Raffles United Holdings Ltd

FORWARD WITH SUSTAINABLE GROWTH

ANNUAL REPORT 2017



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CORPORATE STRUCTURE



BEARINGS & SEALS

SOUTHEAST ASIA	GREATER CHINA	AUSTRALIA
KIAN HO PTE LTD **100%**	KIAN HO (SHANGHAI) CO., LTD **100%**	KH BEARINGS AND SEALS AUSTRALIA PTY LTD **100%**(1)
RAFFLES LOGISTICS OPERATIONS PTE LTD **100%**	ACKER MACHINERY (SHANGHAI) CO., LTD **100%**	
KIAN HO BEARINGS (M) SDN BHD **100%**	KIAN HO (H.K.) COMPANY LIMITED **100%**	
KWP ENGINEERING & INDUSTRIAL SUPPLY SDN BHD **60%**	EXCEL (HANGZHOU) POWER TRANSMISSIONS CO., LTD **70%**(1)	
PT. KIAN HO INDONESIA **95%**		
KIAN HO (VIETNAM) CO., LTD **100%**		
KIAN HO BEARINGS (THAILAND) CO., LTD **49%**		
PT. RADIANT THOMPSON INDONESIA(1) **51%**		

PROPERTY

SOUTHEAST ASIA
RAFFLES CAPITAL ENTERPRISE PTE LTD **51%**
RAFFLES ACRES PTE LTD **100%**
RAFFLES LAND & INVESTMENTS PTE LTD **100%**
RAFFLES MAJESTIC REALTY PTE LTD **100%**
RAFFLES GLOBAL INVESTMENTS PTE LTD **100%**(1)
RAFFLES MAJESTIC INVESTMENTS PTE LTD **100%**(1)
RAFFLES PROPERTY MANAGEMENT PTE LTD **100%**(1)
RAFFLES LAND MANAGEMENT PTE LTD **100%**(1)
RAFFLES REALTY INVESTMENTS PTE LTD **100%**(1)
RAFFLES CENTURY PROPERTIES PTE LTD **100%**(1)
RAFFLES ROYAL PROPERTY PTE LTD **100%**(1)
RAFFLES CAPITAL LAND PTE LTD **100%**(1)
POH LENG REALTY PTE LTD **20%**

ELECTRICAL

SOUTHEAST ASIA
ACEE ELECTRIC PTE LTD **70%**

BEAUTY

SOUTHEAST ASIA
RAFFLES BEAUTE PTE LTD **100%**
ALLURE BEAUTE INTERNATIONAL PTE LTD **100%**
ALLUREATE BEAUTE PTE LTD **100%**(1)

Note:
(1) These companies are dormant companies.

CHAIRMAN'S STATEMENT



"…The Group generated $15.8 million net cash from operating activities in FY17 due to improved sales activities and collections during the year."

DEAR SHAREHOLDERS,

On behalf of the Board of Directors, I am pleased to present the Annual Report of the Company and the Group for the year ended 31 December 2017.

YEAR IN REVIEW

For the financial year 2017, the Group registered a 2% improvement in revenue to $73.0 million, from $71.4 million in 2016. This was primarily due to a significant increase in sales contribution from the Original Equipment Manufacturer market in Singapore, Malaysia, Indonesia and Vietnam, along with revenue contribution from Acee Electric Pte Ltd, a 70%-owned subsidiary that the Group acquired in March 2017.

An after-tax profit of $3.6 million was recorded in FY17, a significant turnaround from the $6.7 million net loss in the prior year. This was mainly due to higher revenue and lower operating costs in FY17 as well as non-recurring loss on disposal of assets and significant provisions for slow-moving inventories in FY16.

Meanwhile, the Group generated $15.8 million net cash from operating activities in FY17 due to improved sales activities and collections during the year. This was in line with our strategy to generate positive operating cash flow in the midst of the uncertain global economy.

DIVIDEND

While the Group has made improvement on its financial performance in FY17, the turnaround of the profitability of the Group this year is at a relatively early stage in the face of an uncertain global economy. The Group is also keenly aware of the need to be prudent and conserve its resources in order to achieve long-term capital growth amidst challenging environment.

In this regard, the Directors aim to provide sustainable dividends subject to future investment plans, as well as operational and strategic financing requirements that may arise from time to time.

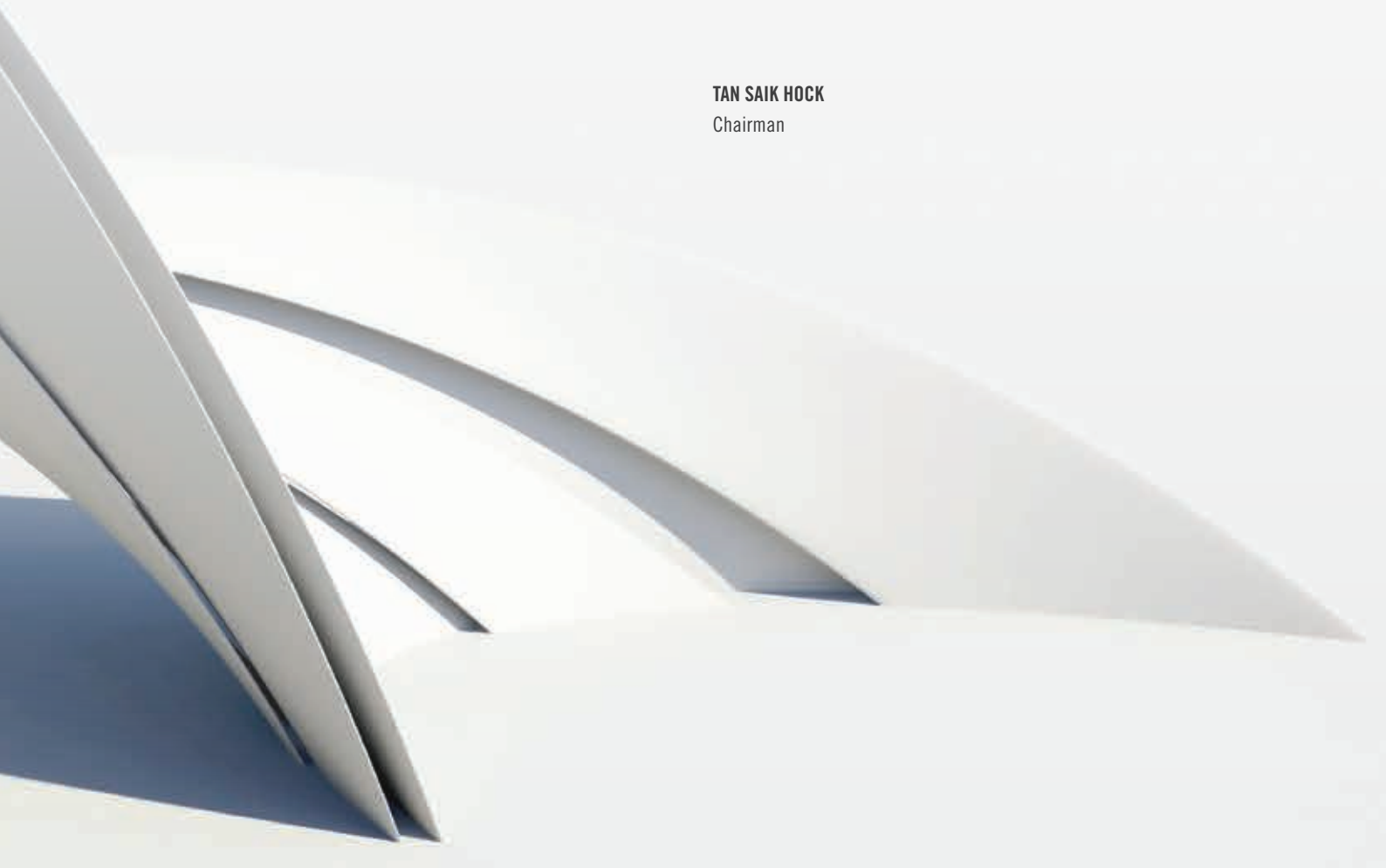
Keeping in mind the Group's best interest, it has thus not declared any dividend for the current financial year reported on.

APPRECIATION

I wish to thank our fellow directors, management and staff for their relentless support and cooperation throughout the year.

On behalf of the Board, I would like to extend our appreciation to our valued shareholders, suppliers, customers, business associates and bankers for their continued confidence and support. Our deepest appreciation also goes to all our staff for their invaluable commitment and hard work in the past year. We look forward to many more years of fruitful partnership and cooperation in the years ahead.

TAN SAIK HOCK
Chairman



LETTER TO SHAREHOLDERS



"...the Group intends to continue its disciplined approach towards inventory and cash performance management and will position itself to seize any growth opportunities that may arise."

DEAR SHAREHOLDERS,

YEAR IN REVIEW

Raffles United Holdings Ltd ("RUH" or "the Group") has generated higher revenue of $73.0 million in FY17 from $71.4 million in FY16 primarily due to:

- contribution from the Group's subsidiary, Acee Electric Pte Ltd, which was acquired in March 2017; and
- a significant increase in sales contribution from the Original Equipment Manufacturer market in Singapore, Malaysia, Indonesia and Vietnam.

The increase was offset by:

- absence of revenue contribution from the Group's Taiwan subsidiary in FY17 (FY16: $4.6 million) following its disposal in 2H16;
- stiff competition in the dealers' market primarily in Western and other Asian countries; and
- inventory clearance at reduced prices in FY16.

The swing to a strong financial performance in FY17 demonstrates the effectiveness of the Group's overall strategy in managing inventories and cash amidst challenging global market conditions. As such, the Group has continued to effectively optimize its efficiency on its bearings and seals operations, delivering positive performance to the Group whilst its property, electrical and gearbox divisions contributed positively to the bottom line as well.

The Group recorded a strong turnaround with profit before taxation ("PBT") of $3.0 million in FY17, from a net loss before taxation of $6.6 million in FY16 primarily due to the:

- S$5.1 million shift from provision for slow-moving inventories to write-back following sales of previously provided inventories;
- S$1.7 million increase in gross profit in FY17 due to old stocks clearance at reduced prices in FY16;
- S$1.4 million drop in loss on disposal of a subsidiary;
- S$0.9 million fall in other operating expenses;
- S$0.5 million increase in gain on changes in fair value of investment properties;
- S$0.3 million decline in staff costs; and
- S$0.3 million reduction in finance costs,

which were partially offset by:

- S$0.3 million decline in share of results of associates; and
- $$0.3 million provision for sundry debtors.

The property and new segments contributed positively to the Group's revenue and PBT.

OUTLOOK FOR 2018

Going forward, the Group intends to continue its disciplined approach towards inventory and cash performance management and will position itself to seize any growth opportunities that may arise. With stronger capital ratios and being much more resilient to headwinds, the Group is looking forward to carrying the momentum over into FY18.

APPRECIATION

In light of the turnaround of the Group's performance in 2017, I would like to extend my sincere gratitude to our Executive Director and Chief Operating Officer ("COO"), Teh Geok Koon, Chief Financial Officer ("CFO") and Corporate Head, Ho Hui Min, and Independent Directors for their dedication and extensive contribution in bringing our Group to what we are today.

I would also like to thank our principal suppliers, valued customers, bankers and employees, for their unwavering confidence and invaluable support throughout the year.

Together, we will continue to put our best foot forward to be able to weather the challenges ahead and be better positioned in the years to come in order to enhance shareholder value.

TEO TENG BENG
Managing Director

TURNOVER (S$'M)

FY2017
73.0 CHANGE (2%) AGAINST 71.4 FY2016

PROFIT/(LOSS) BEFORE TAX (S$'M)

FY2017
3.0 CHANGE (NM) AGAINST -6.6 FY2016

PBT/LBT MARGIN

FY2017
4.1% CHANGE (NM) AGAINST -9.2% FY2016

PROFIT/(LOSS) AFTER TAX (S$'M)

FY2017
3.6 CHANGE (NM) AGAINST -6.7 FY2016

EPS/LPS (SGP CENTS)

FY2017
1.45 CHANGE (NM) AGAINST -2.99 FY2016

BOARD OF DIRECTORS

TAN SAIK HOCK
Independent Chairman



Mr Tan was appointed as an Independent Non-Executive Director and member of the Audit Committee since 18 April 2013. He was appointed as Chairman of the Nominating and Remuneration Committees since 22 April 2013 and as Independent Chairman of the Board since 20 April 2015. He was last re-elected at the Annual General Meeting in 2017. Mr Tan also holds directorships in other private companies and has considerable experience in accounting spanning more than 20 years. He used to be a Director and Audit Committee member of Tasek Corporation (M) Bhd from 2006-2009. He used to be a member of the Australian Society of Accountants. He holds a Bachelor of Commerce (Marketing) degree and a Bachelor of Business (Accounting).

PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES (AS AT 31 DEC 2017): Nil

MAJOR APPOINTMENTS (OTHER THAN DIRECTORSHIPS):
1) Managing Director of Wah Aik & Co. Pte Ltd

PAST DIRECTORSHIPS IN LISTED COMPANIES HELD OVER THE PRECEDING THREE YEARS: Nil

TEO TENG BENG
Managing Director



Mr Teo was appointed as an Executive Non-Independent Deputy Chairman in September 2000 and is currently the Managing Director. He was appointed as member of the Nominating Committee on 22 April 2013. He is responsible for the daily operations of the Group. Mr Teo holds directorships in private companies operating in industries such as property development and foreign exchange management. He has substantial experience in business development in Australia, Vietnam and China. Mr Teo holds a Bachelor of Science, Bachelor of Engineering and Graduate Diploma in Industrial Engineering from the University of New South Wales.

He is a director of Raffles United Pte Ltd, the controlling shareholder of the Company.

PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES (AS AT 31 DEC 2017): Nil

MAJOR APPOINTMENTS (OTHER THAN DIRECTORSHIPS): Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES HELD OVER THE PRECEDING THREE YEARS: Nil

TEH GEOK KOON
Executive Director and
Chief Operating Officer



Mr Teh was appointed as an Executive Non-Independent Director and Chief Operating Officer on 29 April 2013. He was last re-elected at the Annual General Meeting in 2016. He had been Head, Group Operations of the Company since April 2008 and was appointed as the Chief Executive Officer of the Group's principal subsidiary, Kian Ho Pte Ltd, since May 2017. Mr Teh oversees the Group operations including sales and marketing, purchasing, and warehouse logistics issues. He has substantial experience and holds directorships in private companies operating in the fire protection and security services industries. He is a Director of Vig Systems Pte Ltd. He used to be the Managing Director of EMI Group Holdings Singapore Pte Ltd, Regional Director of Kidde International Protection Systems Pte Ltd and Managing Director of Chubb Singapore Pte Ltd, which was a subsidiary of a UK listed company.

PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES (AS AT 31 DEC 2017): Nil

MAJOR APPOINTMENTS (OTHER THAN DIRECTORSHIPS): Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES HELD OVER THE PRECEDING THREE YEARS: Nil

TEO XIAN-HUI AMANDA MARIE
Executive Director



Ms Teo is the deemed controlling shareholder of the Company through her interest in Raffles United Pte Ltd, the controlling shareholder of the Company. She is an Executive Director since 24 February 2016. She was last re-elected at the Annual General Meeting in 2016. She had been the Executive Secretary, Group Operations of the Company from 2008 to 2010. Since 2014, Ms Teo has been the Executive Secretariat of the Company overseeing the property division of the Group. She is involved in Group management and corporate and finance issues of the Company. Ms Teo was appointed director for several Singapore entities of the Group.

Ms Teo holds a Bachelor of Arts in Business Administration (Marketing) from the National University of Singapore. She has also been the Head, Business Development of Raffles Money Change Pte Ltd since 2010.

PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES (AS AT 31 DEC 2017): Nil

MAJOR APPOINTMENTS (OTHER THAN DIRECTORSHIPS): Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES HELD OVER THE PRECEDING THREE YEARS: Nil

LEE JOO HAI
Independent Director



Mr Lee is an Independent Non-Executive Director and Chairman of the Audit Committee since October 1995. He was appointed as a Member of the Remuneration Committee since December 2002. He was appointed as member of the Nominating Committee on 22 April 2013. He was last re-elected at the Annual General Meeting in 2017. Mr Lee also holds directorships in other companies and has considerable experience in accounting and auditing spanning more than 30 years. He is a Chartered Accountant of Singapore.

PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES (AS AT 31 DEC 2017):
1) SinoCloud Group Limited (formerly "Armarda Group Limited")
2) Hyflux Ltd
3) Lung Kee (Bermuda) Holdings Limited
4) PGG Wrightson Limited

MAJOR APPOINTMENTS (OTHER THAN DIRECTORSHIPS): Nil

PAST DIRECTORSHIPS IN LISTED COMPANIES HELD OVER THE PRECEDING THREE YEARS:
1) IPC Corporation Ltd

DR. NGOI SING SHANG
Independent Director



Dr Ngoi is an Independent Non-Executive Director and Member of the Audit Committee and Remuneration Committee since 16 June 2015. He was last re-elected at the Annual General Meeting in 2016. Dr Ngoi has been Medical doctor and surgeon with Ngoi Surgery Pte Ltd since 2004. Dr Ngoi also holds directorships in other companies and serves as a Director of Ngoi Surgery Pte Ltd., Ngoi Healthcare Investment Pte Ltd., The Surgical Practice Pte Ltd. and NSK Farrer Park Pte Ltd. He served as a Director of Medi-rad Associates Ltd from 2000 to 2002 and Asiamedic Limited from 1997 to 1998.

PRESENT DIRECTORSHIPS IN OTHER LISTED COMPANIES (AS AT 31 DEC 2017): Nil

MAJOR APPOINTMENTS (OTHER THAN DIRECTORSHIPS):
1) Medical doctor and surgeon with Ngoi Surgery Pte Ltd
2) Council Member of Singapore Medical Council
3) Visiting Consultant, Dept. of Surgery, NUH. Adjunct Associate Professor of Surgery, NUS.

PAST DIRECTORSHIPS IN LISTED COMPANIES HELD OVER THE PRECEDING THREE YEARS: Nil

CORPORATE PROFILE

Raffles United Holdings Ltd ("RUH") is a SGX Mainboard-listed company that was founded in 1956. It is one of the largest professional stockists, distributors and retailers of bearings and seals in South East Asia and the Far East that caters primarily to the Wholesale; Maintenance, Repair, and Overhaul ("MRO"); and Original Equipment Manufacturers ("OEM") markets.

In 2014, RUH realigned its organisational structure to include property investment and property development to its current core business. This expansion has provided RUH an additional revenue stream and growth prospects for the Group. Currently, RUH has investment properties in Singapore and China as part of its Group strategy to build upon its property portfolio.

In its Bearings and Seals segment, RUH has a sizeable local customer network spanning across automotive part dealers, industrial suppliers, hardware dealers, ship chandlers, general trading companies, as well as the OEM market (particularly in the industrial automation sector). The Group markets its products on a wholesale basis and has developed sales to foreign markets over the years. RUH's strength lies in the universal application of its bearings and seals products. The Group carries more than 35,000 types of bearings and seals that are used in virtually all industries: transportation, electronics, construction, oil and gas, and others.

In 2017, RUH has expanded its business segments to include Gearbox, Electrical and Beauty divisions. RUH had acquired 70% of the issued and paid-up share capital of Acee Electric Pte Ltd in early 2017, a company engaged in the distribution and trading of electrical products. RUH had also recently established Raffles Beaute Pte Ltd and Allure Beaute International Pte Ltd for its beauty business.

RUH currently has six branches in Singapore and six outlets in neighbouring Malaysia. It also has two associates and several local and overseas subsidiaries in Malaysia, Hong Kong, China, Vietnam, Indonesia, Australia and Thailand.



SUSTAINABILITY REPORT



We are committed to building a sustainable future for Raffles United Holdings Ltd (the "Company") and delivering long term value and sustainable returns to all our stakeholders. Our stakeholders comprise shareholders, customers, employees, suppliers and service providers, regulatory authorities, bankers and the community.

While we continue to gear up for better profitability prospects and long-term growth, we continuously seek better avenues to integrate our sustainability efforts into the core of our daily operations. This, we believe, will create lasting value for our stakeholders and the world beyond.

CORPORATE GOVERNANCE

The Company believes in maintaining high standards in corporate governance and disclosures to enhance transparency and integrity in all aspects of our business. We believe that conducting business in a responsible manner is important for the sustainability of the Group's business and performance as well as ensuring long term value for our stakeholders. Our Board of Directors monitors the effectiveness of management and regularly reviews the Group's corporate governance practices to ensure compliance.

The Board operates according to the principles and guidelines of the Code of Corporate Governance 2012. For the employees, the Company had established an Employees' Handbook that sets out the main principles of the conduct and business ethics including conflict of interest and abuse of position, confidentiality of information, conduct in workplace, loyalty to the Company, high standards of honesty and integrity, as well as a Whistle Blowing Policy for the employees to signal serious matters that they may be aware of. For detailed discussion on the Corporate Governance practices, please refer to the "Corporate Governance Report" section of the Annual Report.

RISK MANAGEMENT

The Board provides guidance on the risk management practices and has overall responsibility in determining the business risk levels that is acceptable to the Group in achieving its corporate objectives and long-term sustainability. In this regard, risk management is integrated into the day-to-day operational activities, decision-making and business planning process of the Group.

The Company engaged the Internal Auditors, Shinewing Risk Services Limited, to conduct annual enterprise risk assessment ("ERA") or review and establish and review the risk management framework for the Group. The Internal Auditors would present to the Audit Committee annually a risk management report highlighting potential key risks relating to the Group's business operations and measures to mitigate such risks.

ERA provides the Company a clear view of risk factors that it may be exposed to in both internal and external environment where the Group is operating in. It provides an important basis for the management to define the Group's risk appetite, tolerance and risk response, which enable the management to better identify, evaluate and exploit the right opportunities at the right time while ensuring all the appropriate controls are in place to mitigate risks and prevent any non-compliance issues.

