 11,850          |
| Cash and cash equivalents       | 18   | 2,413                              | –   | 2,413           |
| Total financial assets          |      | 95,025                             | –   | 95,025          |
| Total non-financial assets      |      |                                    |   | 46,690          |
| Total assets                    |      |                                    |   | 141,715         |
| <b>Liabilities</b>              |      |                                    |   |                 |
| Trade and other payables        | 19   | –                                  | (8,696)   | (8,696)         |
| Bank borrowings                 | 21   | –                                  | (13,116)  | (13,116)        |
| Total financial liabilities     |      | –                                  | (21,812)  | (21,812)        |
| Total non-financial liabilities |      |                                    |   | (980)           |
| Total liabilities               |      |                                    |   | (22,792)        |

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### *Fair values of assets and liabilities*

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

#### **(a) Financial instruments carried at fair value**

##### *Fair value hierarchy*

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

There have been no transfers between Level 1 and Level 2 fair value measurements during the financial years ended 31 March 2016 and 2015.

##### *Determination of fair value*

Derivatives are measured using level 2 fair value measurement. The fair value was determined by reference to the marked-to-market value provided by a bank.

#### **(b) Financial instruments that are not carried at fair value and whose carrying amount approximates fair value**

Management has determined that the carrying amount of cash and cash equivalents (Note 18), trade and other receivables (Notes 15 and 17), trade and other payables (Note 19), finance lease payable (Note 20) and bank borrowings (Note 21) based on their notional amounts, reasonably approximate their fair values either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

#### **(c) Financial instruments that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value**

The fair value of non-current amounts due from/(to) subsidiaries (Notes 15 and 19) are not determinable as the timing of the future cash flows arising from the repayment cannot be estimated reliably.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016  
(In Singapore dollars)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### *Fair values of assets and liabilities (cont'd)*

#### (d) *Assets not carried at fair value but for which fair value is disclosed*

##### *Investment property*

The valuation of investment property is based on comparable market transactions that consider sales of similar properties within the vicinity that have been transacted in the open market, income approach and replacement cost approach.

|   | Company  |       |                 |  |       |   |  |  |  |  |  |
|---|--|-------|-----------------|--|-------|---|--|--|--|--|--|
|   | 2016   |       |                 | 2015   |       |   |  |  |  |  |  |
|   | \$'000   |       |                 | \$'000   |       |   |  |  |  |  |  |
| Fair values measurements at the end of the reporting period using |  |       |                 |  |       | Fair values measurements at the end of the reporting period using |  |  |  |  |  |
|   | Significant observable inputs other than quoted prices (Level 2) |       | Carrying amount | Significant observable inputs other than quoted prices (Level 2) |       | Carrying amount   |  |  |  |  |  |
|   | Total  |       |                 | Total  |       |   |  |  |  |  |  |
| <b>Assets</b>   |  |       |                 |  |       |   |  |  |  |  |  |
| Investment  |  |       |                 |  |       |   |  |  |  |  |  |
| Property  | 7,200  | 7,200 | 944             | 7,500  | 7,500 | 991   |  |  |  |  |  |

### 34. HEDGE ACCOUNTING

#### *Hedge of net investments in foreign operations*

Included in loans at 31 March 2016 was a borrowing of AUD15,000,000 (2015: AUD30,000,000), which has been designated as a hedge of the net investment in the Neptune Group and is being used to hedge the Group's exposure to foreign exchange risk on the investment. Gains or losses on the retranslation of this borrowing are transferred to equity to offset any gains or losses on translation of the net investments in the subsidiary. There was no ineffectiveness in the financial years ended 31 March 2016 and 31 March 2015.

### 35. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains an appropriate capital structure in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings, sell assets or reduce borrowings. No changes were made in the objectives, policies or processes during the financial years ended 31 March 2016 and 31 March 2015.

