



HOCK LIAN SENG HOLDINGS LIMITED



2019
ANNUAL REPORT

Our business is built around
our customers, ensuring we deliver



to support their success.

ABOUT US

HOCK LIAN SENG HOLDINGS LIMITED

("Hock Lian Seng" or "the Group") is one of the leading civil engineering group in Singapore, with an established track record of 50 years. The Group was listed on the Mainboard of Singapore Exchange Securities Trading Limited ("SGX-ST") in December 2009.

Established in 1969, Hock Lian Seng has undertaken and completed a wide range of civil engineering projects for both the public and private sectors in Singapore. We carry out civil engineering works for bridges, expressways, tunnels, Mass Rapid Transit ("MRT"), port facilities, water and sewage facilities and other infrastructure works. The Group has successfully completed Kim Chuan Depot, one of the world's largest underground depots with housing capacity for up to 77 trains, for the Circle Line in 2007.

Major customers include government and government related bodies of Singapore, such as the Land Transport Authority, Housing Development Board, Port of Singapore Authority, Public Utility Board and Civil Aviation Authority of Singapore.

The Group is also involved in property development and property investment businesses. The property development projects include industrial and residential developments such as Ark@Gambas, Ark@kb and The Skywoods.

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PROJECT HIGHLIGHTS



PROPERTY DEVELOPMENT



The Antares

This is a 99-year leasehold condominium project located along Mattar Road, which is just off Aljunied Road. The Antares consists of 4 blocks with a total of 265 residential units. This project is developed by FSKH Development Pte Ltd, a 45% joint venture of Hock Lian Seng Group. The Antares' expected date of vacant possession is November 2022.

PROJECT HIGHLIGHTS



**CIVIL
ENGINEERING**

Stabling Yard at Gali Batu Depot

This is a Design and Build contract for a stabling yard comprising a Stabling Building, Bus Terminal and general tracks area for connecting to existing network in the Gali Batu Depot. The Stabling Building comprises of thirteen (13) stabling tracks at-grade and a Bus Terminal on the structural roof deck.

Estimated contract value : \$137 million
 Project commencement : January 2015
 Substantial completion : November 2019

LETTER TO SHAREHOLDERS



Revenue

\$S\$193.5m

FY2019

Gross Profit

\$S\$22.0m

FY2019

Cash Equivalents

\$S\$77.6m

FY2019

Dear Shareholders,

Singapore's economy grew by 0.7% last year, down from 3.1% in 2018, staging its worst performance in a decade. Although the construction sector expanded by 2.8% during the year, the market was saturated with local and overseas players from China, Japan and South Korea, presenting construction players with increasingly stiff challenges that were compounded by a shortage of manpower and rising operational costs.

Singapore's property market remained resilient in 2019, the Urban Redevelopment Authority's private residential property price index increased by 2.7% in 2019, as compared to the 7.9% increase in 2018. Price and rental of industrial space remained stable according to

Jurong Town Corporation 4th Quarter 2019 market report. However slow economic growth and dampened business sentiment due to on-going trade tension between US and China has poised major challenges in local property market. As such, the Group faced headwinds in our developments, but we maintained our course to remain well-poised for recovery.

Financial Highlights

The Group recorded a 2% decrease in revenue to \$193.5 million mainly due to minimal sales achieved from the Property Development sector. The revenue from Property Development was \$0.8 million against \$5.5 million for FY2018 due to the sales recognition for Shine@TuasSouth in August 2018 upon the completion of the project. Meanwhile, our Civil Engineering segment reported similar revenue as FY2018 as higher revenue was recognised in view of the substantial completion of the stabling yard at the Gali Batu project, which was offset by lower construction activities for the Changi Airport joint venture project.

Gross profit increased by 6% to \$22.0 million arising from cost savings derived through finalising of accounts with certain subcontractors for the substantial completion of the stabling yard at Gali Batu in November 2019.

Concurrently, the Group registered a loss of \$2.8 million for our share of result of joint venture, which was mainly

attributed to the construction cost of showflats and the borrowing cost for the Mattar Road residential project. Consequently, net profit was down 10.3% to \$12.6 million, resulting mainly from the higher gross profit offset by the higher other operating cost and share of loss from joint ventures. Cash and cash equivalents stood positive at \$77.6 million as at 31 December 2019 with shareholders' equity rising 1.7% to \$205.7 million.