SUSTAINABILITY REPORT

In 2017, the key risks identified during the ERA review were as follows:

Risk Category	Risk Description	Risk Mitigation Measures
Strategic and Operational	Uncertainties arising around the globe: The Group maintains customers and suppliers around the globe. Uncertainties arise due to global economic, environmental and political factors which could affect the Group's financial performance.	Several measures have been taken by management to mitigate the risks which include the following: • Target customers in different industries worldwide; and • Leverage on the Group's network of suppliers and customers.
Operational	Heavy reliance on principal suppliers: The Group places heavy reliance on certain principal suppliers for its bearings distribution business. Any significant changes in the business processes of the principal suppliers, such as forward integration, will have a significant impact on the Group's operations and performance.	The Group maintains regular communication with its principal suppliers to ensure timely delivery of quality products and provide immediate support for any technical issues on the products. The Group engages in strategic partnership and close relationships with its principal suppliers.
Operational	Customer risk: The risk associated on reliance placed on certain customers. The loss of these customers may lead to plunge in revenue of the Group.	The Group continues to build and strengthen its relationship with its customers through regular customer visits, efficient delivery of quality products and technical support, and competitive pricing, amongst others, with the concerted efforts of our people and principal suppliers.
Financial	Liquidity risk: Insufficient monitoring activities over cash positions may lead to shortage of funds to deal with daily operations.	The Group regularly monitors and maintains cashflow projections to ensure it has adequate cash and cash equivalents for its daily financial operations. Close and cordial relationships with its various banks are also carefully maintained. The Group also manages its available bank facilities and internal funds to ensure adequate liquidity and reduce reliance on external financing. Compliance with bank loan covenants are also reviewed to ensure there is no breach.
Financial	Credit risk: Risk of bad debts when credit customers default on their contractual obligations.	Credit risk assessments are performed before approving credit terms and limits to credit-worthy customers. The Company also monitors customers for past due balances on a regular basis to mitigate credit risks. Major collectability issues are reported regularly and relevant actions are taken as appropriate.
Financial	Interest rate risk: The Group is exposed to interest rate fluctuations from bank loan facilities.	The Group keeps abreast of current interest rate movements and negotiates with banks to reduce adverse volatility in finance costs.
Financial	Foreign exchange: Fluctuation in foreign currency may negatively impact the financials of the Group.	The Group performs certain forward currency contracts when deemed necessary to minimise its currency exposure for certain currencies.

The Group ensures that its business activities are still within its risk appetite and the key risks are identified and managed on an ongoing basis.

As part of the ERA process, risk registers are also maintained for each risk event which are reviewed annually by Management and escalated to the Audit Committee as necessary. These risk registers provide framework for each relevant staff to understand their responsibility for the overall management of risks.

Although risks cannot be completely eliminated, an effective risk identification and management process will reduce the uncertainties in achieving the Company's business objectives and allow the Company to prevent potential losses and take advantage of opportunities that may arise.

SUSTAINABLE BUSINESS STRATEGIES

In pursuing our business objectives and long-term sustainability, the Group has taken the following key strategies after taking into consideration the extent of our risk appetite:

- **Business Optimization** – Optimizing our existing bearings and seals business operations and management of inventory and overheads to maintain a healthy balance sheet and working capital position.

- **Tight Cash Flow Management** – Continued focus on generating positive cash flow for the Group amid the uncertainty in the global business environment and regularly re-evaluating all sectors of the business.

- **Strategic Partnerships** – Continued building of strong partnerships with suppliers, customers, banks, and other stakeholders.

- **Diversification** – In 2017, we invested in a new business portfolio by acquiring 70% of the total issued and paid-up share capital of a Singapore-based company, Acee Electric Pte Ltd ("Acee"). Acee is engaged in the business of distributing and trading electrical products. The minority shareholder of Acee continues to run its operations under the supervision of the Company's Management. In the same year, we also established a wholly-owned subsidiary, Raffles Beaute Pte Ltd ("Raffles Beaute"), to venture into the beauty business. Raffles Beaute wholly owns two subsidiaries, namely, Allure Beaute International Pte Ltd ("Allure") and Allureate Beaute Pte Ltd. Allure has commenced its business operations in late 2017 being in the distribution and trading of OPI brand of nail products. These two new business segments were ventured into with the aim of increasing shareholder value. In addition, the Company's wholly-owned subsidiary, Kian Ho Pte Ltd expanded its business portfolio to include the gearbox division during the year, thereby increasing its profitability and shareholder value. The newly set up gearbox division is expected to serve widespread industries including cement plants, power plants, as well as other industries.

  – In 2014, the Group expanded into property investment and development following the mandatory takeover of the controlling shareholder of the Company, Raffles United Pte Ltd ("RU"), which is owned by the family of the Company's Managing Director. It was intended for RU to consider offering its experience and business contacts in property investment to the Company for future growth prospects in addition to carrying on its existing businesses. The expansion was expected to allow the Group to have better profitability prospects and ensure long-term growth.

INVESTOR RELATIONS

The Company believes in timely communication and disseminates all announcements to the Singapore Exchange via SGXNET. The Company encourages participation of shareholders at the Company's Annual General Meetings where our directors, management, company secretary and external auditors will be present to address shareholders' queries on the Group's business.

OUR PEOPLE

Our employees are the most valuable assets of the Group. By ensuring a safe and harmonious workplace, offering competitive pay packages, rewarding employees based on merit, providing opportunities for personal growth and embracing fair employment standards and practices, we strive to create a well-motivated and satisfied workforce.

Equal opportunity

We place great emphasis on employee involvement and empowerment by fostering open communication amongst employees at all levels and with the Management. We provide an avenue where employees can communicate their ideas and feedback, report their respective market outlook and performance results during internal department or budget meetings, and work autonomously. Our employees are encouraged to take initiative and lead, thus giving them opportunity to be more confident and be able to employ their current skill set, improve it further and gain new ones.

Performance and rewards

The Company rewards the employees in terms of promotion, compensation, sales incentive and other benefits based on their responsibilities, individual work performance and achievement of sales targets and depending on company performance. We also provide a comprehensive range of benefits such as leave entitlement, medical and dental benefits, mobile phone and transport allowance, if applicable. Performance reviews of our employees are conducted regularly.

Health and safety

To ensure the health, safety and welfare of employees are protected in the workplace, the Company:

a. Provides safe access, operations and maintenance of the workplace. The Company conducts regular maintenance on its building facilities;
b. Provides training to staff on workplace safety and Safe Work Procedure;
c. Performs risk assessment of its work place especially on the warehouse environment where there are many potential hazards and associated risks;
d. Provides staff welfare provisions at work which includes clean drinking water, sufficient lighting, basement car park, gym facility, and pantry area;
e. Providing sufficient equipment and protective gear, where necessary, to employees; and
f. Encouraging team-building through its corporate social activities programs.

In 2017, a healthy lifestyle survey has been conducted by ST Healthcare Pte Ltd on certain aged staff of the Company with the objective of understanding the health and well-being issues of the staff. Following the survey, a Holistic Health and Wellness workshop has been provided to the mature staff of the Company in order to get a better understanding in handling work stress-related issues, maintaining mental health, preventing injury, adopting healthy lifestyle, and understanding aging and health.

SUSTAINABILITY REPORT



Holistic Health and Wellness Workshop

Staff training and development

In order to achieve our goals and keep abreast of latest industry or business standards and practices, employees are encouraged to undertake various training and development programmes. Employees are also granted examination leave for any courses sponsored or approved by the Company.

Anti-Corruption and Fraud activities

The Company maintains a strong stance against bribery and corruption. Employees are expected not to engage in any corrupt or unethical activities. We uphold integrity and professionalism in the conduct of our overall business activities. We do not tolerate unethical labor practices and discrimination amongst our employees.

Culture and values

We recognize and respect the cultural values and diversity of our people and the community where we are operating in. We believe that by properly leveraging our differences, it will create innovation and improved performance to the Group. We strive to create a culture where our employees have a strong sense of personal accountability and responsibility.

OUR ENVIRONMENT

To protect our environment and the resources available for future generations, the Company believes in long-term sustainability, especially in terms of our behavior and business practices. Sustainably appropriate environmental actions are not just critical in view of the threats of climate change but also beneficial as these bring about improvement in operational efficiency, giving us competitive edge and delivering bottom line benefits.

We continue with our green initiatives in the workplace by reducing consumption, implementing energy-efficient measures and increasing paper recycling to reduce resource depletion. We continually perform the below environmental activities to support the campaign of long-term protection and preservation of our planet.

Reduce, Reuse, Recycle

a. Automated ERP system approval for the entire spectrum of operations, including warehouse and inventory, sales and credit control, purchasing and accounting processes.
b. Aim to go paperless including:
   – Abolishing printing of duplicate invoices and credit notes for filing as these are already archived in the ERP system;
   – Email or fax invoices and statements of accounts to customers through the ERP system where possible without having to print;
   – Automate packing list from system without going through any manual process;
   – Integration of e-leave system with Time Management System to enhance automation and electronic recording of employee attendance and leave; *New*
   – Implementation of electronic overtime monitoring for the Singapore operations; *New*
   – Use of electronic board papers for board and board committee meetings; *New*
   – Use of electronic communication tools and presentations for weekly Management meetings; *New*
   – Discontinue sending printed copies of Annual Reports and go for electronic version instead in order to go green. *New*
c. Printing documents on both sides of the paper whenever applicable.
d. Recycling of pallets and boxes for business use.
e. Use of notice boards and email for internal corporate announcements.
f. Use of tablets for our mobile salespersons for a quicker and more efficient sales order processing for our Singapore operations.

Saving Energy

a. Converted lightings from fluorescent tubes to LED to save energy.
b. Installed motion sensor lighting in washrooms and common areas less frequently used.
c. Set computers/printers/copiers/fax machines to energy saving mode when not in use for more than 30 minutes.
d. Switched off electrical equipment, lights and air conditioners when not in use.
e. Batch printing of cheques leading to increased efficiency and energy savings.

The Company is continuously looking towards improving work processes while enhancing efforts to go paperless to increase automation, efficiency, accuracy and productivity. We believe in embracing technology to adapt to the radically changing market environment to remain competitive. Along with this, we endeavor to look for ways to reduce adverse environmental impacts in doing business.

OUR COMMUNITY

Corporate responsibility towards our community continues to be a shared work in progress at Raffles United Holdings. With our enduring commitment, we continue to actively develop and implement community activities through employee volunteerism. The meaningful results from our past activities drive us to persistently invest our time and resources as well as work on continually improving our community programs.

We strive to help make our community vibrant and sustainable. Although we are taking small steps at a time, we are optimistic that we will be able to significantly improve our social performance and the lives of those less fortunate in the long-term.

Ad-hoc livelihood program

Spearheaded by the Managing Director of its subsidiary, Acee Electric Pte Ltd, the Company held a livelihood program for the elderly at Home for the Aged Sick and Brighton Connection Student Care Centre. The seniors were given jobs such as re-packing of screws, nuts, bolts, washers and other products. This is to create jobs for the elderly and physically disabled in order to sustain their daily living costs.

Outreach program

The Company is committed to uplifting the lives of the community we operate in. This commitment keeps us in track to help the less fortunate while doing our business.

In October, an educational farm tour activity was held for the less fortunate children of Trans Family Services together with our staff volunteers. It was a great experience for them to be able to step into nature's classroom once in a while after being surrounded by the city's skyscrapers. The kids were amazingly attentive and engaged with the innovative farming techniques that they actively asked questions during the whole session. The children and volunteers together enjoyed the farm tour activity as they were also able to smell, touch and taste organic raw vegetables and learn about their different growth stages from seeding to harvesting!

With the helpful tour guide, the kids were also given a pot each to put soil and plant some vegetables for them to take home and nurture; letting them experience the joy of planting and appreciate the value of food. Meanwhile, the volunteers were given packs of seasonal green vegetables and had good time shopping for fresh greens in the farm's little marketplace. At lunch time, the kids behaved themselves well and even helped in serving food. Indeed, the activity was absolutely fun, memorable and meaningful for all participants.

The Company's dedicated employee volunteers also engaged senior citizens for a visit to Flower Dome and Cloud Forest in Gardens by the Bay during the year. While the volunteers and senior citizens were doing short briefing in Trans Family Services Centre in Bedok, a feeling of excitement already filled the air as the staff volunteers started warming up to the seniors and shared their expectations on what kind of wondrous plants and flowers will be seen in light of the festive Christmas season.

During the whole excursion, the senior citizens, who were each partnered with volunteers, spent precious time sharing their personal life, thoughts and feelings while admiring the wonders of nature. All participants were busy sightseeing, taking wonderful photos and capturing joyous moments – temporarily forgetting their own problems and stress!

The seniors expressed how grateful they were of being given this chance to be treated so special – to be also brought into a superb dim sum restaurant for lunch after spending joyful hours with warm people in the outdoor Gardens by the Bay. It was a great Christmas present for seniors and volunteers, a meaningful and memorable moment that will surely stay in their hearts.

The community activities we held in 2017 were also focused on the less privileged children and elderly as per the prior years. These programs also served as an avenue for our employees to get together and interact in a relaxing environment. We hope to instill a spirit of volunteerism amongst our employees in Singapore and reach out to the under-privileged in Singapore to do our part for the community. Raffles United Holdings continues to look into developing a comprehensive Corporate Social Responsibility ("CSR") structure that evaluates all resources contributed to our CSR initiatives. We hope our contributions, monetary or otherwise, would be meaningfully spent on community investment activities that improve the living standards and quality of life for our beneficiaries.

Ad-holic livelihood activity



Farm Tour with children



Gardens by the Bay with the Elderly





PRODUCTS WE CARRY

Bearings and Seals:

IKO · EZO · NSK · KURODA · KOYO

FAG · INA · BARDEN PRECISION BEARINGS · TIMKEN Where You Turn · DAIDO METAL

ASAHI Bearing Units · GP · GLH · URB · WON

NOK · Hallite · Parker-Prädifa · SAKAGAMI HYDRAULIC&PNEUMATIC SEALS · REPAIR KHB KITS CYLINDER SEAL KITS

SIMRIT CARL FREUDENBERG · DLI · NDK · KYB KAYABA

Electrical:

Schneider Electric · GRÄSSLIN by INTERMATIC · MK · TERASAKI Innovators in Protection Technology

Brandes Miller · BOSS · C&D CRAIG & DERRICOTT

Beauty:

O·P·I

Gearbox:

NGC

PROPERTIES WE OWN



SINGAPORE

OFFICE CUM WAREHOUSE UNIT
5 Changi South Street 3

COMMERCIAL SHOPHOUSE UNITS
296/298/300/302/304/306/308 Lavender Street

COMMERCIAL UNITS
#01-01 to 08 Peace Centre

COMMERCIAL UNITS
#02-01/02 Peace Centre

WAREHOUSE UNIT
#02-03 Citimac Industrial Complex

HDB SHOP
#01-65 Block 302 Ubi Avenue

FACTORY UNIT
#04-01 Poh Leng Building

CORNER TERRACE WORKSHOP UNIT
#01-42 27A Jurong Port

SHOP UNIT
387F Woodlands Road

SHOPHOUSE UNIT
359 Jalan Besar

MALAYSIA

CORNER SHOP UNIT
Jln Segambut Atas, Segambut, Kuala Lumpur

SHOPHOUSE UNIT
Jln Glasair Taman Tasek, Johor Bahru

SHOPHOUSE UNIT
Jln Lim Swee Sim, Kluang

CHINA

WAREHOUSE UNIT
Wai Gao Qiao Free Trade Zone, Shanghai

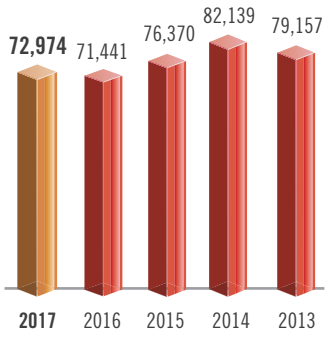
SHOPHOUSE UNIT
Jin Fu Hardware Centre Chengdu, Sichuan

FINANCIAL HIGHLIGHTS

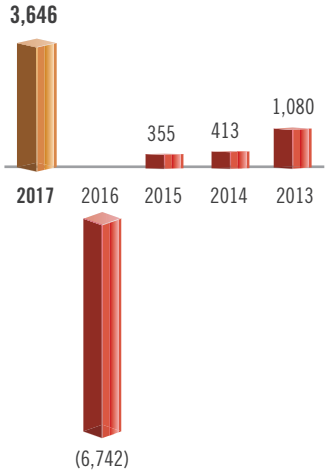
FIVE-YEAR FINANCIAL SUMMARY

	2013 Reclassified	2014	2015	2016	2017
Turnover ($'000)	79,157	82,139	76,370	71,441	**72,974**
Profit/(Loss) after taxation before non-controlling interests ($'000)	1,080	413	355	(6,742)	**3,646**
Shareholders' equity, net of non-controlling interests ($'000)	75,517	76,509	74,972	67,930	**71,967**
Net tangible assets per share (cents)	32.26	32.69	32.03	29.02	**30.75**
Basic earnings/(loss) per share (cents)	0.55	0.19	0.13	(2.99)	**1.45**

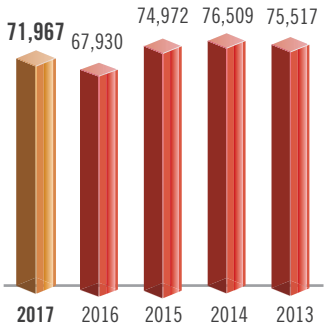
TURNOVER ($'000)



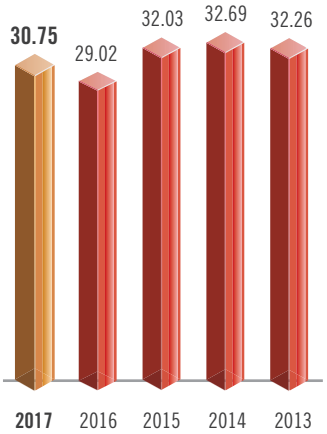
PROFIT/(LOSS) AFTER TAXATION BEFORE NON-CONTROLLING INTERESTS ($'000)



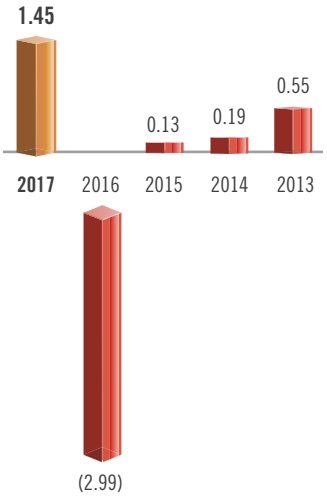
SHAREHOLDERS' EQUITY, NET OF NON-CONTROLLING INTERESTS ($'000)



NET TANGIBLE ASSETS PER SHARE (CENTS)



BASIC EARNINGS/(LOSS) PER SHARE (CENTS)



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CORPORATE GOVERNANCE REPORT

Raffles United Holdings Ltd (the "Company") strives to observe the standards of corporate conduct in line with the spirit of the Code of Corporate Governance 2012 (the "Code") so as to safeguard shareholders' interests and ensure long-term sustainability of the Company's businesses and overall performance.

This Report describes the Company's corporate governance practices with reference to the principles of the Code. For the financial year ended 31 December 2017, the Company has adhered to the principles and guidelines of the Code. Any deviation from any principle or guideline is appropriately explained in this Report.

Principle 1: THE BOARD'S CONDUCT OF ITS AFFAIRS

The Board oversees the overall strategies and business affairs of the Group and works with the Management to achieve the objectives set for the Group. To ensure smooth operations and facilitate decision-making, and at the same time ensure proper controls, the Board has delegated some of its power to its Board Committees and the Management. The Board Committees and the Management remain accountable to the Board.

Guideline 1.1 – Board's Role

The principal functions of the Board are:

- Provide entrepreneurial leadership.
- Approve broad policies, strategies and financial objectives of the Company.
- Approve annual business plans, budgets, major funding proposals, investment and divestment proposals and monitor the performance of Management.
- Oversee the framework and processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance.
- Approve the nominations of Directors recommended by Nominating Committee.
- Assume responsibility for corporate governance.
- Set Company's values and standards.
- Consider sustainability issues including environmental and social factors, as part of its strategic formulation.

Guideline 1.2 – Fiduciary Duties of Directors

As corporate gatekeepers, the Board exercises due diligence and independent judgement in the Company's business and affairs and continuously work with Management to make objective decisions in order to discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Company.

Guideline 1.3 – Delegation of Authority by the Board

To enhance the Company's corporate governance framework and to discharge its duties, the Board delegates the authority to make decisions to three Board Committees, namely, the Audit Committee ("AC"), the Remuneration Committee ("RC") and the Nominating Committee ("NC"). Each Committee has its own specific Terms of Reference setting out the scope of its duties and responsibilities, rules and regulations, and procedures governing the manner in which they are to operate and how decisions are to be taken.

The Board approves transactions exceeding certain thresholds, while delegating authority for transactions below the threshold to the Management via a structured authority limit matrix. This matrix is reviewed by the Board on a regular basis and revised accordingly when necessary. The last review was on 14 June 2017.

CORPORATE GOVERNANCE REPORT

Guideline 1.4 – Board and Board Committees' Meetings and Attendance Records

The Board and its committees conduct regular scheduled meetings. Adhoc meetings are convened as and when circumstances require. Board proceedings are generally initiated and conducted by the Chairman of the Board or the respective committees. The Constitution of the Company allows the Directors to hold meetings via tele-conference or video-conference. On occasions when Directors were unable to attend meetings in person, electronic communication enable the Directors to participate at the meetings. To enable the members of the Board and its committees to be equipped and prepared for the meetings, agendas and materials were circulated in advance prior to the meetings.

The Company Secretary or her representative assists to convene Board and Board Committee meetings by circulating the meeting calendar for the year, prepare meeting agendas and materials, and prepare minutes of the meeting proceedings thereafter.

A record of the Directors' attendance at meetings of the Board and Board Committees during the financial year ended 31 December 2017 is set out below:

Name of Directors	Board	Audit Committee ("AC")		Nominating Committee ("NC")		Remuneration Committee ("RC")		Annual General Meeting
	Attendance	Member	Attendance	Member	Attendance	Member	Attendance	Attendance
Tan Saik Hock	4 (Chairman)	Yes	2	Yes (Chairman)	2	Yes (Chairman)	2	1
Teo Teng Beng	4	No	*2	Yes	2	No	*2	1
Teh Geok Koon	4	No	*2	No	–	No	–	1
Teo Xian-Hui Amanda Marie	4	No	*2	No	–	No	–	1
Lee Joo Hai	4	Yes (Chairman)	2	Yes	2	Yes	2	1
Dr Ngoi Sing Shang	4	Yes	2	No	*1	Yes	2	1
No. of meetings	**4**		**2**		**2**		**2**	**1**

* Attendance by invitation.

During FY2017, Independent Non-Executive Directors had also met up amongst themselves and/or with the CEO and senior management on informal or ad hoc basis to approve and/or discuss specific issues or matters requiring immediate decision relating to the Group. Such informal discussions and meetings are not included in the above table.

Guideline 1.5 – Guidelines on Matters Requiring Board Approval

The Management is given clear directions on the following matters which require Board approval:

- Material mergers and acquisitions and disposals
- Corporate/financial restructuring and corporate exercises
- Annual budget
- Interested person transactions
- Material capital expenditures
- Material funding/financial arrangements

CORPORATE GOVERNANCE REPORT

Guideline 1.6 – Board Orientation and Training

The Company conducts a detailed briefing for newly appointed Directors to familiarise themselves with the Company's business and their duties as Directors and how to discharge those duties. The briefing includes meetings with certain key executives of the Management and orientation on key areas of the Company's operations, accounting, risks and industry-specific knowledge to ensure that they understand their duties and the Company's businesses and governance practices.

The Directors are provided with updates and/or briefings from time to time by professional advisers, internal/external auditors, Management and the Company Secretary, in areas such as Directors' duties and responsibilities, corporate governance practices, risk management matters and changes in financial reporting standards, Companies' Act, Listing Manual and industry-related matters.