The Group monitors capital using a gearing ratio, which is net debt divided by net capitalisation. The Group includes within its net debt, bank borrowings and finance lease payable, less cash and cash equivalents. Net capitalisation refers to net debt plus shareholders' funds and non-controlling interests.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2016

(In Singapore dollars)

### 35. CAPITAL MANAGEMENT (CONT'D)

|                                 | Note | 2016<br>\$'000        | Group<br>2015<br>\$'000 |
|---------------------------------|------|-----------------------|-------------------------|
| Bank borrowings                 | 21   | 43,573                | 59,635                  |
| Finance lease payable           | 20   | 514                   | 797                     |
| Less: Cash and cash equivalents | 18   | (24,967)              | (44,135)                |
| Net debt                        |      | <u>19,120</u>         | <u>16,297</u>           |
| Shareholders' funds             |      | 105,664               | 128,960                 |
| Add: Non-controlling interests  |      | 7,710                 | 9,390                   |
| Net capitalisation              |      | <u><u>132,494</u></u> | <u><u>154,647</u></u>   |
| Net debt gearing ratio          |      | <u>14%</u>            | <u>11%</u>              |

The Group is in compliance with all externally imposed capital requirements for the financial years ended 31 March 2016 and 31 March 2015.

### 36. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 March 2016 were authorised for issue in accordance with a resolution of the Directors on 14 June 2016.

## SHAREHOLDERS' INFORMATION

As at 10 June 2016

|  |   |                    |
|--|---|--------------------|
| Issued and Fully Paid-Up Capital (including Treasury Shares) | : | S\$ 37,126,760.18  |
| Number of Issued Shares (excluding Treasury Shares)          | : | 154,373,101        |
| Number/ Percentage of Treasury Shares                        | : | 148,351 (0.10%)    |
| Class of Shares  | : | Ordinary Share     |
| Voting Rights  | : | One Vote Per Share |

## STATISTICS OF SHAREHOLDINGS

| Size of Shareholding | Number of Shareholders | %             | Number of Shares   | %             |
|----------------------|------------------------|---------------|--------------------|---------------|
| 1 - 99               | 38                     | 3.05          | 1,590              | -             |
| 100 - 1,000          | 77                     | 6.19          | 41,433             | 0.03          |
| 1,001 - 10,000       | 606                    | 48.67         | 3,306,397          | 2.14          |
| 10,001 - 1,000,000   | 508                    | 40.80         | 35,194,844         | 22.80         |
| 1,000,001 and above  | 16                     | 1.29          | 115,828,837        | 75.03         |
|                      | <u>1,245</u>           | <u>100.00</u> | <u>154,373,101</u> | <u>100.00</u> |

## SUBSTANTIAL SHAREHOLDERS AS AT 10 JUNE 2016

(As recorded in the Register of Substantial Shareholders)

|   | Direct Interest         |       | Deemed Interest         |       |
|---|-------------------------|-------|-------------------------|-------|
|   | No. of shares           | %     | No. of shares           | %     |
| Kuah Kok Kim                                  | 37,319,582              | 24.17 | -                       | -     |
| Maclean Investments Limited                   | 26,831,478 <sup>1</sup> | 17.38 | -                       | -     |
| Tai Tak Securities Pte Ltd                    | 13,240,406              | 8.58  | -                       | -     |
| Singapore Warehouse Company (Private) Limited | 8,250,000               | 5.34  | -                       | -     |
| OCBC Trustee Limited                          | -                       | -     | 26,831,478 <sup>2</sup> | 17.38 |
| Kurt Robert Malkolm Lindblad                  | -                       | -     | 26,831,478 <sup>2</sup> | 17.38 |
| Tai Tak Estates Sdn Bhd                       | -                       | -     | 13,240,406 <sup>3</sup> | 8.58  |
| SG Investments Pte Ltd                        | -                       | -     | 13,240,406 <sup>4</sup> | 8.58  |
| Ho Han Leong Calvin                           | 15,000                  | 0.01  | 13,240,406 <sup>5</sup> | 8.58  |
| Hwa Hong Corporation Limited                  | -                       | -     | 8,250,000 <sup>6</sup>  | 5.34  |

