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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
YEO HIAP SENG LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Yeo Hiap Seng Limited (the "Company") and its subsidiaries (the "Group") which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 December 2018, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages # to #.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2018 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial 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 "Auditors' 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 *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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



Valuation of Investment Properties

Refer to note 2.5 and note 20 to the financial statements

| The key audit matter | How the matter was addressed in our audit |
|--|--|
| <p>The Group's investment properties are accounted for at fair value and amounted to \$59.1 million, which represents 8.3% of the Group's total assets as at 31 December 2018. The net fair value gains on investment properties amounted to \$5.5 million for the year ended 31 December 2018.</p> <p>The Group engaged external valuers to value its properties located in Malaysia, China and the United States of America. In determining the fair value, the external valuers make a number of key estimates and assumptions, in particular assumptions in relation to forecasted rental rates, real estate sales prices and capitalisation rates. Some of these estimates and assumptions are subject to market forces and will change over time.</p> <p>The valuation models applied to determine the value of investment properties are sensitive to the assumptions made.</p> | <p>We evaluated the qualifications and competence of the external valuers. We considered the valuation methodologies used against those applied by other valuers for similar property types. We tested the integrity of inputs of the forecasted rental rate and price per square metre used in the valuations.</p> <p>We challenged the capitalisation rate and price per square metre used in the valuations by comparing them against available industry data, taking into consideration the comparability and market factors.</p> <p>We also considered the adequacy of the disclosures in the financial statements, in describing the inherent degree of subjectivity and key assumptions in the estimates.</p> |
| | <p>Our findings:</p> <p>The valuers are members of professional bodies for valuers. The valuation methodologies used are in line with generally accepted market practices and the key assumptions used are within the range of market data. The disclosures in the financial statements are appropriate.</p> |



Valuation of Inventories

Refer to note 2.18 and note 13 to the financial statements

The key audit matter

Inventories represent 8.7% of the Group's total assets as at 31 December 2018. Cost of inventories may not be recoverable if those inventories are damaged, expired or obsolete; or if their selling prices have declined significantly such that net realisable value is below their carrying amount.

The write-down of inventories to net realisable value is based on the age of these inventories, prevailing market conditions in the consumer food and beverage industry and historical provisioning experience which require management judgement.

How the matter was addressed in our audit

We assessed management's basis of write-down and performed the following audit procedures, amongst others:

- Tested the amount of obsolete or expired inventory recorded to actual write-off incurred in the past;
- Assessed whether the inventory write-down made at reporting date was consistent with the Group's provisioning policy;
- Tested the inventory ageing reports which age the products by expiration date;
- Tested the process which determines the date of expiration for the finished goods produced;
- Checked the adequacy of the write-down made according to the finished goods' expiry dates;
- Tested the net realisable value of finished goods by comparing the costs to selling prices after the year-end or to the latest selling prices available; and
- Observed physical inventory counts to determine whether inventories with quality or obsolescence issues or that are damaged have been appropriately identified and written off.

Our findings:

We found the write-down reasonable for all inventories with net realisable values below their carrying amounts.



Impact of adopting Singapore Financial Reporting Standards (International) ("SFRS(I)s") in FY2018

Refer to note 35 to the financial statements

The key audit matter

The Group has adopted Singapore Financial Reporting Standards (International) ("SFRS(I)") on 1 January 2018 and has prepared its financial statements under SFRS(I) for the first time. In adopting SFRS(I), the Group has applied all of the specific transition requirements in SFRS(I) 1 *First-time Adoption of Singapore Financial Reporting Standards (International)* at the date of transition on 1 January 2017. SFRS(I) 1 requires all SFRS(I)s to be applied on a retrospective basis except for a number of optional exemptions.

The Group has elected one of the optional exemptions which is to measure certain plant and equipment at their fair values, which would become their deemed cost at the date of transition to SFRS(I). The Group determined the fair values of the selected plant and equipment by obtaining quotes from third-party dealers and suppliers who have taken into consideration the current age and condition of the plant and equipment.

The deemed cost election resulted in a one-off downward revision of \$27.7 million to the carrying amount of property, plant and equipment, increase of \$1.0 million and decrease of \$1.1 million in the deferred income tax assets and liabilities respectively, with a corresponding decrease in the Group's retained profits of \$25.6 million at the date of transition. The effect on the consolidated statement of comprehensive income for depreciation is that the charge is \$1.4 million lower in the financial year ended 2017.

How the matter was addressed in our audit

We reviewed the quotations the Group obtained from the third-party dealers and suppliers and assessed if they were determined in accordance with SFRS(I) 13 *Fair Value Measurement*, being the price that would be received to sell the asset in an orderly transaction between market participants.

For the quotations obtained from dealers, we tested that the Group has a record of past transactions with these vendors in relation to the sale of used plant and equipment. We also tested that the deemed cost is computed by taking the average of two non-related quotations obtained independently for the selected plant and equipment.

For the quotations obtained from suppliers, we tested that they have a historical record of repurchasing used plant and equipment. We also assessed that the suppliers have an understanding of the age and condition of the selected plant and equipment as they are the provider of maintenance and repair services for these assets.

We checked the mathematical accuracy of the impact of the deemed cost adjustment to the property, plant and equipment, deferred income taxes and retained profits at the date of transition.

We also considered the adequacy of the disclosures in the financial statements.

Our findings:

We found no exceptions with the quotations obtained from the third party dealers and suppliers. There were also no exceptions to the mathematical accuracy of the deemed cost adjustments.

The disclosures in the financial statements are appropriate.



Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon. We have obtained all other information prior to the date of this auditors' report except for the Statistics of Shareholdings, which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we will 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 on the other information that we obtained prior to the date of this auditors' report, 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.

When we read the Statistics of Shareholdings, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from 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.

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal controls 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 controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' 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 or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 auditors' report is Jeya Poh Wan S/O K. Suppiah.

A handwritten signature in black ink that reads 'KPMG LLP'.

KPMG LLP
*Public Accountants and
Chartered Accountants*

Singapore
27 February 2019

The page numbers are as stated in the Independent Auditors' Report dated 27 February 2019 included in Yeo Hiap Seng Limited's Annual Report for the financial year ended 31 December 2018.