To equip the Directors to effectively discharge their duties and enhance their knowledge, the Directors are regularly kept informed of the availability of appropriate courses, conferences and seminars such as those run by the Singapore Institute of Directors and various professional bodies and organisations. The Directors are encouraged to attend such training. In addition to the training courses/programmes, Directors are also at liberty to approach Management should they require any further information or clarification concerning the Company's operations. The Company is prepared to fund the Directors' seminars or training programmes in connection with their duties as Directors.

Guideline 1.7 – Letter of Appointment to New Director

Upon new appointment in the Board, a formal service contract setting out their duties and obligations shall be provided to all newly-appointed Directors. During FY2017, there was no new Director appointed.

Principle 2: BOARD COMPOSITION AND GUIDANCE

Guideline 2.1 – Independent Element on the Board
Guideline 2.2 – Composition of Independent Directors

The Board currently consists of a strong and independent element with six members, three of whom are Executive Directors and three are Independent and non-Executive Directors.

Executive Directors
Teo Teng Beng (Managing Director)
Teh Geok Koon (Chief Operating Officer)
Teo Xian-Hui Amanda Marie

Independent Directors
Tan Saik Hock (Chairman)
Lee Joo Hai
Ngoi Sing Shang

Our Chairman is an Independent Director. The Chairman of the Board and the CEO are different persons.

Guideline 2.3 – Independence Definition

In 2017, the Board is made up of 50% Independent Directors, including the Chairman of the Board.

The NC conducted annual review of the Directors' independence during the year and was satisfied that the Company has complied with the guidelines of the Code.

During the annual review process, each Independent Director is also required to complete and submit the independence declaration to the NC for review.

In its deliberation as to the independence of a Director, the NC took into account the relationship as set out in the Code such as whether a Director has business relationships with the Group, and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent judgements. The NC was satisfied that there was no relationship or other factors such as gifts or financial assistance, past association, business dealings, financial dependence, or relationship with the Group or the Group's Management, etc. which would impair the independent judgement or which would deem the Directors to be not independent.

CORPORATE GOVERNANCE REPORT

Guideline 2.4 – Independence of Directors who have served beyond 9 years

The NC noted that Mr Lee Joo Hai has served on the Board for more than 9 years and also has been the Audit Committee Chairman for many years. After assessing, the NC considers Mr Lee Joo Hai to be independent because:

(a) He does not have any other relationship with the Company, its related corporations, substantial shareholders or its officers and Management which could impair his fair judgement;

(b) He does not own shares in the Company;

(c) He continues to demonstrate qualities of independence and judgement in all matters when discharging his duties as Director. He also expressed his views independently at all times;

(d) He continues to provide valuable contribution objectively to the Board; and

(e) His external commitments have not negatively impaired his commitments to the Company.

As such, it is in the interest of the Company to have Mr Lee Joo Hai to continue as an independent Director in the Board as he not only knows the history of the Company but is also knowledgeable in accounting matters. The Board is further of the view that an individual's independence cannot be determined arbitrarily on the basis of a set period of time.

Guideline 2.5 – Board composition and size

The NC is of the view that the current Board's size and composition is adequate, taking into account the scope, nature and size of operations of the Group. The Board's decision-making process is not dominated by any individual or group of individuals. The Independent Directors make up half of the Board, thus providing a strong and independent element to the Board and exercising objective judgement on the corporate affairs of the Company. No individual or small group of individuals dominates the Board's decision making.

Guideline 2.6 – Competency and diversity of the Board

The Directors of the Company come from different backgrounds and possess core competencies, qualifications and skills. Their wealth of experiences have enhanced the overall quality of the Board and enable the Board to function competently and efficiently. The NC conducted its annual review based on the assessment form completed by the Directors. The NC, having reviewed the assessment form and taking into account the Directors' respective areas of specialisation and expertise, is satisfied that members of the Board possess the relevant core competencies in areas such as accounting and finance, strategic planning, business and management experience. Key information of the Directors including their qualifications, experience, knowledge of the Company, and directorships, among others, is disclosed separately under pages 06 to 07 of this Annual Report.

In FY2017, there was one female Director out of a total of six Directors.

Guideline 2.7 – Role of non-Executive Directors

The Independent and non-Executive Directors constructively challenged and helped develop the Group's business strategies. They are regularly kept updated by Management on the progress of the agreed business strategies and they will monitor the results or suggest any further actions, if required.

Guideline 2.8 – Regular meetings of non-Executive Directors

During FY2017, Independent Non-Executive Directors met amongst themselves regularly, without the presence of Management, to exchange views both within and outside the formal environment of the Board and Board Committees meetings and discuss specific issues or matters relating to the effectiveness of the Management. The non-Executive Directors are pleased with Management's access and information provided to them.

CORPORATE GOVERNANCE REPORT

Principle 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Guideline 3.1 – Separate roles of Chairman and CEO

To maintain greater independent decision making and ensure a balance of power and authority, the roles of the Chairman and CEO have been assumed by Mr Tan Saik Hock and Mr Teo Teng Beng respectively. As such, the division of responsibilities between the Chairman and the CEO have been clearly established.

Guideline 3.2 – Chairman's Role

The Company's Chairman, Mr Tan Saik Hock, is not part of the management team and is an Independent Director. He brings with him a wealth of experience, leads the Board in discussion and ensures Board members engage the Management in constructive debate and promote high standards of corporate governance. Prior to each Board meeting, the Chairman ensures that Board members are provided with the agenda of the meeting as well as adequate and timely information in advance in order for the Directors to be adequately prepared for the meeting. The Chairman leads the meetings and ensures full discussion of each agendum. He also ensures that Board members are able to engage the Management in constructive debate on various matters including strategic, business and other key issues pertinent to the businesses and operations of the Group. Members of the management team who have prepared the meeting papers, or who can provide additional insights into the matters to be discussed are invited to present their papers during the meetings. At Annual General Meetings ("AGMs") and other shareholder meetings, the Chairman endeavours to foster constructive dialogue between shareholders, the Board and the Management.

Guideline 3.3 – Lead Independent Director
Guideline 3.4 – Lead Independent Director to meet periodically with other Independent Directors

In view of the Chairman being an Independent and non-Executive Director, there was no Lead Independent Director appointed in 2017.

Principle 4: BOARD MEMBERSHIP

Guideline 4.1 – NC membership and terms of reference

The NC consists of the following three members, most of whom are non-Executive and the majority, including the Chairman, are independent:

Tan Saik Hock, Chairman	(Independent and non-Executive)
Lee Joo Hai	(Independent and non-Executive)
Teo Teng Beng	(Non-Independent and Executive)

The NC is guided by its Terms of Reference which set out its responsibilities for assessing the Board's effectiveness as a whole and its ability to discharge its responsibilities in providing stewardship, corporate governance and monitoring Management's performance with the objective of enhancing long term value for shareholders.

The Terms of Reference, include:

- Maintaining a formal and transparent process for the appointment of new Directors to the Board, including identifying and reviewing candidates for nomination for appointment or re-appointment to the Board of Directors and to propose their appointment or re-appointment to the Board for approval.
- To determine the criteria for identifying candidates and reviewing nominations for the appointments referred to above.
- To determine how the Board's performance may be evaluated and propose objective performance criteria for the Board's approval.
- To assess the effectiveness of the Board as a whole and the Board Committees and the contribution by each individual Director to the effectiveness of the Board.
- To review and determine the independence of the Directors on an annual basis.

CORPORATE GOVERNANCE REPORT

Guideline 4.2 – NC Role

The Board believes in carrying out succession planning for itself and the MD to ensure continuity of leadership. Board renewal is a continuing process. In this regard, the NC reviews annually the composition of the Board, which includes size and mix. NC also recommends to the Board the selection and appointment of new Directors, whether in addition to existing Board members or as replacement of retiring Board members, with a view to identifying any gaps in the Board's skill sets taking into account the Company's business operations. The Board is of the view that the current Board size has a good mix of skills and expertise and will be able to function smoothly notwithstanding any resignation or retirement by any Director given the present number of members and mix of competencies on the Board.

The Company's Constitution provides that at each AGM of the Company, one third of the Directors (who have been longest in office since their appointment or re-election) are to retire from office by rotation. A retiring Director is eligible for re-election by the shareholders of the Company at the AGM.

The NC reviews annually the retirement of the relevant Directors for re-election at the AGM. When considering the retirement of Directors for re-election, the NC takes into account their contribution to the effectiveness of the Board as well as their time commitment especially for Directors who have multiple board representations.

Dr Ngoi Sing Shang and Ms Teo Xian-Hui Amanda Marie are the Directors due for retirement at this forthcoming AGM as required under the provision of the Constitution.

Guideline 4.3 – NC's Review on Independence

The NC is committed to reassess the independence of each individual Director as and when warranted. Each Director of the Company will annually confirm his independence (or otherwise) based on a checklist. The checklist is drawn up based on the guidelines provided in the Code. The NC had reviewed the independence of the 3 Independent Directors as set out under Guidelines 2.3 and 2.4 above, based on, *inter alia*, their declarations as aforesaid and is of the view that the 3 Independent Directors remain independent.

Guideline 4.4 – Multiple Directorships

In determining whether Directors who sit on multiple boards have committed adequate time to discharge their responsibilities towards the Company's affairs, the NC has determined that Directors should not have more than 10 listed companies' board representation and other principal commitments. The NC also takes into account the Directors' actual conduct and participation at the Board and board committees, including their attendance and contributions to the Board. During the year, the NC was satisfied that none of the Directors has more than 10 listed companies' board representation and the Directors spent adequate time on the Company's affairs and have discharged their duties adequately.

Guideline 4.5 – Appointment of Alternate Directors

As at 31 December 2017, the Company has no alternate director on its Board.

Guideline 4.6 – Selection and Appointment of New Directors

The NC assesses the shortlisted candidates before formally considering and recommending them for appointment to the Board and where applicable, to the other Board Committees.

In reviewing and recommending to the Board any new Director appointment, the NC considers:

– the candidate's independence, in the case of the appointment of an independent non-executive Director;

– the composition requirements for the Board and Board Committees (if candidate is proposed to be appointed to any of the Board Committees) under the Corporate Governance Guidelines;

– the candidate's age, track record, experience and capabilities and such other relevant factors as may be determined by the NC which would contribute to the Board's collective skills; and

– any competing time commitments if the candidate has multiple board representations.

CORPORATE GOVERNANCE REPORT

Guideline 4.7 – Key Information on Directors

Key information of each member of the Board including directorships and chairmanships both present and those held over the preceding three years in other listed companies, other principal commitments, academic/professional qualifications, membership/chairmanship in the Company's Board committees, date of appointment and last re-election and other information, are disclosed on pages 06 and 07 in this Annual Report.

Principle 5: BOARD PERFORMANCE

Guideline 5.1 – Board Evaluation Process

The Company has implemented a formal evaluation process to evaluate the performance of the Board as a whole, its Board Committees, as well as the contribution of each Director to the effectiveness of the Board. The evaluation of the Board is carried out on an annual basis. The evaluation results completed by the Directors will be submitted to the Company Secretary or her representative for compilation. The NC would then review the results of the performance evaluation and feedback received from the Directors, act on their comments accordingly and submit the same to the Board for discussion. The Board was satisfied with the results of the assessment and performance objectives were met for FY2017. There was no need to do follow up action by the Chairman on the results of the performance evaluation.

The NC when evaluating the performance of the Board as a whole and the Board Committees, would assess the ability of the Board to provide stewardship and oversight of Management's performance.

Guideline 5.2 – Board Performance Criteria

The evaluation of the Board includes assessment criteria such as board composition, board information, board process, and board accountability. During the year, the NC was satisfied with the performance criteria used in the evaluation process and do not consider it necessary to change the performance criteria.

Guideline 5.3 – Individual Director Evaluation

In evaluating the contribution of each Director to the effectiveness of the Board, the individual Director's attendance at meetings of the Board, Board Committees and General Meetings; the individual Director's functional expertise; and his commitment of time to the Company, were considered. In each financial year, the NC would also review each Director's attendance for at least 75% of the Board and relevant Board Committees' meetings held during the year. Hence, the NC is satisfied that all the Directors have spent adequate time on the Company's affairs to fulfill their responsibilities and no appointment of new director or resignation of director is necessary.

Principle 6: ACCESS TO INFORMATION

Guideline 6.1 – Management Providing Complete, Adequate and Timely Information

In order to enable the Board to function effectively and to fulfill its responsibilities, Management recognises its obligation to supply the Board with complete, adequate information in a timely manner. The Board has separate and independent access to Management. Each Director has been provided with the up-to-date contact particulars of the Company's senior management staff and the Company Secretary to facilitate access of any required or additional information as needed to make informal decision. A system of communication between the Management and the Board has been established and improved over time.

Guideline 6.2 – Provision of Information to the Board

The Directors receive regular supply of adequate and timely information from the Management about the Company and the Group so that they are able to effectively participate in Board meetings. Management provides the Board with detailed Board papers and related materials which were circulated in advance for each scheduled and ad-hoc meetings of the Board and its committees. The Board papers include sufficient information on budgets, forecasts, financial statements, business and corporate issues and explain any material variance between the projections and actual results, if any, to enable the Directors to be properly briefed on issues to be deliberated at the Board meetings.

CORPORATE GOVERNANCE REPORT

Guideline 6.3 – Company Secretary

The role of the Company Secretary is clearly defined which includes, *inter alia*, advising the Board on all matters regarding the proper functioning of the Board, including compliance with the Company's Constitution and applicable regulations, including requirements of the Singapore Companies Act, Cap. 50 ("Companies Act"), the Securities and Futures Act and the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual. She assists the Board in implementing and strengthening corporate governance policies and procedures.

Under the direction of the Chairman, the Company Secretary ensures good information flow within the Board and its committees and between the Management and Non-Executive Directors.

Directors have separate and independent access to the Company Secretary or her representative through electronic mail, telephone and face-to-face meetings. During the year, the Company Secretary or her representative attended all meetings of the Board and its committees and minuted the proceedings of such meetings. The minutes of the meetings were circulated to all members of the Board and Board Committees and properly updated into the Company's minute book accordingly.

Guideline 6.4 – Appointment and removal of Company Secretary

The appointment and removal of the Company Secretary are subject to the approval of the Board.

Guideline 6.5 – Independent Professional Advice

The Directors, individually or as a group in furtherance of their duties, may seek independent professional advice on matters relating to the businesses of the Group, at the Company's expense.

Principle 7: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Guideline 7.1 – RC Composition

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

Tan Saik Hock, Chairman	(Independent and non-Executive)
Lee Joo Hai	(Independent and non-Executive)
Ngoi Sing Shang	(Independent and non-Executive)

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

- Reviewing the remuneration framework to ensure that the programme is competitive and sufficient to attract, retain and motivate Executive/non-Executive Directors and staff of the requisite quality to run the Company successfully and recommending to the Board for approval.
- Reviewing and recommending the remuneration for Independent and non-Executive Directors.
- Reviewing Executive Directors' and key executives' (as designated by the Managing Director) remuneration packages annually to determine their reasonableness and to seek appropriate independent professional advice where necessary.
- Reviewing the appropriateness and transparency of remuneration matters disclosed to shareholders.

CORPORATE GOVERNANCE REPORT

Guideline 7.2 – Remuneration Framework

To attract, retain and motivate Directors and employees, the RC establishes appropriate remuneration frameworks for the Directors and key management personnel of the Company. Such frameworks are reviewed periodically to ensure that they remain relevant. No member of the RC was involved in deciding his own remuneration.

The remuneration framework has been endorsed by the Board. In reviewing the remuneration packages for Executive Directors and key executives, the RC will make comparative study of the remuneration packages in comparable industries and will take into account the performance of the Company and that of its Executive Directors and key executives. The Executive Directors are paid based on their Service Agreements with the Company which are subject to review every three years. The RC considered and approved the Managing Director's and Executive Directors' remuneration packages in accordance with their service contracts. In addition, the RC reviewed the performance of the Group's senior executives and considered the Managing Director's recommendation for bonus and remuneration proposal for all relevant senior executives.

Non-Executive Directors receive remuneration packages consisting of Directors' fees and attendance fees which are based on a scale of fees divided into basic retainer fees as Director, additional fees for serving on any of the Board committees and attendance fees for participation in meetings at the Board and any of the Board committees.

In determining the quantum of such fees, factors such as frequency of meetings, time spent, responsibilities of Non-Executive Directors, and the need to be competitive in order to attract, motivate and retain these Directors are taken into account. The Chairman and members of the AC receive higher additional fees taking into account the nature of their responsibilities. The remuneration framework for the Non-Executive Directors remains unchanged from that of the financial year ended 31 December 2016.

The framework for the Board and Board Committees' remuneration packages (on an annual basis) is as follows:–

Role	Member	Chairman	Attendance fees
Board of Directors	$35,000	$43,000	N/A
Audit Committee	$2,500	$5,000	$300 per meeting
Other Committees	$1,000	$2,000	$300 per meeting

Guideline 7.3 – Independent Expert Advice

The RC has direct access to the Company's CFO & Corporate Head who is in charge of Human Resources should they have any queries on human resources matters. The RC referred to independent salary guides from three external sources online.

During FY2017, the RC did not require the services of an external remuneration consultant. Nevertheless, the RC has explicit authority to investigate any matter within its Terms of Reference and to seek external expert advice should such need arise, at the Company's expense.

Guideline 7.4 – Termination Clauses in Service Contracts

The Company's obligations arising in the event of termination of service contracts of its Executive Directors and key management personnel are contained in their respective employment letters or service contracts. The RC was satisfied that such contracts of service for Executive Directors and key management personnel as well as contracts for service for Independent Directors are prudent and provide for fair and reasonable termination clauses applicable to the respective employment class.

Principle 8: **LEVEL AND MIX OF REMUNERATION**

Guideline 8.1 – Remuneration of Executive Directors and Key Management Personnel

The Company's remuneration packages for Executive Director(s) comprised both fixed and variable components. The variable component is performance related and is linked to the Company's performance as well as each individual Director's performance. This is designed to align Directors' interests with those of shareholders' and link rewards to corporate and individual performance.

CORPORATE GOVERNANCE REPORT

The RC's remuneration policy is to provide remuneration packages at competitive market rates which not only reward successful performance, but retain and motivate Executive Directors and key executives. The RC and the Board have considered these packages and are of the view that the Company's remuneration packages are appropriate and fair.

Guideline 8.2 – Long-term Incentive Scheme

Currently, the Company does not have any long-term incentive schemes such as offer of shares or grant of options or any other forms of deferred remuneration as the existing remuneration schemes are considered prudent and not excessive.

Guideline 8.3 – Remuneration of Non-Executive Directors

During the year, the RC evaluated and proposed to the Board, the non-Executive Directors' fees for the year ended 31 December 2017, the Board concurred and will recommend the same to the shareholders for approval at the forthcoming AGM. The RC and the Board are of the view that the proposed fees for the non-Executive Directors are appropriate and not excessive, taking into account factors such as effort and time spent, and the increasingly onerous responsibilities of the Directors. The aggregate fees of the Non-Executive Directors are subject to the approval of the shareholders at each AGM.

Guideline 8.4 – Contractual provisions to reclaim incentive components of remuneration

The RC is of the view that there is no need to use contractual provisions allowing the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel as the review of the existing remuneration schemes are prudent and not excessive.

Principle 9: DISCLOSURE ON REMUNERATION

Guideline 9.1 – Remuneration Report

Details on the remuneration of Directors and key management personnel for FY2017 are disclosed below on a named basis for reporting to the shareholders. During FY2017, the aggregate amount of termination benefits that may be granted to the Managing Director, Executive Directors and the top 5 executives amounted to $134,000. Besides this amount, there are no other retirement and post-employment benefits.

Guideline 9.2 – Remuneration of Directors

A summary of each non-Executive and Executive Director's remuneration for FY2017 is shown below:

Name of Directors	Status*	Breakdown of remuneration in percentage (%)				Total Remuneration ($'000)
		Directors' fee	Salary	Transport and other allowances	Total	
Teo Teng Beng	Exec, NI	–	84	16	100	286
Teh Geok Koon	Exec, NI	–	82	18	100	228
Teo Xian-Hui Amanda Marie	Exec, NI	–	91	9	100	133
Tan Saik Hock	NE, Ind	100	–	–	100	51
Lee Joo Hai	NE, Ind	100	–	–	100	44
Ngoi Sing Shang	NE, Ind	100	–	–	100	40
Total Directors' Remuneration (%)		**17**	**70**	**13**	**100**	782

* NE: Non-Executive/Exec: Executive/NI: Non-Independent/Ind: Independent

The non-Executive Directors' fee structure consists of a base fee as member or Chairman of the Board or any particular Board committee and an additional attendance fee for each Board committee meeting attended.

CORPORATE GOVERNANCE REPORT

Guideline 9.3 – Remuneration of Top 5 Key Management Personnel

The table below shows the ranges of gross remuneration received by the Group's top five executives (excluding Executive Directors) in the Group and Company during the year:–

Name of Top 5 Executives	Position	Breakdown of remuneration in percentage (%)			Total Remuneration in Compensation Bands of $250,000
		Salary	Variable Bonus/ Directors' fees for a subsidiary	Total	
Ho Hui Min	Chief Financial Officer and Corporate Head	92	8	100	<$250,000
Loh Mun Choong David	Chief Operating Officer (Kian Ho Pte Ltd) and Head, Bearings & Seals Division (Raffles United Holdings Ltd)	94	6	100	<$250,000
Koh Hai Yang	Business Development Director (Kian Ho Pte Ltd)	99	1	100	<$250,000
Wong Fock Mang	Managing Director (Kian Ho Bearings (M) Sdn Bhd)	62	38	100	<$250,000
Tiang Lay Geok Alta	Head, OEM Sales (Kian Ho Pte Ltd)	78	22	100	<$250,000
		85	**15**	**100**	
Total gross remuneration of the Top 5 Executives during the year					**$691,000**

Guideline 9.4 – Employee related to Directors or CEO

During the year, there was no employee who is an immediate family member of any Director whose remuneration exceeds $50,000 during the year.

Guideline 9.5 – Employee Share Scheme

The Company does not have any employee share scheme nor any other long-term incentive scheme.

Guideline 9.6 – Executive Directors and Key Management Personnel's Remuneration and Performance

The information on the link between remuneration paid to the Executive Director and key management personnel, and performance is set out under Guideline 8 of this Report.

Principle 10: **ACCOUNTABILITY**

Guideline 10.1 – Balanced and Understandable Assessment

The Board recognises that it is accountable to shareholders for the performance of the Group. In discharging this responsibility, the Board ensures the timely release of the Group's financial results and that the results should provide a balanced and understandable assessment of the Group's performance, position and prospects.

Guideline 10.2 – Compliance with Legislative and Regulatory Requirements

The Board receives regular updates and briefings on any changes to the laws and regulations to ensure compliance with legislation and regulatory requirements, and observes the obligations of continuing disclosure under the Listing Manual.

All its Directors and executive officers had submitted their undertakings forms as set out in Appendix 7.7, pursuant to Listing Rule 720(1) of the SGX-ST Listing Manual.