- 1 Maclean Investments Limited ("Maclean") through its custodian, Bank of Singapore Nominees Pte Ltd, holds 26,831,478 shares in the Company.
- 2 OCBC Trustee Limited ("OTL") is the trustee of a trust known as The Limpa Trust ("the Trust") constituted by the Settlor, Mr. Kurt Robert Malkolm Lindblad. Maclean is the investment holding vehicle of the Trust and is 100% owned by OTL in its capacity as trustee of the Trust. OTL is deemed to be interested in the shares held by Maclean. Under the terms of the Trust, Mr. Kurt Robert Malkolm Lindblad is deemed to be interested in the shares that are held by Maclean.
- 3 Tai Tak Estates Sdn Bhd is deemed to be interested in the shares held by Tai Tak Securities Pte Ltd by virtue of Section 7 of the Companies Act.
- 4 SG Investments Pte Ltd is deemed to be interested in the shares held by Tai Tak Securities Pte Ltd by virtue of Section 7 of the Companies Act.
- 5 Mr. Ho Han Leong Calvin is deemed to be interested in the shares held by Tai Tak Securities Pte Ltd by virtue of Section 7 of the Companies Act.
- 6 Hwa Hong Corporation Limited is deemed to be interested in the shares held by Singapore Warehouse Company (Private) Limited by virtue of Section 7 of the Companies Act.

**Note:**

The above percentage is calculated based on the Company's issued share capital (excluding treasury shares) of 154,373,101 shares.

## SHAREHOLDERS' INFORMATION

As at 10 June 2016

### TWENTY LARGEST SHAREHOLDERS

| NO. | NAME  | NO. OF<br>SHARES   | %            |
|-----|---|--------------------|--------------|
| 1   | KUAH KOK KIM                                    | 37,319,582         | 24.17        |
| 2   | BANK OF SINGAPORE NOMINEES PTE. LTD.            | 27,044,217         | 17.52        |
| 3   | TAI TAK SECURITIES PTE LTD                      | 13,240,406         | 8.58         |
| 4   | SINGAPORE WAREHOUSE CO PTE LTD                  | 8,250,000          | 5.34         |
| 5   | CITIBANK NOMINEES SINGAPORE PTE LTD             | 5,980,775          | 3.87         |
| 6   | RAFFLES NOMINEES (PTE) LIMITED                  | 5,698,463          | 3.69         |
| 7   | DBS NOMINEES (PRIVATE) LIMITED                  | 4,758,429          | 3.08         |
| 8   | UOB KAY HIAN PRIVATE LIMITED                    | 3,293,457          | 2.13         |
| 9   | TAN KIM SENG                                    | 1,521,739          | 0.99         |
| 10  | KEPPEL INVESTMENT LTD                           | 1,469,128          | 0.95         |
| 11  | PETER LOCK HONG CHEONG                          | 1,432,611          | 0.93         |
| 12  | UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED | 1,332,470          | 0.86         |
| 13  | BIANCA CHOY                                     | 1,200,085          | 0.78         |
| 14  | PHILLIP SECURITIES PTE LTD                      | 1,120,527          | 0.73         |
| 15  | TAN KAH BOH ROBERT@ TAN KAH BOO                 | 1,101,482          | 0.71         |
| 16  | DBS VICKERS SECURITIES (SINGAPORE) PTE LTD      | 1,065,466          | 0.69         |
| 17  | SHIN YONG KEUK                                  | 919,422            | 0.60         |
| 18  | CHAN WING TO                                    | 893,043            | 0.58         |
| 19  | LI YAN  | 782,362            | 0.51         |
| 20  | HSBC (SINGAPORE) NOMINEES PTE LTD               | 742,800            | 0.48         |
|     | <b>TOTAL</b>                                    | <b>119,166,464</b> | <b>77.19</b> |

### PUBLIC FLOAT

As at 10 June 2016, approximately 41.25% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of SGX-ST which requires that at least 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.