Dividends

In appreciation of our shareholders, we are proposing a first and final cash dividend of 1.2 cents per ordinary share, subject to approval at the Annual General Meeting (AGM).

FY2019 Business Update

As more foreign players forayed into the Singapore market to compete for government projects, the construction industry became even more congested in FY2019. As a result, we did not clinch any new infrastructure project during the year. Instead, we had been focusing on executing our current projects and improving our processes to enhance our efficiency. Toward this end, we completed the airport project at South End Reservoir and a substantial part of the stabling yard project at Gali Batu, yielding a good return for the Group during the year.

At the property development front, the Group has been actively marketing unsold units of our industrial building project, Shine@TuasSouth. As at 31 December 2019, we have sold 7% and leased 22% of the remaining units. Sales has slowed due to the sluggish economy, hence we are focusing on leasing unsold units to small medium enterprises which are not willing to commit on capital expenditure in the midst of uncertainties. Nevertheless, we expect interest in the development to pick up after the Tuas Mega port opens in 2021.

LETTER TO SHAREHOLDERS



Meanwhile, The Antares, a 265-unit residential joint venture project at Mattar Road was launched for sales in September 2019 and registered sales of 26 units as at end of December 2019 against the backdrop of supply glut in uncompleted private residential properties, coupled with the ongoing economic uncertainty around the world.

Business Prospects

Construction demand in 2020 is expected to remain strong with public sector projects driving the demand that is estimated to be between \$17.5 billion and \$20.5 billion, accounting for about 62% of total projected demand. On the contrary, weakness is expected to persist in the private industry with growing competition from foreign players and a shrinking labour pool further depressing profit margins.

Where property development is concerned, we foresee near-term challenges for the local property market as population growth slows and a pipeline of 32,000 apartment units contributing to a supply glut. Price of private homes in Singapore is forecast to display modest growth in the next two years with a nominal growth rate of about 2%.

As at 31 December 2019, the Group's order book for on-going projects of the Civil Engineering segment was about \$435 million encompassing the Maxwell station and the Changi Airport joint venture project.

In view of the evolving COVID-19 situation, the Ministry of Trade and Industry has downgraded Singapore's GDP growth forecast for 2020 to -0.5% to 1.5%. As such, we expect the Group's performance to be impacted by the uncertain operating environment. We will continue to exercise prudence in our operations and expenses, as we pursue tenders for infrastructure projects competitively and explore other feasible property development opportunities.

Acknowledgement

On behalf of the Board of Directors, we would like to express our appreciation to Mr. Koh Lian Huat and Mr. Chew Tuan Dong who have separately stepped down as Lead Independent Director and Executive Director on 23 April 2019 and 31 December 2019 respectively. We are grateful for their contribution and guidance towards the Group during their tenure and wish them all the best in their future endeavours. On the same note, we would like to welcome Mr Ng Seng Yoong who joined us on 17 December 2019 as general manager responsible for leading our core construction segment. We look forward to achieving greater success together for the Group.

Additionally, we would like to thank our directors, management and staff for their commitment and hard work towards the Group. We would also like to extend our gratitude to our customers, business partners and valued shareholders for their trust and support through this journey.