CORPORATE GOVERNANCE REPORT

Guideline 10.3 – Management Accounts

The Management kept the Board regularly updated on the Group's business activities and financial performance by providing operations reports on a regular basis. They also highlighted key business indicators and major issues that are relevant to the Group's performance.

The Management currently provides the Executive Directors with Management accounts of the Company's performance, position and prospects on a monthly basis. Independent Directors are briefed on significant matters when required and receive appropriately detailed reports on a regular basis.

Principle 11: RISK MANAGEMENT AND INTERNAL CONTROLS

Guideline 11.1 – Risk Management and Internal Control Systems

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard the shareholders' investments and the Company's assets. The Board has assigned the AC to assist Board in overseeing the Company's risk management framework and internal control policies have been appropriately implemented and monitored by the Management.

Guideline 11.2 – Adequacy and Effectiveness of Risk Management and Internal Control Systems

The AC examines the effectiveness of the Group's risk management and internal control systems. The assurance mechanisms operating are supplemented by the Company's internal auditors' annual reviews of the effectiveness of the Company's material internal controls, which include financial, operational, compliance and information technology controls. The internal auditors were engaged to conduct an annual risk assessment or review for the Company.

Any material non-compliance or failures in internal controls and recommendations for improvements are reported to the AC. The external auditors also report to the AC on matters relating to internal financial controls which came to their attention during the course of their normal audit and related recommendations for improvements. The AC reviews the effectiveness of the actions taken by management on the recommendations made by the internal and external auditors in this respect and is satisfied that the Group internal controls are in order.

Guideline 11.3 – Board's Comment on Adequacy and Effectiveness of Internal Controls

The Board, with the concurrence of the AC, is of the opinion that based on the review conducted by the internal and external auditors, the Company has in place an adequate and effective system of internal controls that provides adequate assurance against material financial misstatements or losses including addressing financial, operational, compliance risks and information technology controls, and risk management systems.

The AC's responsibilities over the Group's internal controls are complemented by the work of the internal auditors.

The Board acknowledges that risk is inherent in business and there are commercial risks to be taken in the course of generating a return on business activities. The Board's policy is that risks should be managed within the Group's overall risk tolerance.

The financial risks and management policies of the Group are laid out on pages 91 to 94 of the Annual Report.

The Board has received assurance from the Managing Director, Executive Director and COO, Bearings & Seals Division Head, and CFO & Corporate Head for the financial year ended 31 December 2017:–

(a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and

(b) that the Company's risk management and internal control systems are effective.

CORPORATE GOVERNANCE REPORT

Guideline 11.4 – Risk Committee

The responsibility of overseeing the Company's risk management framework and policies is undertaken by the AC with the assistance of the internal and external auditors. Having considered the Group's business and operations as well as its existing internal control and risk management systems, the Board is of the view that a separate Risk Committee is not required.

Principle 12: AUDIT COMMITTEE

Guideline 12.1 – AC Composition

The AC consists of the following three Directors, all of whom, including the Chairman, are non-Executive and Independent:

Lee Joo Hai, Chairman	(Independent and non-Executive)
Tan Saik Hock	(Independent and non-Executive)
Ngoi Sing Shang	(Independent and non-Executive)

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

- Reviewing and approving the internal and external audit plans, including the scopes and results of the internal and external audits with the respective auditors.
- Reviewing the adequacy of internal control systems.
- Reviewing the effectiveness and adequacy of the internal audit function.
- Reviewing the financial statements of the Company and the consolidated financial statements of the Group before their submission to the Directors of the Company.
- Reviewing the external auditor's report on the financial statements of the Company and the consolidated financial statements of the Group.
- Reviewing the half yearly and annual results announcements as well as the related press releases on the results and financial position of the Company and the Group.
- Reviewing of Interested Persons Transactions.
- Compliance with regulatory and disclosure requirements.

Guideline 12.2 – Expertise of AC Members

The majority of the members of the AC have had many years of experience in senior financial management and accounting positions in different sectors. The Board is of the view that the members of the AC have sufficient expertise and experience to discharge the AC's functions.

Guidelines 12.3 & 12.4 – Authority, Roles and Responsibilities of AC

The AC is authorised to investigate any matter within its terms of reference. The AC also has full access to and co-operation by the Management and full discretion to invite any Director or key executive to attend its meetings as well as utilize reasonable resources to enable it to discharge its functions properly.

The AC reviewed the half-year and full-year financial results announcements of the Company before submission to the Board for approval prior to the release to the Singapore Exchange Securities Trading Limited ("SGX-ST").

The AC also reviewed all Interested Persons Transactions conducted and was satisfied that the transactions were at arms length and did not require any announcement to be made to the SGX-ST or seek the approval of shareholders.

CORPORATE GOVERNANCE REPORT

Guideline 12.5 – External and Internal Auditors

The Company's internal and external auditors were invited to make presentations of audit plans to the AC during the year. An annual assessment of the material internal and risk controls in the Company was undertaken by the internal auditors aside from the review of internal controls which were relevant to the audit performed by the external auditors. The AC had reviewed the Audit Plan and was satisfied with the process of identification, recommendations for improvement by the external and internal auditors and implementation by the management of such recommendations. The external auditors, Messrs Deloitte & Touche LLP ("D&T"), and internal auditors, Shinewing Risk Services Ltd ("Shinewing"), met separately with the AC without the presence of Management annually.

Member firms of D&T are appointed to audit the accounts of the following subsidiaries:

(1) Kian Ho Pte Ltd and
(2) Kian Ho (Vietnam) Co., Ltd.

Member firms of Ernst & Young Global, another reputable international audit firm, are appointed to audit the accounts of the following subsidiaries:

(1) Kian Ho Bearings (M) Sdn. Bhd.,
(2) KWP Engineering & Industrial Supply Sdn. Bhd., and
(3) Acker Machinery (Shanghai) Co., Ltd

The AC had also reviewed the scope and quality of D&T's work after taking into account the size and complexity of the audit for the Group, its businesses and operations, the resources and experience of D&T and the audit engagement partner assigned as well as the number and experience of the staff assigned by D&T to the audit to ensure that their ability provide value to money professional services.

Guideline 12.6 – Independence of External Auditors

The AC noted that D&T was not appointed during the financial year ended 31 December 2017 to provide non-audit services to the Company. The AC reviewed the independence and objectivity of D&T and was satisfied that D&T was independent in carrying out their audit of the financial statements. The external auditors have also provided a confirmation of their independence to the AC. In accordance with Rule 1207(6) of the Listing Manual, D&T's audit fee for their audit services for the Company in the financial year ended 31 December 2017 was S$45,000/-.

The AC has recommended the re-appointment of D&T as the external auditors of the Company for the ensuing year. The re-appointment of the external auditor is subject to the shareholders' approval at the 2018 AGM.

In view of the factors set out above, the Company has complied with the Rule 712 of the Listing Manual in which a suitable audit firm has been appointed by the Company.

The Board and AC are satisfied that the appointment of the other audit firms for the rest of the subsidiaries would not compromise the standard and effectiveness of the audit of the Company as they are suitable firms in their country of registration and the rest of the subsidiaries are not considered significant per the threshold of 20% or more of the Group's consolidated net tangible assets and consolidated pre-tax profits as defined in the Listing Manual. Therefore, the Company has complied with Rule 716 of the Listing Manual.

Guideline 12.7 – Whistle-blowing Policy

The AC has also established and reviewed from time to time the whistle-blowing policy which provides a channel for staff of the Group to raise concerns about possible improprieties in matters of financial reporting, fraudulent acts and other matters and ensure that arrangements are in place for independent investigations of such matters and for appropriate follow up actions. The details of the whistle-blowing policy are available to all employees.

Guideline 12.8 – Disclosure on AC's activities and measures taken by AC to keep abreast of changes to Accounting Standards

The AC met two times during FY2017. The Managing Director and CFO & Corporate Head were invited to attend these meetings. In addition to the activities undertaken to fulfil its responsibilities, the AC is kept abreast by the Management, external and internal auditors on changes to accounting standards, Stock Exchange Rules and other codes and regulations which could have an impact on the Group.

CORPORATE GOVERNANCE REPORT

In the review of the financial statements for FY2017, the AC had discussed with the Management and the external auditors on changes to accounting standards and significant issues and assumptions that impact the financial statements. The most significant matters had also been included in the Independent Auditor's Report to the members of the Company under "Key Audit Matters". Following the review, the AC is satisfied that those matters, including the allowance for inventory obsolescence, recoverability of the Group's trade receivables and valuation of investment properties, had been properly dealt with and recommended the Board to approve the financial statements. The Board had on 1 March 2018 approved the financial statements for the year ended 31 December 2017.

Guideline 12.9 – Cooling-off Period for Partners or Directors of the Company's Auditing Firm

No former partner or director of the Company's existing auditing firm or its member firms is an AC member.

Principle 13: **INTERNAL AUDIT**

Guidelines 13.1 & 13.2 – Internal Auditors and Compliance

In ensuring that the Company has a robust and effective system of internal controls, the Company has established an effective internal audit function that is independent of the activities of the external audit. The internal auditors' primary line of reporting is to the AC, Chairman and CEO.

The Company outsourced its Group internal audit function to Shinewing during the financial year. Upon recommendation by the AC, the Board has approved the re-engagement of Shinewing as IA of the Group.

Guidelines 13.3 & 13.4 – Adequate Resource and Qualifications of Internal Audit Function

Shinewing is a professional firm specializing in corporate governance, internal audit and internal control review services since 2007, and staffed with professionals with relevant qualifications and experience, including HKICPA and ACCA. Our engagement with Shinewing stipulates that its work is in accordance with the 'Internal Control Integrated Framework' issued by the Committee of Sponsoring Organizations of the Treadway Commission and 'Control Objectives for Information and Related Technologies' issued by the IT Governance Institute which are aligned to the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors. The 3-year internal audit plan which entails the review of the selected functions or business units of the Group is developed and agreed by the AC. Having reviewed the audit plan by Shinewing, the AC is satisfied that the Company's internal audit function is adequately resourced to perform the internal audit works for the Company and the Group.

Guideline 13.5 – Adequacy and Effectiveness of Internal Audit Function

The AC annually reviews the adequacy of the internal audit function, its activities and organizational structure to ensure that no unjustified restrictions or limitations are imposed. The AC reviews and approves the annual IA plan to ensure that there is sufficient coverage of the Group's activities. It also oversees the implementation of the internal audit plan and ensures that the Management provides the necessary co-operation to enable the IA to perform its function. All improvements to controls recommended by the IA and accepted by the AC are monitored for implementation.

The Board acknowledges responsibility for the overall internal control framework of the Company. However, the Board also recognises that no cost effective internal control system will preclude all errors and irregularities as the system is designed to manage rather than eliminate the risk of failure in order to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

CORPORATE GOVERNANCE REPORT

Principles 14, 15 and 16: **SHAREHOLDER RIGHTS AND RESPONSIBILITIES; COMMUNICATION WITH SHAREHOLDERS; AND CONDUCT OF SHAREHOLDER MEETINGS**

Guideline 14.1 – Sufficient Information to Shareholders

In line with the continuous disclosure obligations of the Company, under the Listing Rules of the SGX-ST and the Singapore Companies Act, Cap. 50, the Board has established a policy to inform shareholders promptly of all major developments that may impact materially on the Company.

Guideline 14.2 – Providing Opportunity for Shareholders to Participate and Vote at General Meetings

To enhance transparency in the voting process, the Company has since year 2012 AGM implemented full poll voting for all resolutions tabled at the shareholders' meetings. The polling voting procedures are clearly explained to the shareholders by an independent scrutineer or share registrar at such general meetings.

Guideline 14.3 – Proxies for Nominee Companies

Following the amended clause 181 (1C) of the Companies Act, the Company allows since 2016 the appointment of more than two proxies for nominee companies or custodian banks or CPF agent banks or relevant intermediaries. This is to facilitate shareholders holding shares through nominee companies to attend any general meeting as proxies.

Guideline 15.1 – Communication with Shareholders

The Company recognises the importance of activity engaging with stakeholders to promote effective and fair communication. The Board also acknowledges its obligations to furnish timely information to shareholders to ensure full disclosure of material information to comply with statutory and the Listing Manual requirements.

Guideline 15.2 – Disclosure of Information on a Timely Basis

During the year, the Company continued to communicate with shareholders and the investing community through the timely release of announcements to the SGX-ST via SGXNET and through the Company's website, circulation of its Annual Report/Notice of AGM/EGM, and advertisement of the Notice of AGM/EGM in a major local newspaper. On rare occasion, when unpublished price-sensitive information is inadvertently disclosed to a select group, the Company will make the same disclosure immediately to the public via SGXNET.

Guideline 15.3 – Interaction with Shareholders

The shareholders are given the opportunity to communicate their views and encouraged to ask the Directors and Management questions regarding matters affecting the Company at the AGM and other general meetings. The Chairman of all the Board Committees and the external auditors endeavour to be present at each AGM to assist the Directors in addressing queries raised by the shareholders.

Guideline 15.4 – Soliciting and Understanding Views of Shareholders

The Company also has its "Feedback Form" page on its corporate website to enhance the process of soliciting inputs, queries or concerns from shareholders and other stakeholders as well as potential investors.

Guideline 15.5 – Dividend Policy

The Board conducted a review of the dividend policy during the year.

In view of the Group's priority to achieve long-term capital growth, the Directors aim to provide sustainable dividends subject to future investment plans, as well as operational and strategic financing requirements that may arise from time to time.

The Directors are thus not recommending any dividend to be declared for the current financial year reported on.

CORPORATE GOVERNANCE REPORT

Guideline 16.1 – Effective Shareholders Participation & Absentia Voting

To facilitate shareholders' effective participation at general meetings, the Group holds its general meetings at our corporate office. Shareholders are also informed of these meetings in advance through notices in its annual reports or circulars at least 14 days before the meetings for ordinary resolutions and/or 21 days before the meetings for special resolutions. These notices are also released via SGXNet, published in the newspapers and a copy posted to the shareholders.

As the authentication of shareholder identity information and other related integrity issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means.

Guideline 16.2 – Separate Resolutions at General Meetings

The Board ensures that separate resolutions are proposed for approval on each distinct issue at general meetings. Detailed information on each item in the AGM agenda is also provided in the explanatory notes to the Notice of AGM in this Annual Report.

Guideline 16.3 – Attendees at General Meetings

In general, the Chairman of the Board and the Chairman of each of the Board committees had attended all general meetings to address issues raised by shareholders. The external auditors and legal advisers were also present at the general meetings to assist the Board in addressing any relevant queries from shareholders.

Guideline 16.4 – Minutes of General Meetings

The minutes of general meetings, which include substantial comments or queries raised by shareholders and answers or responses given by the Board and the Management will be prepared by the Company and are available to shareholders upon written request.

Guideline 16.5 – Voting By Poll at General Meetings

The Company conducted poll voting for all resolutions passed at its last AGM held on 20 April 2017 and EGM held on 23 February 2018.

The independent legal adviser was appointed as the scrutineer to conduct the polling process at the last AGM/EGM. The results of the poll voting on each resolution tabled at the last AGM/EGM, including the total number of votes cast for or against each resolution, were also announced after the said meeting via SGXNet.

OTHER CORPORATE GOVERNANCE MATTERS

INTERESTED PERSON TRANSACTIONS – Listing Manual Rule 907

Interested Person Transactions ("IPTs") are conducted fairly and on arm's length basis regardless of nature and size. Report on IPTs entered into by the Group is submitted to the AC every half yearly for review. Under the SGX-ST listing rules, where any IPT requires shareholders' approval, the interested person will abstain from voting and the decision will be made by disinterested shareholders. When a potential conflict of interest arises, the Director concerned should refrain from participating in board discussions and decision-making process on the particular agenda and exercising any influence over other members of the Board.

Disclosure of IPTs is presented under page 96 of this Annual Report.

CORPORATE GOVERNANCE REPORT

DEALINGS IN SECURITIES – Listing Manual Rule 1207(19)

The Company has issued an internal compliance memorandum on dealings in the Company's securities to the Directors and Executives (including employees with access to price sensitive information to the Company's shares) of the Group based on the recommendations of the Listing Manual issued by the SGX-ST.

The Directors and Executives covered by this memorandum are prohibited from dealing in the Company's securities at least one month before the announcement of the Company's full year or half year results and ending on the date of announcement of the relevant results or if they are in possession of unpublished price-sensitive information of the Group. They are also discouraged from dealing in the Company's shares on short-term consideration. Notification of the 'closed window' period is sent out to the persons involved including reminder to comply with the Memorandum of Dealings in the Company's shares. The Directors are also required to notify the Company of any dealings in the Company's securities within two (2) business days of the transaction and to submit an annual declaration on their compliance to the Board.

Based on the processes in place, the Board is of the opinion that the Company has complied with the listing rules issued by the SGX-ST.

MATERIAL CONTRACTS

There was no material contract (including loans) of the Company or its subsidiary companies involving the interests of the CEO or Director or controlling shareholder subsisted at the end of the financial year or have been entered into since the end of the previous financial year.

DIRECTORS' STATEMENT

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of Raffles United Holdings Ltd (the Company) and its subsidiaries (the Group) and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2017.

In the opinion of the Directors, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 42 to 95 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2017, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

DIRECTORS OF THE COMPANY

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

Tan Saik Hock
Teo Teng Beng
Teh Geok Koon
Teo Xian-Hui Amanda Marie
Lee Joo Hai
Ngoi Sing Shang

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of, nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object 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 AND DEBENTURES

The following Director, 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, an interest in shares of the Company as stated below:

	Direct interest		Deemed interest		Held in the name of Director	Deemed interest
Name of Director	At beginning of the financial year	At end of the financial year	At beginning of the financial year	At end of the financial year	As at 21 January 2018	As at 21 January 2018
Ordinary shares of the Company						
Teo Xian-Hui Amanda Marie	110,000	509,900	153,418,633	153,418,633	509,900	153,418,633

There is no change to the Director's interests in shares and debentures as at 21 January 2018.

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

OPTIONS

There is presently no option scheme on unissued shares of the Company or its subsidiaries.

DIRECTORS' STATEMENT

AUDIT COMMITTEE

The Audit Committee of the Company, consisting all non-executive and independent directors, is chaired by Mr Lee Joo Hai, and includes Mr Tan Saik Hock and Dr Ngoi Sing Shang. The Audit Committee has met two times since the last Annual General Meeting ("AGM") and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

- the audit plans and results of the internal auditors' examination and evaluation of the Group's systems of internal accounting controls;
- the Group's financial and operating results and accounting policies;
- the financial statements of the Company and the consolidated financial statements of the Group before their submission to the Directors of the Company and external auditors' report on those financial statements;
- the half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;
- the interested person transactions as specified under Chapter 9 of the SGX-ST Listing Manual Rules;
- the co-operation and assistance given by the management to the Group's external auditors; and
- the re-appointment of the external auditors of the Group.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Deloitte & Touche LLP for re-appointment as external auditors of the Group at the forthcoming AGM of the Company.

AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors

Tan Saik Hock
Chairman

Teo Teng Beng
Managing Director

1 March 2018

INDEPENDENT AUDITOR'S REPORT

To the members of Raffles United Holdings Ltd

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Raffles United Holdings Ltd (the "**Company**") and its subsidiaries (the "**Group**") which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies, as set out on pages 42 to 95.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "**Act**") and Financial Reporting Standards in Singapore ("**FRSs**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2017, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matters	Our audit performed and responses thereon
Allowance for Inventory Obsolescence	
Due to the nature of the Group's bearings and seals business, the Group has significant inventory balances which are carried at the lower of cost and net realisable value. The determination of the net realisable value is critically dependent upon the management's assessment of the inventory obsolescence. This assessment involves the exercise of significant judgement in determining the allowance for inventory obsolescence which includes the age and type of inventory items, likelihood of obsolescence, presence of distributorships, past history of sales transactions, the condition of the inventory items, the demand for the products and whether the allowance for inventory is adequate such that they are carried in the Group's accounting records at the lower of cost or net realisable value. The Group's disclosure on inventories is set out in Note 18 to the financial statements.	We performed procedures to understand management's methodology and process of assessing for inventory obsolescence and challenged on the appropriateness of the methodology applied by management in calculating the allowance for inventory obsolescence. We also challenged management's judgement on the adequacy of the allowance recorded by reviewing the bases of allowance held across the Group and recalculating the allowance and testing the reliability of the data used on a sample basis to underlying supporting documents.

INDEPENDENT AUDITOR'S REPORT

Key Audit Matters	Our audit performed and responses thereon
Investment properties – Valuation of investment properties	
As at 31 December 2017, the Group has a portfolio of investment properties, which represented a significant portion of assets on the Statement of Financial Position, at $56.8 million. These investment properties are substantially located in Singapore and are stated at fair value, determined based on valuations by professional external valuers engaged by the Group. The valuation of the properties requires the application of significant judgement and estimation in the selection of the appropriate valuation methodology to be used and in estimating the key assumptions applied. These key assumptions include market comparables used, taking into consideration for differences such as location, size and tenure. A change in the key assumptions will have an impact on the valuation. Disclosure on key assumptions and valuation techniques of investment properties are found in Note 14 to the financial statements.	We performed procedures to assess the objectivity and independence of the external valuers. We also evaluated the competence and qualification of the external valuers. We considered the appropriateness of the valuation techniques used by the external valuers, taking into account the profile of the investment properties. We held discussions with management and the external valuers, and compared the key assumptions used against externally published market comparables or industry data where available. We also considered the adequacy of the disclosures in the financial statements, including the description and appropriateness of the inherent degree of subjectivity and key assumptions in the estimates.
Trade receivables – Allowance for doubtful debts	
As at 31 December 2017, the Group has outstanding trade receivables of $13.7 million, which represented 27% of the Group's current assets. The recoverability of the trade receivables and the level of allowance for doubtful debts are considered to be a significant risk due to the importance of cash collections in relation to the working capital management of the business. Significant judgement by management is required in determining the appropriate level of allowance to be held, in particular, in respect of significant past due trade receivables. The Group's disclosure on trade receivables is set out in Note 16 to the financial statements.	We performed procedures to understand management's process over the monitoring of trade receivables, the collection process and assessment of allowance for doubtful trade receivables. We reviewed the appropriateness of the Group's policy on allowance for trade receivables and assessed the adequacy of the allowance, including discussing with management on the credit quality of the existing customers and collectability of significant past due trade receivables. We assessed the reasonableness of the allowance for doubtful debts by comparing the ageing of the trade receivables between the current and prior period. For significant past due amounts yet to be collected, we considered amongst other factors, such as the credit risk, past payment history, settlement arrangements, subsequent receipts and on-going business dealings with the debtors involved to assess the appropriateness of any allowance for doubtful debts to be made.

INDEPENDENT AUDITOR'S REPORT

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

Management is responsible for the other information. The other information comprises the Chairman's Statement, Letter to Shareholders, Sustainability Report, Financial Highlights, Corporate Governance Report, Directors' Statement, Interested Person Transactions and Shareholders Information included in the annual report, but does not include the financial statements and our auditors' report thereon.