## NOTICE OF ANNUAL GENERAL MEETING

### MTQ CORPORATION LIMITED

(Company Registration No. 196900057Z)  
(Incorporated In The Republic of Singapore)

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MTQ Corporation Limited (“the Company”) will be held at Carlton Hotel, Empress Ballroom 2, Level 2, 76 Bras Basah Road, Singapore 189558 on Friday, 29 July 2016 at 10.00 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Company’s Constitution:

Mr. Kuah Boon Wee

**(Resolution 2)**

Mr. Christopher Ho Han Siong

**(Resolution 3)**

*Mr. Christopher Ho Han Siong will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered as an Independent Director.*

3. To re-appoint the following Directors under Article 95 of the Company’s Constitution, who were previously re-appointed to hold office until this Annual General Meeting pursuant to Section 153(6) of the Companies Act (Chapter 50), which was in force immediately before 3 January 2016:

Mr. Kuah Kok Kim

**(Resolution 4)**

Mr. Ong Choo Eng

**(Resolution 5)**

*Mr. Kuah Kok Kim will, upon re-appointment as a Director of the Company, remain as the Chairman of the Board.*

*Mr. Ong Choo Eng will, upon re-appointment as a Director of the Company, remain as a member of the Remuneration Committee and will be considered as an Independent Director.*

4. To re-appoint Messrs Ernst & Young LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## NOTICE OF ANNUAL GENERAL MEETING

### AS SPECIAL BUSINESS

6. To approve the payment of Directors' fees of S\$290,000 (2016: S\$320,000) for the year ending 31 March 2017, to be paid quarterly in arrears. [See Explanatory Note (i)] **(Resolution 7)**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Company's Constitution; and

## NOTICE OF ANNUAL GENERAL MEETING

- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (ii)] **(Resolution 8)**

### 8. Authority to issue shares under The MTQ Corporation Limited Scrip Dividend Scheme

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to issue such number of shares in the Company as may be required to be issued pursuant to The MTQ Corporation Limited Scrip Dividend Scheme from time to time set out in the Circular to Shareholders dated 10 June 2004 and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (iii)]

**(Resolution 9)**

### 9. Authority to issue shares under The MTQ Share Plan

That:

- (1) pursuant to Section 161 of the Companies Act, Chapter 50, the Directors of the Company be authorised to grant awards (“Awards”) in accordance with the provisions of the prevailing MTQ Share Plan (“the Share Plan”) and to allot and issue and/or transfer and/or deliver from time to time such number of fully paid-up shares as may be required to be issued and delivered pursuant to the vesting of Awards under the Share Plan, provided that the aggregate number of new shares allotted and issued and/or to be allotted and issued pursuant to the Share Plan, when added to the aggregate number of shares issued or issuable under any other share schemes which may be implemented by the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time; and
- (2) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution; and
- (3) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (iv)] **(Resolution 10)**

## NOTICE OF ANNUAL GENERAL MEETING

### 10. Proposed renewal of the Share Buyback Mandate

That for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire ordinary shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Appendix to this Notice of Annual General Meeting dated 29 June 2016 (the "Appendix"), in accordance with the terms of the Share Buyback Mandate set out in the Appendix, and the Share Buyback Mandate shall, unless varied or revoked by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, or the date on which Share Buybacks are carried out to the full extent mandated, whichever is earliest. [See Explanatory Note (v)] **(Resolution 11)**

By Order of the Board

Dominic Siu Man Kit  
Company Secretary  
Singapore, 29 June 2016

## NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY NOTES:

- (i) The Ordinary Resolution 7 proposed in item 6, if passed, will authorise the Directors of the Company to pay Directors' fees for the year ending 31 March 2017 to Directors quarterly in arrears.
- (ii) The Ordinary Resolution 8 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