Ong Seh Hong

Independent Non-Executive Chairman

Chua Leong Hai

Executive Director and CEO

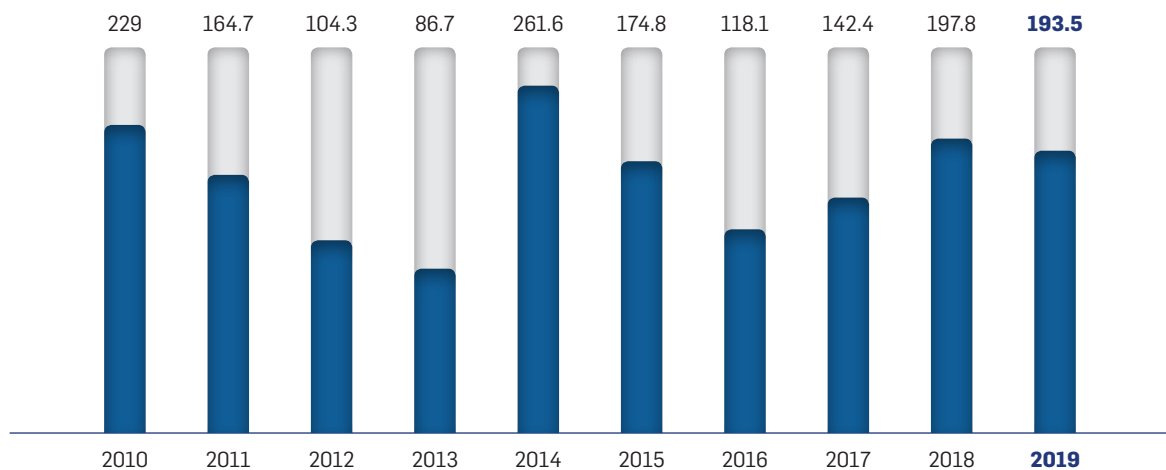
30 March 2020



FINANCIAL HIGHLIGHTS

Revenue

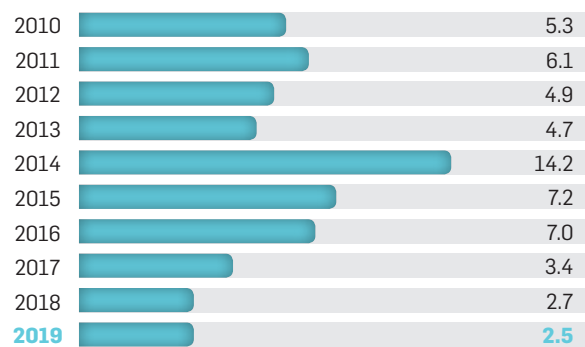
S\$ Million



Per Share Data

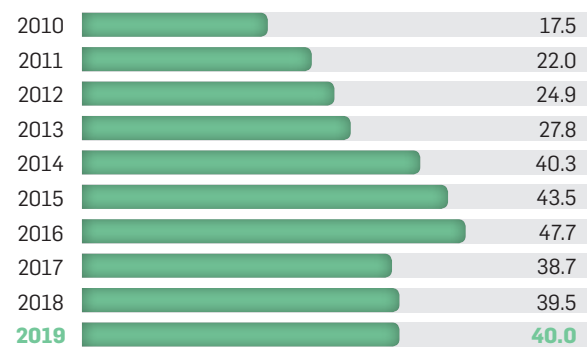
Basic Earnings per Share

Cents



Net Tangible Assets per Share

Cents



Dividend per share

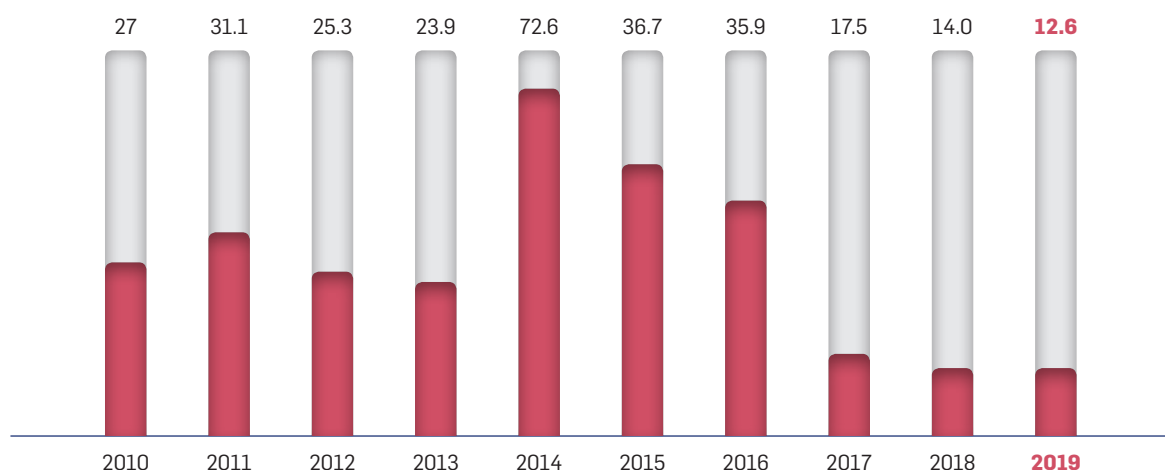
Cents



FINANCIAL HIGHLIGHTS

Net Profit

S\$ Million



Financial Positions

\$ In million	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Current Assets	195.1	243.2	399.9	344.3	354.7	292.6	305.1	272.7	258.0	235.0
Non-current Assets	21.8	32.0	38.2	33.8	44.3	48.9	64.7	63.7	84.7	89.0
Current Liabilities	126.8	163.0	172.2	198.6	192.4	104.4	110.9	123.9	140.4	115.4
Non-current Liabilities	0.7	0.0	138.7	37.6	1.2	15.5	15.5	15.1	0.1	2.9
Equity Attributable to Shareholders	89.4	112.2	127.2	141.9	205.4	221.6	243.3	197.4	202.2	205.7

Cash Flow Statement

\$ In million	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Net cash generated from / (used in) operating activities	34.6	31.8	-186.9	29.0	110.7	13.6	5.6	-0.9	16.7	7.4
Net cash (used in) / generated from investing activities	-5.0	-10.7	-8.9	-12.1	-6.9	-12.3	56.3	-8.6	-41.9	-3.3
Net cash generated from / (used in) financing activities	-7.6	-8.4	128.6	-25.7	-41.1	-9.9	-12.8	-64.2	-12.8	-20.7
Net increase / (decrease) in cash and cash equivalents	22.0	12.7	-67.2	-8.8	62.7	-8.6	49.1	-73.7	-38.0	-16.6
Effect of exchange rate change on cash and cash equivalents	-	-	-	-	-	-	-	-0.2	0.3	-0.2
Cash and cash equivalents at beginning of year	143.5	165.5	178.2	111.6	102.8	165.5	156.9	206.0	132.1	94.4
Cash and cash equivalents at end of year	165.5	178.2	111.8	102.8	165.5	156.9	206.0	132.1	94.4	77.6

OPERATIONS AND FINANCIAL REVIEW

FY 2019 compared with FY 2018 Performance and segmental review