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

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

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this Independent Auditor's Report is Mr Hoe Chi-Hsien.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

1 March 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the financial year ended 31 December 2017

	Note	Group 2017 $'000	2016 $'000
Revenue	5	**72,974**	71,441
Other income including interest income	6	**31**	90
Changes in inventories	7	**(7,886)**	(24,252)
Raw materials and consumables used	7	**(50,344)**	(34,165)
Staff costs	7	**(7,409)**	(7,694)
Depreciation of property, plant and equipment	11	**(879)**	(867)
Foreign exchange loss, net		**(278)**	(128)
Provision for trade doubtful debts, net	16	**(89)**	(212)
Write-back/(Provision) for slow-moving inventories, net	7	**886**	(4,187)
Provision for doubtful debts, associate	13	**(250)**	(400)
Provision for sundry debtors	17	**(295)**	–
Impairment loss on other investments	15	**(57)**	–
Gain/(Loss) on changes in fair value of investment properties	14	**408**	(73)
Gain on disposal of plant and equipment		**58**	–
Loss on disposal of a subsidiary	12	**–**	(1,302)
Non-controlling interest share on waiver of intercompany trade debts on disposal of a subsidiary	12	**–**	(147)
Other operating expenses		**(2,804)**	(3,670)
Finance costs	8	**(1,053)**	(1,321)
Share of results of associates	13	**10**	308
Profit/(Loss) before tax		**3,023**	(6,579)
Income tax credit/(expense)	9	**623**	(163)
Profit/(Loss) for the year	7	**3,646**	(6,742)
Profit/(Loss) attributable to:			
Owners of the Company		**3,394**	(6,989)
Non-controlling interests		**252**	247
		3,646	(6,742)
Earnings/(Loss) per share	10		
– Basic (cents)		**1.45**	(2.99)
– Fully diluted (cents)		**1.45**	(2.99)

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2017

	Group	
	2017	**2016**
	$'000	**$'000**
Profit/(Loss) for the year	**3,646**	(6,742)
Other comprehensive income:		
Item that will not be reclassified subsequently to profit or loss		
Revaluation of land and buildings, net of tax	**510**	473
	510	473
Item that may be reclassified subsequently to profit or loss		
Foreign currency translation	**139**	(493)
	139	(493)
Other comprehensive income/(loss) for the year, net of tax	**649**	(20)
Total comprehensive income/(loss) for the year	**4,295**	(6,762)
Total comprehensive income/(loss) attributable to:		
Owners of the Company	**4,037**	(7,042)
Non-controlling interests	**258**	280
	4,295	(6,762)

See accompanying notes to financial statements.

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2017

	Note	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	**29,355**	23,767	**22,483**	22,590
Investment in subsidiaries	12	**–**	–	**13,762**	14,445
Investment in associates	13	**764**	764	**453**	463
Investment properties	14	**56,818**	56,527	**4,520**	4,130
Other investments	15	**–**	57	**–**	57
		86,937	81,115	**41,218**	41,685
Current assets					
Trade debtors	16	**13,722**	14,311	**–**	–
Other debtors	17	**332**	958	**44**	896
Prepayments		**231**	124	**3**	3
Amounts due from subsidiaries	12	**–**	–	**28,090**	23,914
Amounts due from an associate	13	**8**	724	**–**	354
Inventories	18	**29,721**	36,721	**–**	–
Cash at banks and on hand	25	**6,128**	11,414	**118**	6,197
		50,142	64,252	**28,255**	31,364
Total assets		**137,079**	145,367	**69,473**	73,049
EQUITY AND LIABILITIES					
Current liabilities					
Interest bearing loans and borrowings	19	**10,109**	28,349	**8,800**	14,714
Trade creditors and accruals	20	**13,500**	11,325	**411**	434
Other creditors	20	**1,014**	1,007	**388**	70
Amounts due to related parties	21	**2,389**	2,393	**–**	–
Provision for taxation		**124**	53	**–**	–
		27,136	43,127	**9,599**	15,218
Net current assets		**23,006**	21,125	**18,656**	16,146
Non-current liabilities					
Interest bearing loans and borrowings	19	**26,080**	23,437	**–**	–
Deferred tax liabilities	22	**3,027**	2,750	**2,364**	2,267
		29,107	26,187	**2,364**	2,267
Total liabilities		**56,243**	69,314	**11,963**	17,485
Net assets		**80,836**	76,053	**57,510**	55,564
Equity attributable to owners of the Company					
Share capital	23	**31,658**	31,658	**31,658**	31,658
Assets revaluation reserve		**12,401**	11,891	**11,180**	10,705
Foreign currency translation reserve		**(6,030)**	(6,163)	**–**	–
Revenue reserve		**33,938**	30,544	**14,672**	13,201
		71,967	67,930	**57,510**	55,564
Non-controlling interests	12	**8,869**	8,123	**–**	–
Total equity		**80,836**	76,053	**57,510**	55,564
Total equity and liabilities		**137,079**	145,367	**69,473**	73,049

See accompanying notes to financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2017

Group	Share capital (Note 23) $'000	Assets revaluation reserve[1] $'000	Foreign currency translation reserve[2] $'000	Revenue reserve $'000	Attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 January 2016	31,658	11,418	(5,637)	37,533	74,972	9,255	84,227
Loss for the year	–	–	–	(6,989)	(6,989)	247	(6,742)
Other comprehensive loss for the year	–	473	(526)	–	(53)	33	(20)
Total comprehensive loss for the year	–	473	(526)	(6,989)	(7,042)	280	(6,762)
Contributions by and distributions to owners							
Disposal of a subsidiary	–	–	–	–	–	(1,412)	(1,412)
Total transactions with owners recognised directly in equity	–	–	–	–	–	(1,412)	(1,412)
Balance at 31 December 2016	31,658	11,891	(6,163)	30,544	67,930	8,123	76,053
Balance at 1 January 2017	**31,658**	**11,891**	**(6,163)**	**30,544**	**67,930**	**8,123**	**76,053**
Profit for the year	**–**	**–**	**–**	**3,394**	**3,394**	**252**	**3,646**
Other comprehensive income for the year	**–**	**510**	**133**	**–**	**643**	**6**	**649**
Total comprehensive income for the year	**–**	**510**	**133**	**3,394**	**4,037**	**258**	**4,295**
Contributions by and distributions to owners							
Acquisition of a subsidiary	**–**	**–**	**–**	**–**	**–**	**488**	**488**
Total transactions with owners recognised directly in equity	**–**	**–**	**–**	**–**	**–**	**488**	**488**
Balance at 31 December 2017	**31,658**	**12,401**	**(6,030)**	**33,938**	**71,967**	**8,869**	**80,836**

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2017

Company	Share capital (Note 23) $'000	Assets revaluation reserve[1] $'000	Revenue reserve $'000	Total equity $'000
Balance at 1 January 2016	31,658	10,359	13,157	55,174
Profit for the year	–	–	44	44
Other comprehensive income for the year	–	346	–	346
Total comprehensive income for the year	–	346	44	390
Balance at 31 December 2016	31,658	10,705	13,201	55,564
Balance at 1 January 2017	**31,658**	**10,705**	**13,201**	**55,564**
Profit for the year	**–**	**–**	**1,471**	**1,471**
Other comprehensive income for the year	**–**	**475**	**–**	**475**
Total comprehensive income for the year	**–**	**475**	**1,471**	**1,946**
Balance at 31 December 2017	**31,658**	**11,180**	**14,672**	**57,510**

(1) **Assets revaluation reserve**

The assets revaluation reserve represents increases in fair value of land and buildings, net of tax and decreases to the extent that such decrease relates to an increase of the same asset previously recognised in other comprehensive income. The assets revaluation reserve is not available for distribution to the Company's shareholders.

(2) **Foreign currency translation reserve**

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2017

	2017 $'000	2016 $'000
Operating activities		
Profit/(Loss) before tax	**3,023**	(6,579)
Adjustments for:		
Depreciation of property, plant and equipment	**879**	867
Provision for trade doubtful debts, net	**89**	212
(Write-back)/Provision for slow moving inventories, net	**(886)**	4,187
Provision for doubtful debts, associate	**250**	400
Provision for sundry debtors	**295**	–
(Gain)/Loss on changes in fair value of investment properties	**(408)**	73
Gain on disposal of plant and equipment	**(58)**	–
Loss on disposal of a subsidiary	**–**	1,302
Non-controlling interest share on waiver of intercompany trade debts on disposal of a subsidiary	**–**	147
Share of results of associates	**(10)**	(308)
Impairment loss on other investments	**57**	–
Foreign currency adjustments	**292**	(2)
Interest expense	**1,053**	1,321
Interest income	**(7)**	(13)
Operating cash flows before changes in working capital	**4,569**	1,607
Changes in working capital		
Decrease in inventories	**8,036**	13,535
Decrease/(Increase) in trade debtors	**2,146**	(1,053)
Decrease/(Increase) in amount due from an associate	**466**	(139)
Decrease in other debtors	**226**	334
Increase in trade creditors and accruals	**565**	1,618
(Decrease)/Increase in other creditors	**(41)**	90
Decrease in trade amounts owing to related parties	**(5)**	(264)
Cash flows generated from operations	**15,962**	15,728
Income tax received/(paid)	**849**	(547)
Interest paid	**(1,053)**	(1,321)
Interest income received	**7**	13
Net cash flows generated from operating activities	**15,765**	13,873
Investing activities		
Purchase of property, plant and equipment	**(5,753)**	(129)
Acquisition of a subsidiary (Note 12)	**400**	–
Dividends received from an associate	**10**	–
Proceeds from disposal of plant and equipment	**73**	–
Disposal of a subsidiary (Note 12)	**–**	(107)
Net cash flows used in investing activities	**(5,270)**	(236)
Financing activities		
Proceeds from term loans from banks	**22,973**	35,429
Repayment of term loans from banks	**(38,111)**	(38,111)
Proceeds from trade financing	**13,367**	9,635
Repayment of trade financing	**(13,985)**	(13,985)
Non-trade amounts owing from/to related parties	**–**	(321)
Proceeds from loan from immediate and ultimate holding company	**–**	2,250
Repayment of loan from immediate and ultimate holding company	**–**	(2,250)
Net cash flows used in financing activities	**(15,756)**	(7,353)
Net (decrease)/increase in cash and cash equivalents	**(5,261)**	6,284
Effect of exchange rate changes on cash and cash equivalents	**(25)**	31
Cash and cash equivalents at 1 January	**11,414**	5,099
Cash and cash equivalents at 31 December (Note 25)	**6,128**	11,414

See accompanying notes to financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

1. CORPORATE INFORMATION

Raffles United Holdings Ltd (the Company) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited.

The registered office and principal place of business of the Company is located at No. 5 Changi South Street 3, Singapore 486117. The financial statements are presented in Singapore Dollars (SGD).

The Company is a subsidiary of Raffles United Pte Ltd, incorporated in Singapore, which is also the Company's immediate and ultimate holding company.

The principal activities of the Company are those of investment holding. The principal activities of the subsidiaries and associates are disclosed in Notes 12 and 13 to the financial statements respectively.

The consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the year ended 31 December 2017 were authorised for issue by the Board of Directors on 1 March 2018.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements have been prepared in accordance with the historical cost basis except as disclosed in the accounting polices below, and are drawn up in accordance with the provisions of the Singapore Companies Act and Financial Reporting Standards in Singapore ("FRS").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of FRS 102 *Share-based Payment*, leasing transactions that are within the scope of FRS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in FRS 2 *Inventories* or value in use in FRS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity 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 (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – Unobservable inputs for the asset or liability.

2.2 Adoption of new and revised standards

On 1 January 2017, the Group adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") that are effective from that date and are relevant to its operations. The adoption of these new/revised FRSs and INT FRSs does not result in changes to the Group's and Company's accounting policies and has no material effect on the amounts reported for the current or prior years except for certain presentation improvements arising from Amendment to FRS 7 *Statement of Cash Flows: Disclosure Initiative*.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.2 Adoption of new and revised standards (cont'd)

Amendments to FRS 7 Statement of Cash Flows: Disclosure Initiative

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes.

The Group's liabilities arising from financing activities and a reconciliation between the opening and closing balances of these liabilities are set out in Note 19 to the financial statements. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior period. Apart from the additional disclosure in Note 19, the application of these amendments has had no impact on the Group's consolidated financial statements.

Adoption of a new financial reporting framework in 2018

In December 2017, the Accounting Standards Council (ASC) has issued a new financial reporting framework – Singapore Financial Reporting Standards (International) (SFRS(I)), which is to be adopted by Singapore-incorporated companies listed on the Singapore Exchange (SGX), for annual periods beginning on or after January 1, 2018. SFRS(I) is identical to the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Group and the Company will be adopting the new framework for the first time for financial year ending 31 December 2018 and SFRS(I) 1 *First-time Adoption of Singapore Financial Reporting Standards (International)* will be applied in the first set of SFRS(I) financial statements.

SFRS(I) 1 *First-time Adoption of Singapore Financial Reporting Standards (International)*

As a first-time adopter, the Group and the Company are to apply retrospectively, accounting policies based on each SFRS(I) effective as at end of the first SFRS(I) reporting period (31 December 2018), except for areas of exceptions and optional exemptions set out in SFRS(I) 1. In the first set of SFRS(I) financial statements for the financial year ending 31 December 2018, an additional opening statement of financial position as at date of transition (1 January 2017) will be presented, together with related notes. Reconciliation statements from previously reported FRS amounts and explanatory notes on transition adjustments are required for equity as at date of transition (1 January 2017) and as at end of last financial period under FRS (31 December 2017), and for total comprehensive income and cash flows reported for the last financial period under FRS (for the year ended 31 December 2017). Additional disclosures may also be required for specific transition adjustments if applicable.

Management has performed a detailed analysis of the transition options and other requirements of SFRS(I) and has determined that there will be no change to the Group's and the Company's current accounting policies under FRS or material adjustments on the initial transition to the new framework, other than those that may arise from implementing certain new SFRS(I) pronouncements effective at the same time (see below), and the election of certain transition options available under SFRS(I) 1, including:

- Option to use fair value as deemed cost for certain property, plant and equipment
- Option to reset the translation reserve to zero as at date of transition

Management has completed their assessment of the potential impact arising from SFRS(I) 1 *First-time adoption of SFRS(I)*, and has concluded that there are no changes to the Group's current accounting policies or material adjustments required on transition to the new framework and management does not plan elect the transition options available under SFRS(I) 1.

As SFRS(I) 1 requires a first-time adopter to apply accounting policies based on each SFRS(I) effective as at end of the first SFRS(I) reporting period (31 December 2018), it is not possible to know all possible effects as at date of authorisation of current year's financial statements. If there are any subsequent pronouncements on SFRS(I) that are effective as at 31 December 2018, they may impact the disclosures of estimated effects described below.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.3 New SFRS(I) that may have impact

At the date of authorisation of these financial statements, the following SFRS(I) pronouncements are expected to have an impact to the Group and the Company in the periods of their initial application under the new SFRS(I) framework:

- SFRS(I) 9 *Financial Instruments*[1]
- SFRS(I) 15 *Revenue from Contracts with Customers (with clarifications issued)*[1]
- SFRS(I) 16 *Leases*[2]
- SFRS(I) 1-40 *Investment Property: Transfers of Investment Property*[1]
- SFRS(I) INT 22 *Foreign Currency Transactions and Advance Consideration*[1]

1 Applies to annual periods beginning on or after 1 January 2018, with early application permitted.
2 Applies to annual periods beginning on or after 1 January 2019, with early application permitted if SFRS(I) 15 is adopted.

Consequential amendments were also made to various standards as a result of these new/revised standards.

Management anticipates that the adoption of the above SFRS(I) and SFRS(I) INT in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption except for the following:

SFRS(I) 9 *Financial Instruments*

SFRS(I) 9 was issued in December 2017 and introduced new requirements for (i) the classification and measurement of financial assets and financial liabilities (ii) general hedge accounting (iii) impairment requirements for financial assets.

Key requirements of SFRS(I) 9:

All recognised financial assets that are within the scope of FRS 39 are now required to be subsequently measured at amortised cost or fair value through profit or loss ("FVTPL"). Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income (FVTOCI). All other debt investments and equity investments are measured at FVTPL at the end of subsequent accounting periods. In addition, under SFRS(I) 9, entities may make an irrevocable election, at initial recognition, to measure an equity investment (that is not held for trading) at FVTOCI, with only dividend income generally recognised in profit or loss.

With some exceptions, financial liabilities are generally subsequently measured at amortised cost. With regard to the measurement of financial liabilities designated as at FVTPL, SFRS(I) 9 requires that the amount of change in fair value of such financial liability that is attributable to changes in the credit risk be presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch to profit or loss. Changes in fair value attributable to the financial liability's credit risk are not subsequently reclassified to profit or loss.

In relation to the impairment of financial assets, SFRS(I) 9 requires an expected credit loss model, as opposed to an incurred credit loss model under FRS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Management has performed a detailed analysis of the requirements of the initial application of the new SFRS(I) 9 which will result in changes to the accounting policies relating to the impairment provisions of financial assets.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.3 New SFRS(I) that may have impact (cont'd)

SFRS(I) 9 *Financial Instruments* (cont'd)

Based on the assessment by the management, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by the Group and the Company as at 1 January 2018 may be slightly increased as compared to the accumulated amount recognised under IAS 39 mainly attributable to expected credit losses provision on trade and other receivables. Such further impairment recognised under expected credit loss model would reduce the opening revenue reserve and increase the unrecorded deferred tax assets at 1 January 2018 but will not have a significant impact on the Group's and the Company's financial performance in the foreseeable future.

Management does not plan to early adopt SFRS(I) 9.

SFRS(I) 15 *Revenue from Contracts with Customers*

In December 2017, SFRS(I) 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. SFRS(I) 15 will supersede the current revenue recognition guidance including FRS 18 *Revenue*, FRS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of SFRS(I) 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contracts with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under SFRS(I) 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in SFRS(I) 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by SFRS(I) 15.

Management has performed a detailed analysis of the requirements of the initial application of SFRS(I) 15. Management has identified the performance obligations with respect to the various revenue streams of the Group and the Company. Based on the performance obligations identified, management has assessed that the current recognition method will continue to be appropriate under SFRS(I) 15. Accordingly, management anticipates that the adoption of SFRS(I) 15 will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption. However, the application of SFRS(I) 15 may result in additional disclosures including:

- Qualitative descriptions of the types of goods or services, significant payment terms and typical timing of satisfying obligations of an entity's contracts with customers; and
- A description of the significant judgements about the amount and timing of revenue recognition

Management does not plan to early adopt SFRS(I) 15.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.3 New SFRS(I) that may have impact (cont'd)

SFRS(I) 16 *Leases*

SFRS(I) 16 was issued in December 2017. The standard provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. The identification of leases, distinguishing between leases and service contracts are determined on the basis of whether there is an identified asset controlled by the customer.

Significant changes to lessee accounting are introduced, with the distinction between operating and finance leases removed and assets and liabilities recognised in respect of all leases (subject to limited exceptions for short-term leases and leases of low value assets). The Standard maintains substantially the lessor accounting approach under the predecessor FRS 17 *Leases* ("FRS17").

Management is currently still assessing the possible impact of implementing SFRS(I) 16. As at 31 December 2017, the Group had certain non-cancellable operating lease commitments of $6,342,000 as disclosed in Note 27 to the financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease under SFRS(I) 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of SFRS(I) 16. The new requirement to recognise a right-of-use asset and a related lease liability is not expected to have a significant impact on the amounts recognised in the financial statements of the Group and management is currently assessing its potential impact. Management does not anticipate that the application of SFRS(I) 16 will have a significant impact on the financial statements of the Company as the Company does not have any non-cancellable operating lease commitments.

Management does not plan to early adopt SFRS(I) 16.

Other than the above, management has considered and is of the view that the adoption of the other SFRS(I) and SFRS(I) INT that are issued as at date of authorisation of these financial statements but effective only in future periods will not have a material impact on the financial statements in the period of their initial adoption.

2.4 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

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

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.4 Basis of consolidation (cont'd)

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable FRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under FRS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's financial statements, investments in subsidiaries and an associate are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates at fair value, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.4 Basis of consolidation (cont'd)

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under the FRS are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with FRS 12 *Income Taxes* and FRS 19 *Employee Benefits* respectively;

- Liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer in accordance with the method in FRS 102 *Share-based Payment* at the acquisition date; and

- Assets (or disposal groups) that are classified as held for sale in accordance with FRS 105 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another FRS.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date – and is subject to a maximum of one year from acquisition date.

If the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of the associate are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with FRS 105. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.4 Basis of consolidation (cont'd)

The requirements of FRS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with FRS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with FRS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with FRS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2.5 Foreign currency

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The Group's consolidated financial statements are presented in SGD, which is also the Company's 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 prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate of exchange prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss for the period 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 the profit or loss of the Group on disposal of the foreign operation.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.5 Foreign currency (cont'd)

(b) Group companies

The assets and liabilities of foreign operations are translated into SGD at the rate of exchange prevailing at the reporting date and income and expenses are translated at the average exchange rates for the year. The exchange differences arising on the translation are taken directly to 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 that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.6 Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on the revaluation of such land and buildings is recognised in other comprehensive income and accumulated in asset revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in carrying amount arising on the revaluation of such land and buildings is charged to profit or loss to the extent that it exceeds the balance, if any, held in the property revaluation reserve relating to a previous revaluation of that asset.

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 accumulated profits on retirement or disposal of the asset.

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Depreciation is charged so as to write off the cost or valuation of assets over their estimated useful lives, using the straight-line method, on the following bases:

Freehold buildings	–	50 years
Leasehold land and buildings	–	30 to 63 years (over the terms of lease)
Motor vehicles, machine handling equipment (MHE) and forklifts	–	5 to 6 years
Computer equipment	–	3 to 5 years
Renovation, signboards, furniture and fittings	–	4 to 10 years
Office equipment	–	5 to 10 years
Plant and machinery	–	5 to 10 years

The residual values, useful life and depreciation method are reviewed at end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the asset revaluation reserve is transferred directly to revenue reserve. No transfer is made from the asset revaluation reserve to revenue reserve except when an asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.7 Investment properties

Investment properties are properties 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.

Investment properties are initially measured at cost, including transaction costs. Subsequent to recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair value of investment properties are included in the profit or loss in the year in which they arise.

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 gains or losses on the retirement or disposal of an investment property are recognised in the profit or loss in the year of retirement or disposal.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when 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 to sell 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 pre-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 to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

Impairment losses of continuing operations are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, 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.

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 increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Reversal is recognised in the profit or loss unless the asset is measured at revalued amount, in which case the reversal in excess of impairment loss previously recognised through the profit or loss is treated as a revaluation increase.

2.9 Financial instruments

Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.10 Financial assets

Initial recognition and measurement

Financial assets are recognised on the statements of financial position 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 transaction costs, except for those financial assets classified as fair value through profit or loss which are initially measured at fair value.

Subsequent measurement

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

(a) 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. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

(b) 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 classifies the following financial assets as loans and receivables:

- cash and short term deposits
- trade and other receivables, including amounts due from subsidiaries,an associate and related parties.