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

- (iii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company from time to time pursuant to the MTQ Corporation Limited Scrip Dividend Scheme to shareholders who, in respect of a qualifying dividend, have elected to receive shares in lieu of the cash amount of that qualifying dividend.
- (iv) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting, to grant awards under the MTQ Share Plan in accordance with the provisions of the MTQ Share Plan and to issue or transfer from time to time such number of fully-paid shares pursuant to the vesting of the awards under the MTQ Share Plan subject to the maximum number of shares prescribed under the terms and conditions of the MTQ Share Plan. The aggregate number of ordinary shares which may be issued pursuant to the MTQ Share Plan, all other share option scheme and any other shares scheme is limited to 15% of the total issued shares capital (excluding treasury shares) of the Company from time to time.
- (v) The Ordinary Resolution 11 proposed in item 10 above, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, or the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Company in a general meeting or the date on which Share Buybacks are carried out to the full extent mandated, whichever is the earliest, to purchase or otherwise acquire ordinary shares in the capital of the Company by way of market purchases or off-market purchases on equal access scheme of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the price of up to but not exceeding the Maximum Price as defined in the Appendix. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Company for the financial year ended 31 March 2016 are set out in greater detail in the Appendix.

## NOTICE OF ANNUAL GENERAL MEETING

### NOTES:

1. A Member who is not a relevant intermediary, is entitled to appoint a proxy or proxies to attend and vote in his/her stead at the Annual General Meeting (the "Meeting").
2. A Member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Member.  
  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
3. A proxy need not be a Member of the Company.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 182 Pandan Loop, Singapore 128373, not less than forty-eight (48) hours before the time fixed for holding the Meeting.

### Personal data privacy:

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

# MTQ CORPORATION LIMITED

(Company Registration No. 196900057Z)  
(Incorporated In The Republic of Singapore)

## PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT:

### MTQ CORPORATION LIMITED

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see note 4 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
3. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a member/members of MTQ Corporation Limited (the "Company"), hereby appoint:

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

and/or (delete as appropriate)

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

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held on 29 July 2016 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

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

| No. | Resolutions relating to:  | No. of Votes For** | No. of Votes Against** |
|-----|---|--------------------|------------------------|
| 1   | Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2016 |                    |                        |
| 2   | Re-election of Mr. Kuah Boon Wee as a Director  |                    |                        |
| 3   | Re-election of Mr. Christopher Ho Han Siong as a Director   |                    |                        |
| 4   | Re-appointment of Mr. Kuah Kok Kim as a Director  |                    |                        |
| 5   | Re-appointment of Mr. Ong Choo Eng as a Director  |                    |                        |
| 6   | Re-appointment of Messrs Ernst & Young LLP as Auditors and authorising Directors to fix their remuneration      |                    |                        |
| 7   | Approval of Directors' fees for FY2017 amounting to S\$290,000  |                    |                        |
| 8   | Authority to issue shares   |                    |                        |
| 9   | Authority to issue shares under The MTQ Corporation Limited Scrip Dividend Scheme                               |                    |                        |
| 10  | Authority to issue shares under The MTQ Share Plan  |                    |                        |
| 11  | Proposed renewal of the Share Buyback Mandate   |                    |                        |

\*\*If you wish to exercise all your votes "For" or "Against", please tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of Shareholder(s)  
or, Common Seal of Corporate Shareholder

| Total number of Shares in: | No. of Shares |
|----------------------------|---------------|
| (a) CDP Register           |               |
| (b) Register of Members    |               |

\*Delete where inapplicable



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**NOTES :**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholder (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion is specified, the first named proxy shall be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named proxy.
4. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.  
"Relevant intermediary" means:
  - (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 182 Pandan Loop, Singapore 128373, not less than 48 hours before the time appointed for the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 29 June 2016.

**GENERAL :**

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

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|                           |
|---------------------------|
| Affix<br>postage<br>stamp |
|---------------------------|

The Company Secretary  
**MTQ Corporation Limited**  
182 Pandan Loop  
Singapore 128373

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## ANNUAL REPORT



MTQ Corporation Limited

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182 Pandan Loop  
Singapore 128373  
Tel : (65) 6777 7651  
Fax : (65) 6777 6433

Website: [www.mtq.com.sg](http://www.mtq.com.sg)