Revenue was \$193.5 million, about 2% lower than last financial year, mainly due to the minimal sales from Property Development sector.

Civil Engineering segment recorded similar revenue as last financial year mainly due to the higher revenue recognised in view of the substantial completion of Stabling yard at Gali Batu project offset by lower construction activities for Changi Airport joint venture project.

The revenue from Property Development was \$0.8 million as compared to \$5.5 million for FY2018 due to the sales recognition for Shine@TuasSouth in August 2018 upon the completion of the project.

Gross profit increased by \$1.3 million (+6%) to \$22.0 million mainly due to cost savings from finalizing of accounts with certain subcontractors for substantial completion of Stabling yard at Gali Batu in November 2019. No significant gross profit was recorded for both property development and investment properties.

Administrative expenses decreased by \$0.4 million (-7%), as the sharing of the litigation expenses for the arbitration case for the Jalan Gali Batu Depot joint venture has reduced by about \$0.4 million.

Other income increased by \$0.9 million (+25%), mainly due to the higher rental income recorded for the unsold units at Shine@TuasSouth and Ark@Gambas of about \$0.7 million, interest income of \$0.4 million from joint venture project, offset by the lower interest income of \$0.2 million.

The loss in the fair value for investment securities was \$0.6 million, about 49% lower than last year, as the market conditions were relatively stable for the bonds holdings.

Other operating cost was \$1.9 million, increased by \$0.9 million (+85%) mainly due to the cost of the building maintenance for the unsold units at Shine@TuasSouth as the TOP was obtained in August 2018 and foreign exchange loss of \$0.2 million for the current year.