(c) Available-for-sale financial assets

The Group classifies its investment securities as available-for-sale financial assets.

Available-for-sale financial assets comprise equity securities. Equity investments classified as available-for sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Investments in equity instruments whose fair value cannot be reliably measured are carried at cost less impairment losses.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.11 Impairment of financial assets

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

(a) Financial assets

For financial assets carried at amortised cost, the Group first assesses individually 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 the profit or loss.

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

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

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

For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

(b) Available-for-sale financial assets

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

In respect of available-for-sale equity instruments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any subsequent increase in fair value after an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserves.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.12 Inventories

Inventories, which consist of bearings, seals, electrical and beauty products for resale, are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and conditions are accounted for at purchase costs 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.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and fixed deposits which are readily convertible to known amounts of cash and 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.

2.14 Financial liabilities

Financial liabilities include trade and other creditors, amounts due to subsidiaries and related parties and interest bearing loans and borrowings.

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value plus directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Derecognition

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when the Group and the Company has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

2.15 Borrowings

Interest-bearing bank loans and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. Interest expense calculated using the effective interest method is recognised over the term of the borrowings.

All 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 December 2017

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

2.16 Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.17 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

2.18 Employee benefits

(a) 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 Company makes contributions to the Central Provident Fund (CPF) 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.

(b) Employee leave entitlement

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

2.19 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 by the end of the reporting period, in the countries where the Group operates and generates taxable income.

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

(b) Deferred tax

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

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.19 Taxes (cont'd)

(b) Deferred tax (cont'd)

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

- Where the deferred tax 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

- In respect of temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income 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:

- 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

- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred income 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.

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to 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. Except for investment properties measured using the fair value model, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The Group has not rebutted the presumption that the carrying amount of the investment properties will be recovered entirely through sale.

Deferred income 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.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

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

2.20 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

As lessee

Operating lease payments are recognised as an expense in the 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 bases as rental income. The accounting policy for rental income is set out in Note 2.21(b).

2.21 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. Revenue is measured at the fair value of consideration received or receivable, excluding discounts, rebates, and sales taxes or duty. The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of goods

Revenue is recognised upon the transfer of significant risk and rewards of ownership of the goods to the customer, which generally coincides with delivery and acceptance of the goods sold and the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over 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.

(b) Rental income

Rental income arising from operating leases on investment properties are accounted for on a straight-line basis over the lease terms on ongoing leases.

(c) Interest income

Interest income is recognised on time proportion basis using the effective interest method.

(d) Dividends

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

2.22 Segment reporting

For management purposes, the Group is organised into operating segments based on the type of goods supplied and services provided 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 chief operating decision makers of the Group 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 4, including the factors used to identify the reportable segments and the measurement basis of segment information.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, Management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions would be reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's accounting policies

Management is of the opinion that any instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements, except for judgements relating to accounting estimates as discussed below.

Key sources of estimation uncertainty

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

(a) Impairment of investments in subsidiaries and associates and amounts due from subsidiaries and associates

During the year, the Company performed an assessment of impairment for the investment in subsidiaries and associates and amounts due from subsidiaries and associates based on the recoverable amounts of the subsidiaries and associates as disclosed in Notes 12 and 13 to the financial statements. This determination requires significant judgement. In making this judgement, the Company evaluates, among other factors, the market and economic environment in which the subsidiaries operate and economic performance of these subsidiaries and associates.

The carrying amount of the Company's investment in subsidiaries and associates and amounts due from subsidiaries and associates at the end of the reporting period are disclosed in Notes 12 and 13 to the financial statements.

(b) Impairment of trade and other receivables

The Group assesses at each reporting date whether there is any objective evidence that a receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of significant financial difficulties of the debtor and defaults or significant delay in payments. Where there is objective evidence of impairment, judgement is made by management in determining the amount and timing of future cash flows, estimated based on historical loss experience for assets with similar credit risk characteristics, including taking into consideration the credit-worthiness, past collection history, settlement arrangements, subsequent receipts and on-going dealings with the debtor. The carrying amount of the Group's receivables at the reporting date is disclosed in Note 16 to the financial statements.

(c) Valuation of investment properties

The Group's investment properties are stated at their estimated fair values which are mainly estimated using valuations determined annually by independent professional valuers.

In determining fair values, the valuers have used valuation techniques (including direct comparison method) which involve estimates and significant unobservable inputs which are disclosed in Note 14. The direct comparison method involves the analysis of comparable sales of similar properties and adjusting prices to that reflective of the investment properties such as location, size and tenure.

In relying on valuation reports, management has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions. The carrying amounts of investment properties at the end of the reporting period are disclosed in Note 14 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

(d) Assessment of inventories write-down

Management reviews the valuation of inventories periodically for excess inventories, obsolescence and declines in net realisable value below cost is recorded against the inventories balance. These reviews require management to consider the age and type of inventories, likelihood of obsolescence, distributorships, past sales history and the demand for the products. The Group has been establishing itself in overseas markets through its subsidiaries. During the year, management continues to review the bases on which the allowance is estimated to align to the Group's business strategy based on knowledge and past experience and determines the bases to remain unchanged from prior year.

The carrying amounts of the inventories are disclosed in Note 18 to the financial statements.

4. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the type of goods supplied and services provided.

The Group was realigned into three main business units – Bearings and Seals, Property and Others.

The Group's reportable operating divisions are as follows:

Bearings and Seals	:	Distributors, stockists, retailers and end-users.
Property	:	Property investment and property development services.
Others	:	Distributors, contractors and retailers of gearbox/electrical products and distributors and retailers of beauty products.

The Group's operating businesses are organised and managed separately according to the type of goods supplied and services provided by the Group's operating divisions, with each segment representing a strategic business unit that offers different products and services. The Bearings and Seals segment offers products that are used widely in many industries such as the semi-conductor industry, the automobile industry and the construction industry. The Property segment, on the other hand, is held for collection of rent, capital growth potential and/or provision of property related services and facilities and/or the investment in or acquisition or disposal of shares or interests in any entity that holds property related assets; and property development activities that include the acquisition, development and/or sale of property related assets, and/or the investment in or acquisition or disposal of shares or interests in any entity that undertakes such property development activities. As at the end of the reporting period, the Group has not yet started the property development business. The Others segment are the new business units of the Group in current year, offering gearbox and electrical products to distributors, retailers and contractors as well as beauty products to consumers. Segment accounting policies are the same as the policies described in Note 2.

Chief operating decision makers of the Group 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.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

4. SEGMENT INFORMATION (CONT'D)

The following tables present revenue and profit information regarding industry segments for the years ended 31 December 2017 and 2016 and certain assets and liabilities information regarding industry segments as at 31 December 2017 and 2016.

Business segments

	Bearings and Seals		Property		Others		Total	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Segment revenue								
Revenue from external customers	**66,523**	69,358	**2,094**	2,083	**4,357**	–	**72,974**	71,441
Segment results	**1,716**	(7,279)	**2,175**	1,700	**168**	–	**4,059**	(5,579)
Adjustments A								
Interest income							**7**	13
Finance costs							**(1,053)**	(1,321)
Share of results of associates							**10**	308
Profit/(Loss) before tax							**3,023**	(6,579)
Other business segment information								
Capital expenditure	**5,746**	129	**–**	–	**7**	–	**5,753**	129
Depreciation	**844**	867	**–**	–	**35**	–	**879**	867
Other non-cash (income)/expense	**(114)**	5,938	**(408)**	73	**143**	–	**(379)**	6,011
Segment assets	**76,300**	87,532	**57,288**	57,014	**2,727**	–	**136,315**	144,546
Adjustments B								
Investment in associates							**764**	764
Other investments							**–**	57
Per consolidated statement of financial position							**137,079**	145,367
Segment liabilities	**25,418**	39,204	**26,267**	27,307	**1,407**	–	**53,092**	66,511
Adjustments C								
Provision for taxation							**124**	53
Deferred tax liabilities							**3,027**	2,750
Per consolidated statement of financial position							**56,243**	69,314

Adjustments A

These items are added to/(deducted from) segment profit to arrive at 'profit/(loss) before tax' presented in the consolidated statement of profit or loss.

Non-cash expense/(income) information presented above consists of foreign currency adjustments, gain/loss on disposal of plant and equipment and equipment written off, gain on change in fair value of investment properties, provision for trade doubtful debts, provision for sundry debtors, provision for doubtful debts (associate), impairment loss on other investments, (write-back)/provision for slow-moving inventories, loss on disposal of a subsidiary, non-controlling interest share on waiver of intercompany trade debts on disposal of a subsidiary, and share of results of associates as presented in the consolidated statement of cash flows.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

4. SEGMENT INFORMATION (CONT'D)

Business segments (cont'd)

Adjustments B and C

These items are added to segment assets/liabilities to arrive at total assets/liabilities reported in the consolidated statement of financial position.

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Singapore	**27,916**	22,390	**80,761**	74,975
Other ASEAN countries	**27,569**	26,425	**1,313**	1,101
Other Asian countries	**14,179**	17,468	**4,099**	4,218
Western countries	**3,020**	4,797	**–**	–
Others	**290**	361	**–**	–
	72,974	71,441	**86,173**	80,294

Non-current assets information presented above consist of property, plant and equipment, and investment properties as presented in the consolidated statement of financial position.

Information about major customers

The Group is not significantly reliant on revenue derived from any major customers or group of customers.

5. REVENUE

	Group	
	2017 $'000	2016 $'000
Sale of goods	**70,880**	69,358
Property rental income	**2,094**	2,083
	72,974	71,441

6. OTHER INCOME

	Group	
	2017 $'000	2016 $'000
Interest income from bank	**7**	13
Others	**24**	77
	31	90

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

7. PROFIT/(LOSS) FOR THE YEAR

Profit/(Loss) for the year has been arrived at after charging/(crediting):

	Group	
	2017	**2016**
	$'000	**$'000**
Staff costs (excluding Directors' remuneration)		
Salaries and bonus	**5,492**	5,740
Employer's contribution to defined contribution plans	**567**	515
Other benefits	**367**	415
	6,426	6,670
Directors' remuneration		
Company	**807**	781
Subsidiaries	**176**	243
	983	1,024
Aggregate staff costs	**7,409**	7,694
Cost of inventories recognised as expense	**58,230**	58,417
(Write-back)/Provision for slow moving inventories, net	**(886)**	4,187
Impairment loss on other investments	**57**	–
Audit fees:		
– auditors of the Company		
– Company	**45**	45
– Certain subsidiaries	**25**	30
– other auditors		
– Current year	**69**	74
– Underprovision in prior year	**–**	6
Total audit fees	**139**	155
Total non-audit fees for other auditors	**–**	–
Aggregate amount of fees for auditors	**139**	155

8. FINANCE COSTS

	Group	
	2017	**2016**
	$'000	**$'000**
Interest expense on:		
Term loans	**1,029**	1,277
Trust receipts	**1**	35
Others	**23**	9
	1,053	1,321

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

9. INCOME TAX (CREDIT)/EXPENSE

	Group	
	2017 $'000	2016 $'000
Current tax	**504**	377
(Over)/Under provision of current income tax in respect of prior years	**(1,293)**	1
Deferred tax (Note 22)	**71**	(204)
Under/(Over) provision of deferred tax in respect of prior years (Note 22)	**95**	(11)
Total income tax (credit)/expense	**(623)**	163

Domestic income tax is calculated at 17% (2016: 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Reconciliation of the tax expense and the product of accounting profit/(loss) multiplied by the applicable income tax rate for the Group is as follows:

	Group	
	2017 $'000	2016 $'000
Profit/(Loss) before tax	**3,023**	(6,579)
Tax at the applicable tax rate of 17% (2016: 17%)	**514**	(1,118)
Effect of reduction in tax rate	**(26)**	–
Expenses not deductible in determining taxable profit	**204**	945
Tax effect of income not taxable for tax purposes	**(240)**	(116)
Tax effect of different applicable tax rates for foreign subsidiaries	**152**	100
Benefits of previously unrecognised tax losses	**(171)**	(25)
Effect of partial tax exemption and tax relief	**(86)**	(102)
Over provision in respect of prior years	**(1,198)**	(10)
Deferred tax asset not recognised	**228**	489
Total income tax (credit)/expense	**(623)**	163

10. EARNINGS/(LOSS) PER SHARE

Basic and diluted earnings/(loss) per share are calculated by dividing the profit/(loss) for the year attributable to owners of the Company of $3,394,000 (2016: $6,989,000 loss) by weighted average number of ordinary shares 234,060,000 (2016: 234,060,000) outstanding during the year. The fully diluted earnings per share and basic earnings per share are the same because there are no dilutive shares.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

11. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land $'000	Freehold buildings $'000	Leasehold land and buildings $'000	Motor vehicles, MHE and forklifts $'000	Computer equipment $'000	Renovation, signboards, furniture and fittings $'000	Office equipment $'000	Plant and machinery $'000	Total $'000
Cost/valuation									
At 1 January 2016									
Cost	–	–	–	720	1,278	1,448	693	2,508	6,647
Valuation	299	130	22,924	–	–	–	–	–	23,353
	299	130	22,924	720	1,278	1,448	693	2,508	30,000
Revaluation surplus	64	25	466	–	–	–	–	–	555
Elimination of accumulated depreciation on revaluation	–	(9)	(604)	–	–	–	–	–	(613)
Additions	–	–	–	4	54	29	42	–	129
Reclassification	–	–	–	–	–	(7)	7	–	–
Write-off	–	–	–	–	(50)	(8)	(6)	(1)	(65)
Disposal of a subsidiary	–	–	–	(75)	–	(106)	–	–	(181)
Exchange adjustments	(7)	(3)	(11)	(7)	–	3	(3)	–	(28)
At 31 December 2016	356	143	22,775	642	1,282	1,359	733	2,507	29,797
Representing:									
Cost	–	–	–	642	1,282	1,359	733	2,507	6,523
Valuation	356	143	22,775	–	–	–	–	–	23,274
At 31 December 2016	356	143	22,775	642	1,282	1,359	733	2,507	29,797
Cost/valuation									
At 1 January 2017									
Cost	**–**	**–**	**–**	**642**	**1,282**	**1,359**	**733**	**2,507**	**6,523**
Valuation	**356**	**143**	**22,775**	**–**	**–**	**–**	**–**	**–**	**23,274**
	356	**143**	**22,775**	**642**	**1,282**	**1,359**	**733**	**2,507**	**29,797**
Revaluation surplus	**(5)**	**25**	**591**	**–**	**–**	**–**	**–**	**–**	**611**
Elimination of accumulated depreciation on revaluation	**–**	**(20)**	**(601)**	**–**	**–**	**–**	**–**	**–**	**(621)**
Additions	**4,310**	**920**	**–**	**358**	**37**	**88**	**40**	**–**	**5,753**
Acquisition of a subsidiary	**–**	**–**	**–**	**126**	**4**	**3**	**14**	**–**	**147**
Write-off	**–**	**–**	**–**	**–**	**(1)**	**(3)**	**(8)**	**–**	**(12)**
Disposal	**–**	**–**	**–**	**(225)**	**(10)**	**(30)**	**(5)**	**–**	**(270)**
Exchange adjustments	**5**	**2**	**8**	**(1)**	**–**	**(5)**	**(3)**	**–**	**6**
At 31 December 2017	**4,666**	**1,070**	**22,773**	**900**	**1,312**	**1,412**	**771**	**2,507**	**35,411**
Representing:									
Cost	**–**	**–**	**–**	**900**	**1,312**	**1,412**	**771**	**2,507**	**6,902**
Valuation	**4,666**	**1,070**	**22,773**	**–**	**–**	**–**	**–**	**–**	**28,509**
At 31 December 2017	**4,666**	**1,070**	**22,773**	**900**	**1,312**	**1,412**	**771**	**2,507**	**35,411**

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

11. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	Freehold land $'000	Freehold buildings $'000	Leasehold land and buildings $'000	Motor vehicles, MHE and forklifts $'000	Computer equipment $'000	Renovation, signboards, furniture and fittings $'000	Office equipment $'000	Plant and machinery $'000	Total $'000
Accumulated depreciation									
At 1 January 2016	–	–	–	578	1,237	1,319	496	2,355	5,985
Charge for the year	–	9	605	73	32	43	80	25	867
Reclassification	–	–	–	–	–	(6)	6	–	–
Write-off	–	–	–	–	(50)	(8)	(6)	(1)	(65)
Disposal of a subsidiary	–	–	–	(62)	–	(75)	–	–	(137)
Elimination of accumulated depreciation on revaluation	–	(9)	(604)	–	–	–	–	–	(613)
Exchange adjustments	–	–	(1)	(6)	–	2	(2)	–	(7)
At 31 December 2016	–	–	–	583	1,219	1,275	574	2,379	6,030
Accumulated depreciation									
At 1 January 2017	**–**	**–**	**–**	**583**	**1,219**	**1,275**	**574**	**2,379**	**6,030**
Charge for the year	**–**	**20**	**600**	**86**	**35**	**42**	**71**	**25**	**879**
Write-off	**–**	**–**	**–**	**–**	**(1)**	**(3)**	**(8)**	**–**	**(12)**
Disposal	**–**	**–**	**–**	**(212)**	**(8)**	**(30)**	**(5)**	**–**	**(255)**
Acquisition of a subsidiary	**–**	**–**	**–**	**29**	**3**	**2**	**8**	**–**	**42**
Elimination of accumulated depreciation on revaluation	**–**	**(20)**	**(601)**	**–**	**–**	**–**	**–**	**–**	**(621)**
Exchange adjustments	**–**	**–**	**1**	**(1)**	**(1)**	**(3)**	**(3)**	**–**	**(7)**
At 31 December 2017	**–**	**–**	**–**	**485**	**1,247**	**1,283**	**637**	**2,404**	**6,056**
Net carrying amount									
At 31 December 2017	**4,666**	**1,070**	**22,773**	**415**	**65**	**129**	**134**	**103**	**29,355**
At 31 December 2016	356	143	22,775	59	63	84	159	128	23,767

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For the financial year ended 31 December 2017

11. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Leasehold land and buildings $'000	Motor vehicles, MHE and forklifts $'000	Computer equipment $'000	Renovation, signboards, furniture and fittings $'000	Office equipment $'000	Plant and machinery $'000	Total $'000
Cost/valuation							
At 1 January 2016							
Cost	–	130	1,150	1,163	547	2,507	5,497
Valuation	22,429	–	–	–	–	–	22,429
	22,429	130	1,150	1,163	547	2,507	27,926
Revaluation surplus	417	–	–	–	–	–	417
Elimination of accumulated depreciation on revaluation	(587)	–	–	–	–	–	(587)
Additions	–	–	47	–	38	–	85
At 31 December 2016	22,259	130	1,197	1,163	585	2,507	27,841
Representing:							
Cost	–	130	1,197	1,163	585	2,507	5,582
Valuation	22,259	–	–	–	–	–	22,259
At 31 December 2016	22,259	130	1,197	1,163	585	2,507	27,841
Cost/valuation							
At 1 January 2017							
Cost	**–**	**130**	**1,197**	**1,163**	**585**	**2,507**	**5,582**
Valuation	**22,259**	**–**	**–**	**–**	**–**	**–**	**22,259**
	22,259	**130**	**1,197**	**1,163**	**585**	**2,507**	**27,841**
Revaluation surplus	**572**	**–**	**–**	**–**	**–**	**–**	**572**
Elimination of accumulated depreciation on revaluation	**(582)**	**–**	**–**	**–**	**–**	**–**	**(582)**
Additions	**–**	**–**	**10**	**–**	**14**	**–**	**24**
Disposals	**–**	**–**	**(2)**	**–**	**–**	**–**	**(2)**
At 31 December 2017	**22,249**	**130**	**1,205**	**1,163**	**599**	**2,507**	**27,853**
Representing:							
Cost	**–**	**130**	**1,205**	**1,163**	**599**	**2,507**	**5,604**
Valuation	**22,249**	**–**	**–**	**–**	**–**	**–**	**22,249**
At 31 December 2017	**22,249**	**130**	**1,205**	**1,163**	**599**	**2,507**	**27,853**

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

11. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Leasehold land and buildings $'000	Motor vehicles, MHE and forklifts $'000	Computer equipment $'000	Renovation, signboards, furniture and fittings $'000	Office equipment $'000	Plant and machinery $'000	Total $'000
Accumulated depreciation							
At 1 January 2016	–	124	1,112	1,132	395	2,354	5,117
Charge for the year	587	2	29	10	68	25	721
Elimination of accumulated depreciation on revaluation	(587)	–	–	–	–	–	(587)
At 31 December 2016	–	126	1,141	1,142	463	2,379	5,251
Accumulated depreciation							
At 1 January 2017	**–**	**126**	**1,141**	**1,142**	**463**	**2,379**	**5,251**
Charge for the year	**582**	**2**	**26**	**9**	**57**	**25**	**701**
Elimination of accumulated depreciation on revaluation	**(582)**	**–**	**–**	**–**	**–**	**–**	**(582)**
At 31 December 2017	**–**	**128**	**1,167**	**1,151**	**520**	**2,404**	**5,370**
Net carrying amount							
At 31 December 2017	**22,249**	**2**	**38**	**12**	**79**	**103**	**22,483**
At 31 December 2016	**22,259**	**4**	**56**	**21**	**122**	**128**	**22,590**

(a) The Group engaged independent valuers who have appropriate qualification and recent experience in the fair value measurement of the properties in the relevant locations to determine the fair value of the land and buildings. The valuations were made at year end on the basis of direct comparison with recent transactions of comparable properties within the vicinity and open market value.

The Group classified fair value measurement using a fair value hierarchy that reflects the nature and complexity of the significant inputs used in making the measurement. As at end of 31 December 2017, the fair value measurements of the Group's land and buildings are classified within Level 3 (2016: Level 3) of the fair value hierarchy. There were no transfers between different levels during the year.

Management considers that certain unobservable inputs used in the fair value measurement of the Group's land and buildings are sensitive to the fair value measurement. The following information is relevant for the Group's land and buildings:

Property Location	Significant unobservable input(s)	Range	Sensitivity
Singapore	Price per square metre of strata floor area	$630 – $26,000 (2016: $620 – $1,960)	Any significant isolated increase (decrease) would result in a significantly higher (lower) fair value measurement
Malaysia	Price per square metre of strata land area	$900 – $1,350 (2016: $940 – $1,330)	Any significant isolated increase (decrease) would result in a significantly higher (lower) fair value measurement

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

11. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

The carrying amounts of land and buildings if measured using the cost model, would be as follows:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Net carrying value	**15,672**	10,750	**10,262**	10,560

(b) The Group's freehold and leasehold properties with net carrying amounts of $883,000 (2016: $871,000) are pledged as collateral for bank facilities (Note 19).