The \$2.8 million share of loss from joint ventures was mainly due to the construction cost of showflat and the borrowing cost for the Mattar Road

Revenue

In \$' million	FY 2019	%	FY 2018	%
Civil Engineering	192.4	99.4	192.1	97.1
Property Development	0.8	0.4	5.5	2.8
Investment Properties	0.3	0.2	0.2	0.1
	193.5	100.0	197.8	100.0

Gross Profit

In \$' million	FY 2019	FY 2018
Civil Engineering	21.8	19.1
Property Development	0.1	1.5
Investment Properties	0.1	0.1
	22.0	20.7

residential project. Same period last year was a share of profit of \$1.2 million, mainly arising from the recognition of cost saving from the finalizing of account with the main contractor for the Skywoods joint venture project.

The effective tax rate is higher than the Singapore corporate tax rate as deferred tax asset was not recognised to unutilised tax loss and higher non-deductible expenses such as depreciation on warehouse, fair value loss on the quoted bonds.

Profit before taxation reduced by \$1.4 million (-8%) to \$16.5 million, resulting mainly from the higher gross profit offset by the higher other operating cost and share of loss from joint ventures.

Financial position and cash flow review

Property, plant and equipment has reduced by \$5.7 million mainly due to the depreciation charges and no major acquisition of capital assets for FY2019.

Deferred tax assets has increased by \$3.1 million to \$4.1 million, mainly due to the general maintenance and defects rectification cost provided for the substantial completed projects in FY2019 which is tax deducted only upon actual cost incurred.

Amount due from joint venture (+\$7.8 million) and investment in Joint Venture was mainly due to the Mattar Road residential project.

Decrease in investment securities (both current and non-current) by \$2.8 million,

was mainly due to the \$8.1 million redemption of the corporate bonds, \$0.6 million impairment and revaluation loss, offset by the new addition of \$5.8 million corporate bonds or equities.

The development properties of about \$101.0 million mainly comprised the cost for the unsold units at Shine@TuasSouth.

Current liabilities reduced by \$24.6 million to \$115.4 million mainly due to the \$27.5 million decrease in contract liabilities as progress payment received in advance from customer was recognized as revenue with the construction projects substantially completed and with repayment of bank loan of \$11.5 million. This was partially offset by the higher provisions of \$18.1 million for the maintenance and warranty cost for completed projects in FY2019.

Non-current liabilities mainly comprised of the long term payable of deposit received for leasing of units at Shine@TuasSouth and accumulated loss in excess of investment in joint venture.

Cash and short term deposits reduced by \$16.6 million to \$77.6 million as at 31 December 2019. The decrease was mainly due to the repayment of bank borrowing of \$11.5 million, additional shareholders loan extended to joint venture of about \$7.7 million, dividend payment of \$9.2 million, which is partially offset by the positive cash flow generated from the operating activities of \$7.0 million and net proceeds (redemption exceeded new investment) of \$2.2 million for the investment securities and interest income of \$1.4 million.

BOARD OF DIRECTORS

ONG SEH HONG

NON-EXECUTIVE CHAIRMAN
INDEPENDENT DIRECTOR

Date of first appointment as a director	23 September 2011
Date of last re-election as a director	25 April 2018
Length of service as Director (as at 31 December 2019)	8 years 3 months

Board committees served on

• Audit and Risk Management Committee	(Member)
• Nominating Committee	(Member)
• Remuneration Committee	(Chairman)
• Board Safety Committee	(Member)

Academic & Professional Qualifications

- Bachelor of Medicine and Bachelor of Surgery (MBBS);
- Master of Science in Applied Finance from the National University of Singapore;
- Member of the Royal College of Psychiatrists in the United Kingdom;
- A fellow of The Academy of Medicine, Singapore

Present Directorships in other listed companies (as at 31 December 2019)

- Dyna-Mac Holdings Ltd
- Zhongmin Baihui Retail Group Ltd

Past Directorships in listed companies held over the preceding 3 years

- Nil

Background and experience

- Dr Ong is currently a practising psychiatrist.
- Prior to this, Dr Ong was the clinical director and chief operating officer of the Ren Ci Hospital & Medicare Centre, and Ren Ci Community Hospital.
- He held the position of vice president (corporate services) of GIC Special Investments Private Limited, a unit of the Government of Singapore Investment Corporation.
- He was a Member of Parliament from 2001 to 2011.