(c) Properties owned by the Group include:

Property location	Area (sq m)	Usage	Tenure years
Held by the Company			
27A Jurong Port Road #01-42 Singapore 619101	158	JTC single storey corner terrace workshop	15.10.2012 to 15.10.2024
No. 5 Changi South Street 3 Singapore 486117	9,390	Centralised office cum warehouse	16.9.1997 to 16.9.2057
387F Woodlands Road Singapore 677951	149	Shop	19.1.1992 to 18.1.2022
Held by subsidiaries			
359 Jalan Besar Singapore 208992	236	Shop	Freehold
43, 43A, 43B, 43C Jln Glasair Taman Tasek Johor Bahru Malaysia	470	4 storey shophouse unit	Freehold
Lot nos: 0009, 0010, 0011 Resource Complex Ground Floor 33 Jln Segambut Atas Segambut Kuala Lumpur, Malaysia	588	Ground floor corner shop unit	03.10.1978 to 02.10.2044
63 Jln Lim Swee Sim Kluang, Malaysia	150	2 storey shophouse	Freehold

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

12. INVESTMENT IN SUBSIDIARIES

	Company	
	2017	**2016**
	$'000	**$'000**
Unquoted shares at cost	**12,997**	12,207
Less: Allowance for impairment loss	**(555)**	(319)
	12,442	11,888
Loans to subsidiaries	**5,121**	6,987
Less: Allowance for impairment loss	**(3,801)**	(4,430)
	13,762	14,445
Amounts due from subsidiaries – trade	**22,684**	20,504
Amount due from subsidiary – non-trade	**5,406**	3,410
Amounts due from subsidiaries (Note 16)	**28,090**	23,914

In 2017, allowance for impairment loss amounting to $236,000 (2016: $Nil) was made in respect of the Company's investments in certain subsidiaries to reduce the carrying value of the investments to recoverable amounts determined based on net asset value of respective subsidiaries, which approximated the fair value less costs to sell.

During the year ended 31 December 2017, allowance for impairment loss amounting to $629,000 (2016: $1,545,000) in respect of the Company's loans to subsidiary was reversed due to repayment and positive results from a certain subsidiary.

The amounts due from subsidiaries are unsecured, non-interest bearing, and repayable on demand.

The subsidiaries as at 31 December are as follows:

Name of company (Country of incorporation)	**Principal activities (Place of business)**	**Percentage of equity and voting power held by the Group**	
		2017	**2016**
		%	**%**
Bearings and Seals segment:			
Kian Ho Pte Ltd[1] (Singapore)	Dealer in bearings, belts and seals (Singapore)	**100**	100
Raffles Logistics Operations Pte Ltd[7] (Singapore)	Logistics services (Singapore)	**100**	100
Kian Ho Bearings (M) Sdn. Bhd.[3] (Malaysia)	Dealer in bearings, belts and seals (Malaysia)	**100**	100
Acker Machinery (Shanghai) Co., Ltd[3] (China)	Dealer in bearings, belts and seals (China)	**100**	100
Kian Ho Shanghai Co., Ltd[5] (China)	Dormant (China)	**100**	100

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

12. INVESTMENT IN SUBSIDIARIES (CONT'D)

Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity and voting power held by the Group 2017 %	2016 %
Kian Ho (H.K.) Company Limited[6] (Hong Kong)	Dormant (Hong Kong)	**100**	100
PT. Kian Ho Indonesia[4] (Indonesia)	Dealer in bearings, belts and seals (Indonesia)	**95**	95
Kian Ho (Vietnam) Co., Ltd[2] (Vietnam)	Dealer in bearings, belts and seals (Vietnam)	**100**	100
KH Bearings and Seals Australia Pty Ltd[8] (Australia)	Dormant (Australia)	**100**	100
Excel (Hangzhou) Power Transmissions Co., Ltd[8] (China)	Dormant (China)	**70**	70
Directly held by Kian Ho Bearings (M) Sdn Bhd			
KWP Engineering & Industrial Supply Sdn. Bhd.[3] (Malaysia)	Dealer in bearings, belts and seals (Malaysia)	**60**	60
Directly held by Kian Ho Pte Ltd			
PT. Radiant Thompson Indonesia[8] (Indonesia)	Dormant (Indonesia)	**51**	–
Property segment:			
Raffles Acres Pte Ltd (Singapore)[7]	Property investment (Singapore)	**100**	100
Raffles Land & Investments Pte Ltd (Singapore)[7]	Property investment (Singapore)	**100**	100
Raffles Majestic Realty Pte Ltd (Singapore)[7]	Property investment (Singapore)	**100**	100
Raffles Capital Enterprise Pte Ltd (Singapore)[7]	Property investment (Singapore)	**51**	51
Raffles Global Investments Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	100

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

12. INVESTMENT IN SUBSIDIARIES (CONT'D)

Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity and voting power held by the Group 2017 %	2016 %
Raffles Property Management Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	100
Raffles Majestic Investment Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	100
Raffles Land Management Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	–
Raffles Realty Investments Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	–
Raffles Century Properties Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	–
Raffles Royal Property Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	–
Raffles Capital Land Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	–
Other segment:			
Acee Electric Pte Ltd (Singapore)[7]	Dealer in electrical products (Singapore)	**70**	–
Raffles Beaute Pte Ltd (Singapore)[8]	Investment Holding (Singapore)	**100**	–
Directly held by Raffles Beaute Pte Ltd			
Allure Beaute International Pte Ltd (Singapore)[7]	Dealer in beauty products (Singapore)	**100**	–
Allureate Beaute Pte Ltd (Singapore)[8]	Dormant (Singapore)	**100**	–

1 Audited by Deloitte & Touche LLP, Singapore.
2 Audited by member firms of Deloitte Touche Tohmatsu Limited.
3 Audited by member firms of Ernst & Young Global.
4 Audited by Kreston International.
5 Audited by Shanghai Acumen.
6 Audited by Dicky Lau & Co.
7 Audited by Alfred PF Shee & Co.
8 Unaudited as these are dormant and not significant to the Group.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

12. INVESTMENT IN SUBSIDIARIES (CONT'D)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of company (Country of incorporation)	Proportion of ownership interests and voting rights held by non-controlling interests		Profit/(loss) allocated to non-controlling interests		Accumulated non-controlling interests	
	2017 %	2016 %	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Raffles Capital Enterprise Pte Ltd (Singapore)	**49**	49	**204**	217	**8,289**	8,085
Individually immaterial subsidiaries with non-controlling interests			**48**	30	**580**	38
Total					**8,869**	8,123

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	Raffles Capital Enterprise Pte Ltd	
	2017 $'000	2016 $'000
Non-current assets	**30,000**	30,000
Current assets	**2,154**	2,226
Current liabilities	**(3,173)**	(3,156)
Non-current liabilities	**(12,063)**	(12,569)
Equity attributable to owners of the company	**8,629**	8,416
Non-controlling interests	**8,289**	8,085

	Ascend Bearings Co., Ltd	Raffles Capital Enterprise Pte Ltd	
	2016* $'000	2017 $'000	2016 $'000
Revenue	4,610	**942**	933
Expenses	(4,618)	**(525)**	(491)
(Loss)/Profit for the period/year	(8)	**417**	442
(Loss)/Profit attributable to owners of the company	(5)	**213**	225
(Loss)/Profit attributable to the non-controlling interests	(3)	**204**	217
(Loss)/Profit for the period/year	(8)	**417**	442
Total comprehensive (loss)/income attributable to owners of the company	(5)	**213**	225
Total comprehensive (loss)/income attributable to the non-controlling interests	(3)	**204**	217
Total comprehensive (loss)/income for the period/year	(8)	**417**	442
Net cash inflow from operating activities	–	**773**	751
Net cash outflow from financing activities	–	**(774)**	(728)
Net cash (outflow)/inflow	–	**(1)**	23

* Represents summarised financial information before intragroup eliminations for the financial period prior to disposal in 2016.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

12. INVESTMENT IN SUBSIDIARIES (CONT'D)

Acquisition of a subsidiary

2017

On 1 Mar 2017, the Group acquired 70% of the issued and paid-up share capital of Acee Electric Pte Ltd ("Acee") through subscription of 116,667 new ordinary shares in the capital of Acee for a total subscription price of $689,500 based on the unaudited management accounts of Acee as at 31 January 2017. This transaction has been accounted for by the acquisition method of accounting.

As at the end of reporting period, the Group has injected $341,000 cash capital into Acee which is equivalent to 70% of its net tangible assets at fair value as at the acquisition date. The remaining balance to be injected into Acee is contingent on the amount of subsequent collection of certain trade receivables and sale of certain inventories as at the acquisition date by 28 Feb 2018. Management estimates the fair value of the contingent consideration to be $348,500.

Acee is an entity incorporated in Singapore whose principal activity is that of distributorship and trading of electrical products. The Group acquired Acee in order to diversify the Group's business portfolio with the aim of increasing shareholder value.

Management estimated fair value of the identifiable assets and liabilities of Acee as at the acquisition date as follows:

	Total $'000
Non-current assets	**122**
Current assets	**2,279**
Current liabilities	**(1,721)**
Non-current liabilities (Note 19)	**(192)**
Non-controlling interest	**(488)**
Net assets acquired and liabilities assumed	**–**

Net cash inflow on acquisition of a subsidiary

	Total $'000
Cash and cash equivalent balances acquired	**400**

NOTES TO THE FINANCIAL STATEMENTS
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12. INVESTMENT IN SUBSIDIARIES (CONT'D)

Disposal of subsidiaries

2016

Ascend Bearings Co., Ltd ("ABC")

On 30 November 2016, the Group entered into a sale and purchase agreement to fully dispose its interest in its subsidiary, ABC, to the non-controlling interest of ABC. As a consequence of the disposal, there was a one-off loss due to the waiver of intercompany trade debts which was attributable to the non-controlling shareholder.

Details of disposal are as follows:

Carrying amounts of net assets disposed

	Total $'000
Total non-current assets	44
Total current assets	14,000
Total current liabilities	(9,905)
Total non-current liabilities	(146)
Net assets derecognised	3,993
Consideration received:	
Total consideration received/receivable	1,037

	Total $'000
Net cash outflow arising on disposal	
Cash and cash equivalents disposed of	107

13. INVESTMENT IN ASSOCIATES

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Unquoted shares at cost	**453**	453	**453**	463
Share of post-acquisition reserves, net of dividends received	**311**	311	**–**	–
	764	764	**453**	463
Amounts due from an associate – trade	**758**	1,224	**737**	854
Provision for doubtful debts, associate – trade	**(750)**	(500)	**(737)**	(500)
Amounts due from an associate – trade (Note 16)	**8**	724	**–**	354

The Group has not recognised losses relating to Kian Ho Bearings (Thailand) Co., Ltd where its share of losses exceeds the Group's interest in this associate. The Group's cumulative share of unrecognised losses at the end of the reporting period was $310,000 (2016: $97,000), of which $213,000 (2016: $13,000) was the share of the current year's loss. The Group has no obligation in respect of these losses.

Provision for doubtful trade debts of $250,000 (2016: $400,000) in respect of an associate has been charged to profit or loss during the year.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

13. INVESTMENT IN ASSOCIATES (CONT'D)

The associates as at 31 December are as follows:

Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity and voting power held by the Group	
		2017 %	2016 %
Kian Ho Bearings (Thailand) Co., Ltd (Thailand)[1]	Dealer in bearings, belts and seals (Thailand)	**49**	49
Poh Leng Realty Pte Ltd (Singapore)[2]	Property investment (Singapore)	**20.14**	20.14

1 Audited by ANS Audit Co., Ltd.
2 Audited by Christopher Chan & Associates.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

The summarised financial information of the associates (not adjusted for the proportion of ownership interest held by the Group), adjusted for differences in accounting policies between the Group and the associates are as follows:

	Group	
	2017 $'000	2016 $'000
Assets and liabilities		
Non-current assets	**7,120**	7,126
Current assets	**332**	1,314
Total assets	**7,452**	8,440
Non-current liabilities	**458**	(24)
Current liabilities	**1,224**	2,244
Total liabilities	**1,682**	2,220
Results		
Revenue	**1,293**	1,815
(Loss)/Profit for the year	**(390)**	1,499
Dividends received from associates during the year	**10**	–

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the consolidated financial statements:

	Group	
	2017 $'000	2016 $'000
Net assets of associates	**5,770**	6,220
Share of net assets of associates	**956**	1,178
Cumulative share of unrecognised losses	**310**	97
Pre-acquisition reserves	**(543)**	(543)
Exchange difference	**41**	32
Carrying amount of the Group's interest in associates	**764**	764

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

14. INVESTMENT PROPERTIES

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Balance at 1 January	**56,527**	56,809	**4,130**	4,130
Gain/(Loss) on changes in fair value	**408**	(73)	**390**	–
Exchange differences	**(117)**	(209)	**–**	–
Balance at 31 December	**56,818**	56,527	**4,520**	4,130

Fair value adjustments related to investment properties classified under Level 3 of the fair value hierarchy included in profit or loss amounted to a gain of $408,000 (2016: loss of $73,000).

The property rental income earned by the Group from its investment properties, all of which are leased out under operating leases, amounted to $2,094,000 (2016: $2,083,000). Direct operating expenses arising on the investment properties in the year amounted to $264,000 (2016:$226,000).

The investment properties held by the Group as at 31 December are as follows:

Property location	Area (sq m)	Usage	Tenure years	Fair value	
				2017 $'000	2016 $'000
Citimac Industrial Complex #02-03 Singapore 368239	436	Warehouse unit	Freehold	**3,600**	3,210
Poh Leng Building #04-01 21 Moonstone Lane Singapore 328462	140	Flatted factory unit in an industrial building	Freehold	**920**	920
296/298/300/302/304/306/308 Lavender Street Singapore 338808/338809/ 338810/338811/338812/ 338813/338814	1,218	Shophouse unit	Freehold	**30,000**	30,000
No. 220, Mei Gui Nan Road, Ground Floor Block 20 Shanghai Wai Gao Qiao Free Trade Zone, Shanghai, China	2,100	Ground floor warehouse	12.6.1993 to 12.6.2048	**3,429**	3,527
Chengdu Jinniu District, No. 777 Jinfu Road, Block 32 Unit 11 Jin Fu Hardware Centre Chengdu, Sichuan China 610031	260	Shophouse unit	07.07.2006 to 06.7.2046	**629**	648

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

14. INVESTMENT PROPERTIES (CONT'D)

Property location	Area (sq m)	Usage	Tenure years	Fair value 2017 $'000	Fair value 2016 $'000
Block 302 Ubi Avenue 1 #01-65 Singapore 400302	54	HDB shop	07.11.2015 to 31.10.2084	**2,490**	2,490
1 Sophia Road #01-01 to 08 Peace Centre Singapore 228149	260	Commercial unit	30.12.2015 to 01.06.2069	**9,750**	9,551
1 Sophia Road #02-01/02 Peace Centre Singapore 228149	260	Commercial unit	30.12.2015 to 01.06.2069	**6,000**	6,181
				56,818	56,527

Investment properties are stated at fair value, which has been determined based on valuations performed as at year end. The valuations were performed by independent valuers with a recognised and relevant professional qualification and with recent experience in the location and category of the properties being valued. The valuations were made on the basis of direct comparison with recent transactions of comparable properties within the vicinity.

The Group classified fair value measurement using a fair value hierarchy that reflects the nature and complexity of the significant inputs used in making the measurement. As at end of 31 December 2017, the fair value measurements of the Group's investment properties are classified within Level 3 (2016: Level 3) of the fair value hierarchy. There were no transfers between different levels in the fair value hierarchy during the year.

Management considers that certain unobservable inputs used in the fair value measurement of the Group's investment properties are sensitive to the fair value measurement. The following information is relevant for the Group's investment properties:

Property Location/Type	Significant unobservable input(s)	Range	Sensitivity
Singapore (Commercial Units)	Price per square metre of strata floor area	$5,850 – $8,600 (2016: $5,850 – $7,680)	Any significant isolated increase/ (decrease) would result in a significantly higher/(lower) fair value measurement
Singapore (Retail Units)	Price per square metre of strata floor area	$11,390 – $60,290 (2016: $15,090 – $51,640)	Any significant isolated increase/ (decrease) would result in a significantly higher/(lower) fair value measurement
China (Commercial Units)	Price per square metre of strata floor area	$2,110 – $4,480 (2016: $2,210 – $4,700)	Any significant isolated increase/ (decrease) would result in a significantly higher/(lower) fair value measurement

As at 31 December 2017, investment properties amounting to $48,240,000 (2016: $48,222,000) included in the above balances were mortgaged to banks as security for borrowings. Information relating to the Group's loans and borrowings is disclosed in Note 19 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

15. OTHER INVESTMENTS

	Group and Company	
	2017 $'000	2016 $'000
Available-for-sale		
Unquoted equity shares at cost:		
At beginning of the year	**57**	57
Impairment loss during the year	**(57)**	–
At end of the year	**–**	57

16. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Trade debtors	**14,635**	14,874	**–**	–
Notes receivables	**79**	148	**–**	–
	14,714	15,022	**–**	–
Allowance for doubtful debts – trade debtors	**(992)**	(711)	**–**	–
	13,722	14,311	**–**	–
Amounts due from subsidiaries (Note 12)	**–**	–	**28,090**	23,914
Amounts due from an associate (Note 13)	**8**	724	**–**	354
Other debtors (Note 17)	**332**	958	**44**	896
Total trade and other receivables	**14,062**	15,993	**28,134**	25,164
Add:				
Cash at banks and on hand (Note 25)	**6,128**	11,414	**118**	6,197
Total financial assets at amortised cost	**20,190**	27,407	**28,252**	31,361
Add:				
Available-for-sale investments (Note 15)	**–**	57	**–**	57
Total financial assets	**20,190**	27,464	**28,252**	31,418

Trade and other receivables are non-interest bearing and are generally on 30 to 90 days' (2016: 30 to 90 days') credit terms.

Notes receivables relate to bills of exchange and have an average maturity of up to 180 days (2016: 180 days). These receivables issued by customers are interest-free.

Receivables that are past due but not impaired

The Group and Company has trade receivables amounting to $4,944,000 (2016: $4,993,000) and $Nil (2016: $Nil) respectively that are past due at the reporting date but not impaired because there is no change in credit quality of these customers as the Group had assessed them to be recoverable based on past payment history, ongoing dealings and settlement arrangements, including subsequent receipts received after year-end. These receivables are unsecured and the analysis of their aging by due date at the reporting date is as follows:

	Group	
	2017 $'000	2016 $'000
Trade receivables past due:		
Lesser than 30 days	**2,488**	1,427
30 to 60 days	**896**	1,330
61 to 90 days	**692**	538
91 to 120 days	**330**	292
More than 120 days	**538**	1,406
	4,944	4,993

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

16. TRADE AND OTHER RECEIVABLES (CONT'D)

Receivables that are impaired

The Group has trade receivables that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	Group Individually impaired	
	2017 $'000	**2016 $'000**
Trade receivables	**992**	711
Less: Allowance for impairment	**(992)**	(711)
	–	–
Movement in allowance account:		
At 1 January	**711**	523
Charge for the year	**423**	346
Written off	**(321)**	(12)
Written back	**(334)**	(134)
Acquisition of a subsidiary	**524**	–
Exchange differences	**(11)**	(12)
At 31 December	**992**	711

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in financial difficulties and/or have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Receivables that are neither past due nor impaired are considered recoverable.

17. OTHER DEBTORS

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Sundry debtors	**510**	858	**295**	852
Allowance for doubtful debts – sundry debtors	**(295)**	–	**(295)**	–
	215	858	**–**	852
Deposits	**117**	100	**44**	44
	332	958	**44**	896

In 2016, included in sundry debtors is the deferred consideration of $558,000 accounted for on the sale of shares of a Taiwan subsidiary to its minority shareholder (Note 12). This was fully repaid in 2017.

In 2016, included in sundry debtors is the deferred consideration of $425,000 accounted for on the sale of shares of a China subsidiary to its minority shareholder in 2015, for which an amount of $300,000 remained outstanding as at 31 December 2016. During the year ended 31 December 2017, full provision was made on the remaining balance of $295,000 as management deems there is high probability that the amount is uncollectible.

	Group and Company	
	2017 $'000	**2016 $'000**
Movement in allowance account:		
At 1 January	**–**	–
Charge for the year	**295**	–
At 31 December	**295**	–

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

18. INVENTORIES

	Group	
	2017	**2016**
	$'000	**$'000**
Finished goods	**28,719**	35,276
Inventories-in-transit	**1,002**	1,445
	29,721	36,721
The inventories are stated net of allowance as follows:		
At 1 January	**5,926**	2,122
(Write-back)/Charge for the year, net	**(886)**	4,187
Written off	**(211)**	(356)
Acquisition of a subsidiary	**52**	–
Exchange differences	**(88)**	(27)
At 31 December	**4,793**	5,926

During the year, previous write-downs have been reversed as a result of the sale of goods that were written down above the previous net realisable value.

19. INTEREST BEARING LOANS AND BORROWINGS

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Repayable within 12 months:				
Trust receipts				
– unsecured	**–**	618	**–**	–
Term loans				
– secured	**1,309**	1,017	**–**	–
– unsecured	**8,800**	26,714	**8,800**	14,714
	10,109	28,349	**8,800**	14,714
Repayable after 12 months:				
Term loans				
– secured	**26,080**	23,437	**–**	–
	26,080	23,437	**–**	–
	36,189	51,786	**8,800**	14,714

Bank borrowings of certain subsidiaries are secured on certain freehold and leasehold land and properties (Note 11), investment properties (Note 14) and corporate guarantees from holding company.

The term loans are repayable in fixed monthly, quarterly or half yearly instalments over a period ranging from 1 month to 3 months for the unsecured loans and up to 24 years for the secured loans. Other borrowings are repayable within twelve months.

The floating rate term loans bear interest of approximately 1.40% to 2.75% (2016: 1.76% to 2.75%) per annum, and are repriced on monthly to half-yearly basis.

In 2016, trust receipts had an average maturity period of 90 to 120 days and bore interest ranging from 1% to 2.55% per annum.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

19. INTEREST BEARING LOANS AND BORROWINGS (CONT'D)

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

Group

	$'000
Loans and borrowings:	
As at January 1, 2017	**51,786**
Acquisition of a subsidiary (Note 12)	159
Financing cash flow[1]	(15,756)
As at December 31, 2017	**36,189**

(1) The cash flows make up the net amount of proceeds from borrowings and repayments of borrowings in the consolidated statement of cash flows.

20. TRADE AND OTHER CREDITORS

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Trade creditors and accruals	**13,500**	11,325	**411**	434
Other creditors				
Advances from customers	**492**	418	**–**	–
Rental deposits	**394**	417	**6**	14
Sundry creditors	**128**	84	**382**	56
Derivatives	**–**	88	**–**	–
	1,014	1,007	**388**	70
Amounts due to related parties (Note 21)	**2,389**	2,393	**–**	–
Loans and borrowings (Note 19)	**36,189**	51,786	**8,800**	14,714
Less: Advances from customers	**(492)**	(418)	**–**	–
Total financial liabilities carried at amortised cost	**52,600**	66,093	**9,599**	15,218

Trade and other creditors are non-interest bearing. Trade creditors are normally settled on 30 to 90 days terms (2016: 30 to 90 days terms) while other creditors are normally settled on 30 days terms (2016: 30 days terms).

As at 31 December 2017, included in the Company's sundry creditors is a deferred consideration of $348,500 arising from acquisition of Acee (Note 12).

21. AMOUNTS DUE TO RELATED PARTIES

	Group	
	2017 $'000	2016 $'000
Trade:		
Amounts due to companies in which non-controlling shareholders of a subsidiary have interest in	**5**	9
Non-trade:		
Amounts due to non-controlling shareholders of a subsidiary	**2,384**	2,384
Total amounts due to related parties	**2,389**	2,393

The amounts due to the above related parties are unsecured, non-interest bearing and are due within 12 months from 31 December 2017.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

22. DEFERRED TAXATION

Deferred taxation as at 31 December relates to the following:

	Group						Company			
	Consolidated statement of financial position		Consolidated statement of profit or loss		Consolidated equity		Statement of financial position		Equity	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Deferred tax liabilities										
Depreciation	**103**	107	**(4)**	(13)	**–**	–	**102**	102	**–**	–
Revaluations to fair value:										
– Investment properties	**824**	826	**21**	22	**–**	–	**–**	–	**–**	–
– Freehold and leasehold land and buildings	**2,459**	2,357	**–**	–	**101**	82	**2,269**	2,172	**97**	71
Other temporary differences	**(64)**	(14)	**(82)**	(13)	**–**	–	**(7)**	(7)	**–**	–
Tax losses	**(295)**	(526)	**231**	(211)	**–**	–	**–**	–	**–**	–
	3,027	2,750			**101**	82	**2,364**	2,267	**97**	71
Deferred tax expense/ (income) (Note 9)			**166**	(215)						

Certain deferred tax assets and liabilities have been offset in accordance with the Group and Company's accounting policy. The following is the analysis of the deferred tax balances (after offset) for statement of financial position purposes:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Deferred tax liabilities	**3,377**	3,276	**2,364**	2,267
Deferred tax assets	**(350)**	(526)	**–**	–
	3,027	2,750	**2,364**	2,267

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is $15,406,000 (2016: $14,567,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

Subject to the agreement by the tax authorities, at the end of the reporting period, the Group and Company has unutilised tax losses of $15,066,000 (2016: $13,936,000) and $2,095,000 (2016: $1,569,000) respectively, available for offset against future profits. A deferred tax asset at the Group and Company has been recognised in respect of $1,305,000 (2016: $2,114,000) and Nil (2016: Nil), respectively of such losses. No deferred tax asset has been recognised at the Group and Company in respect of the remaining $13,761,000 (2016: $11,822,000) and $2,095,000 (2016: $1,569,000) respectively due to the unpredictability of future profit streams.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

23. SHARE CAPITAL

	Group and Company			
	2017 '000	2016 '000	2017 $'000	2016 $'000
	No. of shares			
Issued and fully paid ordinary shares:				
Balance at beginning and end of the year	**234,060**	234,060	**31,658**	31,658

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

24. DIVIDEND

There was no declared and paid dividend during in 2017 and 2016.

25. CASH AND CASH EQUIVALENTS

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Cash at banks and on hand	**6,128**	11,414	**118**	6,197
Cash and cash equivalents in the statement of cash flows	**6,128**	11,414	**N/A**	N/A

Certain cash at banks earn interest at floating rates based on daily bank deposit rates.

26. DERIVATIVES

		Group	
	Contract/ Notional Amount $'000	Assets $'000	Liabilities $'000
2017			
Forward currency contracts	**136**	–	*
2016			
Forward currency contracts	2,445	–	(88)

Forward currency contracts are used to manage foreign currency risk arising from the Group's sales and purchases denominated in EUR, JPY and USD and are due for settlement within 6 months (2016: 6 months) from the end of the reporting period.

Net unrealised loss on derivatives of less than $1,000 (2016: $88,000) has been included in foreign exchange loss in the consolidated statement of profit or loss.

* denotes amount less than $1,000

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

27. COMMITMENTS

(a) Capital commitments

	Group	
	2017 $'000	2016 $'000
Commitment for acquisition of an investment property	**1,948**	–

(b) Operating lease commitments

As lessee

The Group leases certain properties under lease agreements for operating use. The leases expire at various dates till 2057. Minimum lease payment recognised as an expense in profit or loss for the financial year ended 31 December 2017 amounted to $712,000 (2016: $901,000).

Future minimum lease payments under non-cancellable operating leases are as follows:

	Group	
	2017 $'000	2016 $'000
Not later than one year	**449**	604
Later than one year but not later than five years	**892**	1,098
Later than five years	**5,001**	5,543
	6,342	7,245

As lessor

The Group has entered into commercial property leases on its investment properties. Rental income earned for these leases are disclosed in Note 5 to the financial statements.

Future minimum lease payments receivable under non-cancellable operating leases as at 31 December are as follows:

	Group	
	2017 $'000	2016 $'000
Not later than one year	**1,940**	1,761
Later than one year but not later than five years	**1,386**	2,218
	3,326	3,979

28. CONTINGENT LIABILITY

During the year, the Company and a subsidiary of the Group were served with a writ of summons endorsed with a statement of claim by a supplier, whom they are still in business with, for an aggregate amount of approximately $550,000.

The Group is disclaiming the liability and defending the action vigorously. Its legal counsel advised that the Group has more than an even chance of successfully defending the claim. The Board does not consider that there is any probability of loss, and accordingly no provision for any liability has been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

29. SIGNIFICANT RELATED PARTY TRANSACTIONS

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

(a) Sale and purchase of goods and services and other transactions

	Group	
	2017	**2016**
	$'000	**$'000**
Purchase of goods/services from companies in which non- controlling shareholders of a subsidiary have interest in	**201**	465
Sale of goods to an associate	**13**	478
Sale of goods to companies in which non-controlling shareholders of a subsidiary have interest in	**–**	417
Loan from immediate and ultimate holding company	**–**	2,250
Disposal of full/partial equity interests in a subsidiary to non-controlling shareholder of the subsidiary	**–**	1,037

(b) Compensation of directors and key management personnel

	Group	
	2017	**2016**
	$'000	**$'000**
– Directors of the Company		
Short-term benefits	**782**	760
Post-employment benefits	**25**	21
– Other directors of subsidiaries		
Short-term benefits	**157**	234
Post-employment benefits	**19**	9
– Other key management personnel		
Short-term benefits	**691**	677
Post-employment benefits	**60**	60

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and overdraft and cash and short term deposits. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group may also enter into derivative transactions, including principally interest rate swaps and forward currency contracts as and when it is required. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of financing.

The main risks arising from the Group's financial instruments are foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) Foreign currency risk

The Group has exposure to foreign currency risks as a result of transactions denominated in a currency other than the respective functional currencies of Group entities, arising from sales and purchases, mainly by movements in exchange rates for the United States Dollars (USD). The Group's trade receivable and trade payable balances at the reporting date have similar exposures.

The Group aims to use forward currency contracts to minimise currency exposures. It is the Group's policy not to enter into forward contracts until a firm payment commitment is in place. The Group reviews regularly the currency exposures and enters into forward contracts as and when deemed necessary.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Malaysia, Indonesia, People's Republic of China (PRC) and Hong Kong. The Group's investments are not hedged as currency positions in the subsidiaries are considered to be long term in nature.

Significant financial assets of the Group and Company that are not denominated in the functional currencies of the respective entities amounted to $6,549,000 (2016 : $9,263,000) and $1,585,000 (2016: $1,222,000) respectively denominated in United States dollars.

Significant financial liabilities of the Group that are not denominated in the functional currencies of the respective entities amounted to $3,861,000 (2016 : $2,819,000) denominated in United States dollars.

The sensitivity rate used is 5% which is the change in foreign exchange rate that management deems reasonably possible which will affect outstanding foreign currency denominated monetary items at period end.

For the Company, if the United States dollars was to strengthen/weaken by 5% against the Singapore dollar, profit before tax will increase/decrease by $79,000 (2016 : increase/decrease by $61,000).

For the Group, if the United States dollar was to strengthen/weaken by 5% against the Singapore dollar, profit before tax will increase/decrease by $134,000 (2016 : increase/decrease by $322,000).

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from interest bearing loans and borrowings.

Sensitivity analysis for interest rate risk

If interest rates had been 100 basis points higher or lower with all other variables were held constant, the Group's and Company's profit for the financial year ended December 31, 2017 would decrease/increase by $362,000 (2016: $512,000) and $88,000 (2016: $147,000) respectively.

(c) Credit risk

Credit risk is the risk that may arise on outstanding financial instruments should a counterparty default on its obligation. The Group and the Company have no significant concentration of credit risk with any single customer or group of customers. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with reputable counterparties.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) Credit risk (cont'd)

Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by:

– the carrying amount of each class of financial assets recognised in the statements of financial position and

– an amount of $69,754,000 (2016: $54,118,000) relating to corporate guarantees given by the Company to financial institutions in connection with the financing facilities given to the subsidiaries and an associate.

Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement.

(d) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets and stand-by credit facilities with various banks.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the reporting date based on contractual undiscounted repayment obligations. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which is not included in the carrying amount of the financial liability on the statement of financial position.

	2017				2016			
	One year or less $'000	More than one year up to five years $'000	Adjustments $'000	Total $'000	One year or less $'000	More than one year up to five years $'000	Adjustments $'000	Total $'000
Group								
Non-interest bearing	**16,411**	–	–	**16,411**	14,307	–	–	14,307
Variable interest rate instruments (Note 19)	**10,199**	**32,024**	**(6,034)**	**36,189**	28,375	29,969	(6,558)	51,786
	26,610	**32,024**	**(6,034)**	**52,600**	42,682	29,969	(6,558)	66,093
Company								
Non-interest bearing	**799**	–	–	**799**	504	–	–	504
Variable interest rate instruments (Note 19)	**8,818**	–	**(18)**	**8,800**	14,727	–	(13)	14,714
	9,617	–	**(18)**	**9,599**	15,231	–	(13)	15,218

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(d) Liquidity risk (cont'd)

The Company has given corporate guarantees of $69,754,000 (2016: $54,118,000) to financial institutions in connection with financing facilities given to the subsidiaries.

The maximum amount of the corporate guarantee provided by the Company to its subsidiaries are allocated to the earliest period in which the guarantee could be called are as follows:

	2017		2016	
	One year or less $'000	Total $'000	One year or less $'000	Total $'000
Company				
Corporate guarantees	**69,754**	**69,754**	54,118	54,118

Non-derivative financial assets

The Group's and Company's non-derivative financial assets are due on demand or within 12 months from the end of reporting period and are interest free.

No sensitivity analysis is prepared on the Group's financial assets as the management does not expect any material effect on the Group's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial assets at the end of the reporting period.

31. FAIR VALUE OF FINANCIAL INSTRUMENTS

A. Fair value of financial instruments that are carried at fair value

The following table shows an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Group

	2017 $'000			
	(Level 1)	(Level 2)	(Level 3)	Total
Financial liabilities:				
Derivatives (Note 26)				
– Forward currency contracts	–	*	–	–
At 31 December 2017	–	*	–	–

	2016 $'000			
	(Level 1)	(Level 2)	(Level 3)	Total
Financial liabilities:				
Derivatives (Note 26)				
– Forward currency contracts	–	(88)	–	(88)
At 31 December 2016	–	(88)	–	(88)

* denotes amount less than $1,000

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 December 2017

31. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

A. Fair value of financial instruments that are carried at fair value (cont'd)

The fair value of forward foreign exchange contracts is determined using observable quoted forward currency rates for equivalent instruments with similar quantum and maturity dates as at the reporting date. Accordingly, these investments are classified as Level 2.

There was no transfer between Level 1 and Level 2 of the fair value hierarchy in 2017 and 2016.

B. Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value

Management has determined that the carrying amounts of cash and short term deposits, trade and other receivables, bank borrowings, trade and other payables, amount due from an associate, amount due from/to related parties and bank loans, based on their notional amounts, reasonably approximate their fair values because these are mostly short term in nature or are re-priced frequently.

Fair value information has not been disclosed for the Group and Company's investment for unquoted equity that was carried at cost because the fair value cannot be measured reliably.

32. CAPITAL MANAGEMENT

The capital structure of the Group consists of equity attributable to owners of the parent, comprising issued capital and reserves.

The Group manages its capital and structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2017 and 31 December 2016.

INTERESTED PERSON TRANSACTIONS

For the financial year from 1 January 2017 to 31 December 2017

The Company does not have a shareholders' mandate pursuant to Rule 920 for recurrent transactions of revenue or trading nature or those necessary for its day-to-day operations such as the sale and purchase of supplies and materials. However, during the financial year under review, there were interested person transactions, as follows:

Name of Interested Person	Particulars of the Transactions	Aggregate value of all interested person transactions during the year of which individual transactions was less than $100,000	Note
Teo Xian-Hui Amanda Marie	Rental expenses for premises at 5th floor, Sapphire Tower No. 267 Tianmu Zhong Road, Shanghai	S$143,911	1
VIG Systems Pte Ltd	Purchase of services	S$9,830	2

1 The rental of the premises is based on a signed agreement between Teo Xian-Hui Amanda Marie (Landlord) and Acker Machinery (Shanghai) Co., Ltd (Tenant) of which the rental amount is determined based on market rate.

2 The purchase of services is based on a maintenance contract between VIG systems (Vendor) and Raffles United Holdings Ltd of which the services are determined based on market rate.

SHAREHOLDERS' INFORMATION

As at 8 March 2018

Class of equity securities	Number of equity securities	Voting Rights
Ordinary Shares	234,060,000	One vote per share

There are no treasury shares held in the issued capital of the Company.

STATISTICS OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	10	0.54	229	0.00
100 – 1,000	197	10.62	111,169	0.05
1,001 – 10,000	1,176	63.36	5,220,881	2.23
10,001 – 1,000,000	462	24.89	24,295,288	10.38
1,000,001 AND ABOVE	11	0.59	204,432,433	87.34
TOTAL	**1,856**	**100.00**	**234,060,000**	**100.00**

SUBSTANTIAL SHAREHOLDERS AS AT 8 MARCH 2018

(As recorded in the Register of Substantial Shareholders)

	Direct Interest	%	Deemed Interest	%
Raffles United Pte Ltd (Note 1)	–	–	153,418,633	65.55
Teo Xian-Hui Amanda Marie (Note 2)	509,900	0.22	153,418,633	65.55
Teo Teck Yao Glenn Ashley (Note 3)	–	–	153,418,633	65.55
KHB Holdings Pte Ltd (Note 4)	259,700	0.11	27,400,000	11.71
Kwek Che Yong (Note 5)	1,193,000	0.51	27,659,700	11.82

Notes:–

(1) Raffles United Pte Ltd is deemed interested through Citibank Nominees Singapore Pte Ltd.

(2) Teo Xian-Hui Amanda Marie is deemed interested through Raffles United Pte Ltd.

(3) Teo Teck Yao Glenn Ashley is deemed interested through Raffles United Pte Ltd.

(4) KHB Holdings Pte Ltd is deemed interested through Hong Leong Finance Nominees Pte Ltd and SBS Nominees Private Limited.

(5) Mr Kwek Che Yong is deemed interested through KHB Holdings Pte Ltd.

SHAREHOLDERS' INFORMATION

As at 8 March 2018

TWENTY LARGEST SHAREHOLDERS

No	Name of Shareholders	No. of Shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	153,949,233	65.77
2	HONG LEONG FINANCE NOMINEES PTE LTD	23,400,000	10.00
3	SBS NOMINEES PRIVATE LIMITED	5,500,000	2.35
4	TAN TECK WAH	5,196,000	2.22
5	DBS NOMINEES (PRIVATE) LIMITED	4,072,100	1.74
6	LIM JOO BOON	3,210,000	1.37
7	SUWANTI	3,165,000	1.35
8	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	1,773,000	0.76
9	KWOK LO CHU	1,492,700	0.64
10	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	1,481,400	0.63
11	KWEK CHE YONG	1,193,000	0.51
12	CHUA LIAK CHNG SC	840,000	0.36
13	TEO TENG HO	784,900	0.34
14	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	726,300	0.31
15	LEE SUANG HEE	704,900	0.30
16	TEO TONG HOW	685,000	0.29
17	MAYBANK KIM ENG SECURITIES PTE. LTD.	593,100	0.25
18	TIANG LAY GEOK ALTA	560,000	0.24
19	UOB KAY HIAN PRIVATE LIMITED	527,100	0.23
20	TEO XIAN-HUI, AMANDA MARIE	509,900	0.22
	TOTAL	**210,363,633**	**89.88**

PERCENTAGE OF SHAREHOLDINGS IN PUBLIC'S HANDS

21% of the Company's Shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

NOTICE OF ANNUAL GENERAL MEETING

RAFFLES UNITED HOLDINGS LTD
(Company Registration No. 197302030N)
(Incorporated in Singapore with limited liability)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Raffles United Holdings Ltd ("the Company") will be held at 5 Changi South Street 3, Singapore 486117 on Thursday, 12 April 2018 at 10am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Financial Statements of the Company for the year ended 31 December 2017 together with the Auditors' Report thereon.

   (Resolution 1)

2. To re-elect Dr Ngoi Sing Shang, the Director retiring pursuant to the clause no. 89 of the Company's Constitution.

   Dr Ngoi Sing Shang is an Independent Director and will upon re-election as a Director of the Company, remain as a member of the Audit and Remuneration Committees.

   (Resolution 2)

3. To re-elect Ms Teo Xian-Hui Amanda Marie, the Director retiring pursuant to the clause no. 89 of the Company's Constitution.

   Ms Teo Xian-Hui Amanda Marie is an Executive Director of the Company.

   (Resolution 3)

4. To approve the payment of Directors' Fees of S$134,800 for the year ended 31 December 2017 (2016: S$133,900/-).

   (Resolution 4)

5. To re-appoint Messrs Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

   (Resolution 5)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution, with or without any modification:

6. **Authority to issue shares up to 50 per centum (50%) of the total number of issued shares in the capital of the Company**

   "THAT pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:–

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

   (ii) make or grant offers, agreements or options or other instruments convertible into shares (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,

   (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 while this Resolution was in force, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

NOTICE OF ANNUAL GENERAL MEETING

provided that:–

(A) 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 does not exceed 50 per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (B) below), of which 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 other than on a pro rata basis to existing shareholders of the Company does not exceed 20 per cent (20%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (B) below);

(B) (subject to such manner of calculation as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (A) above, the percentage of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings 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 outstanding or subsisting at the time of passing of the resolution approving this Resolution provided the options or awards were granted in compliance with requirements prescribed by SGX-ST; and

c. any subsequent bonus issue, consolidation or subdivision of shares;

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

(D) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." [See Explanatory Note]

(Resolution 6)

By Order of the Board

Jennifer Lee Siew Jee
Secretary

Singapore, 27 March 2018

Explanatory Note to Resolution 6

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting to issue shares in the Company up to an amount not exceeding in total 50% of the total number of issued shares in the capital of the Company with a sub-limit of 20% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 5 Changi South Street 3, Singapore 486117 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

RAFFLES UNITED HOLDINGS LTD
(Company Registration No. 197302030N)
(Incorporated In The Republic of Singapore)

IMPORTANT:

1. For investors who have used their CPF monies to buy Raffles United Holdings Ltd's shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. 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.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____

of _____

being a member/members of Raffles United Holdings Ltd (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 Thursday, 12 April 2018 at 10am 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 or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [√] within the box provided.)

No.	**Resolutions relating to:**	**For**	**Against**
1	Directors' Statement and Financial Statements for the year ended 31 December 2017		
2	Re-election of Dr Ngoi Sing Shang as a Director		
3	Re-election of Ms Teo Xian-Hui Amanda Marie as a Director		
4	Approval of Directors' Fees of S$134,800 for the year ended 31 December 2017		
5	Re-appointment of Messrs Deloitte & Touche LLP as Auditors		
6	Authority to issue shares		

Dated this _____ day of _____ 2018

Total number of Shares in:	**No. of Shares**
(a) CDP Register	
(b) Register of Members	

_____

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

*Delete where inapplicable

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), 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 one or two proxies his/her stead. A proxy need not be a member of the Company.

3. A member who is a relevant intermediary such as bank, capital markets services licence to provide custodial services may appoint more than 2 proxies to attend and vote at a meeting of the Company.

4. Where a member appoints two or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

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 5 Changi South Street 3, Singapore 486117 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.

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.

PERSONAL DATA PRIVACY:

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

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CORPORATE INFORMATION

DIRECTORS
Tan Saik Hock *(Independent Chairman)*
Teo Teng Beng *(Managing Director)*
Teh Geok Koon *(Executive Director and Chief Operating Officer)*
Teo Xian-Hui Amanda Marie *(Executive Director)*
Lee Joo Hai *(Independent Director)*
Ngoi Sing Shang *(Independent Director)*

AUDIT COMMITTEE
Lee Joo Hai *(Chairman)*
Tan Saik Hock
Ngoi Sing Shang

NOMINATING COMMITTEE
Tan Saik Hock *(Chairman)*
Lee Joo Hai
Teo Teng Beng

REMUNERATION COMMITTEE
Tan Saik Hock *(Chairman)*
Lee Joo Hai
Ngoi Sing Shang

COMPANY SECRETARY
Jennifer Lee Siew Jee

REGISTERED OFFICE
5 Changi South Street 3
Singapore 486117
Tel: 6287-5866
Fax: 6545-4517

SHARE REGISTRAR
Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623
Tel: 6536-5355
Fax: 6438-8710

AUDITORS
Deloitte & Touche LLP
(Public Accountants and Chartered Accountants)
6 Shenton Way #33-00
OUE Downtown Two
Singapore 068809
Tel: 6224-8288
Fax: 6538-6166
Partner in charge:
Hoe Chi Hsien
(Since financial year 31 December 2016)

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Raffles United Holdings Ltd
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Website: http://www.rafflesunited.com.sg
E-mail: sales@kianho.com.sg

SUBSIDIARIES & ASSOCIATE
Acee Electric Pte Ltd
Raffles Beaute Pte Ltd
Allure Beaute International Pte Ltd
Allureate Beaute Pte Ltd
Raffles Logistics Operations Pte Ltd
Raffles Capital Enterprise Pte Ltd
Raffles Acres Pte Ltd
Raffles Land & Investments Pte Ltd
Raffles Majestic Realty Pte Ltd
Raffles Global Investments Pte Ltd
Raffles Majestic Investments Pte Ltd
Raffles Property Management Pte Ltd
Raffles Realty Investments Pte Ltd
Raffles Century Properties Pte Ltd
Raffles Land Management Pte Ltd
Raffles Royal Property Pte Ltd
Raffles Capital Land Pte Ltd
Poh Leng Realty Pte Ltd

Kian Ho Pte Ltd
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Fax: (65) 6297 5348

Acee Electric Pte Ltd
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Fax: (65) 6841 7008

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Fax: (07) 237- 4996

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Taman Mount Austin
81100 Johor Bahru, Malaysia
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Fax: (07) 361-5766

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51200 Kuala Lumpur
Malaysia
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Fax: (03) 6251-8818

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Fax: (03) 3343 1977

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PT. Kian Ho Indonesia

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