Family relationship with existing director, executive officer or substantial shareholders of the Company or any of its principal subsidiaries

- Nil

CHUA LEONG HAI

EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

Date of first appointment as Director	20 May 2009
Date of last re-election as a director	23 April 2019
Length of service as Director (as at 31 December 2019)	10 years 7 months

Board committees served on

- Nominating Committee (Member)

Academic & Professional Qualifications

- Diploma in Management Studies from National Taiwan University (Graduate Institute of Business Administration in association with The National Productivity Board Singapore)

Present Directorships in other listed companies (as at 31 December 2019)

- Nil

Past Directorships in listed companies held over the preceding 3 years

- Nil

Background and experience

- Mr Chua is the founder of the Group and is instrumental in growing the company from a small construction outfit to one listed on Singapore's main board.

Family relationship with existing director, executive officer or substantial shareholders of the Company or any of its principal subsidiaries

- Mr Chua is a controlling shareholder of the Company, with direct interest of 37.86% in the total issued shares of the Company as at 31 December 2019.
- Mr Chua is the father of Ms Chua Siok Peng, an executive director of the Company.

BOARD OF DIRECTORS

KHOR POH HWA

NON-EXECUTIVE INDEPENDENT DIRECTOR

Date of appointment as Director	30 November 2009
Date of last re-election as a director	23 April 2019
Length of service as Director (as at 31 December 2019)	10 years 1 month

Board committees served on

• Audit and Risk Management Committee	(Member)
• Nominating Committee	(Chairman)
• Remuneration Committee	(Member)
• Board Safety Committee	(Chairman)

Academic & Professional Qualifications

- Bachelor of Engineering (Civil), University of Singapore;
- Master of Science (Civil Engineering), National University of Singapore;
- Professional Engineering (Civil).

Present Directorships in other listed companies (as at 31 December 2019)

- Keppel Telecommunications & Transportation Ltd

Past Directorships in listed companies held over the preceding 3 years

- Nil

Background and experience

- Mr Khor has extensive experience in infrastructure development projects in transportation, civil engineering and buildings.
- He led the corporatisation of Singapore Public Works Department in 1999 and became the Chief Executive Officer of the new entity, CPG Corporation Pte. Ltd.
- He retired from CPG Corporation Pte Ltd in 2005 and served as its senior adviser until 2008.

Family relationship with existing director, executive officer or substantial shareholders of the Company or any of its principal subsidiaries

- Nil

HOON TAI MENG

NON-EXECUTIVE INDEPENDENT DIRECTOR

Date of appointment as Director	1 October 2018
Date of last re-election as a director	23 April 2019
Length of service as Director (as at 31 December 2019)	1 year 3 months

Board committees served on

• Audit and Risk Management Committee	(Chairman)
• Nominating Committee	(Member)
• Remuneration Committee	(Member)
• Board Safety Committee	(Member)

Academic & Professional Qualifications

- Bachelor of Commerce (Accountancy) from Nanyang University;
- Bachelor of Laws from the University of London;
- Fellow Member of the Institute of Singapore Chartered Accountants;
- Fellow Member of the Chartered Institute of Management Accountants (United Kingdom);
- a Fellow Member of the Association of Chartered Certified Accountants (United Kingdom); and
- a Barrister-at-Law (Middle Temple, United Kingdom).

Present Directorships in other listed companies (as at 31 December 2019)

- Pavillon Holdings Ltd,
- Sin Ghee Huat Corporation Ltd and
- Koufu Group Limited.

Past Directorships in listed companies held over the preceding 3 years

- Chip Eng Seng Corporation Ltd

Background and experience

- Mr Hoon is a Senior Consultant of RHTLaw TaylorWessing LLP.
- He was formerly a partner with M/s KhattarWong from June 2007 to June 2011.
- Besides having around 15 years of experience in legal practice, he also has approximately 20 years of experience in financial planning and management, audit and tax functions.

Family relationship with existing director, executive officer or substantial shareholders of the Company or any of its principal subsidiaries

- Nil

BOARD OF DIRECTORS

KEE GUAN CHUA

EXECUTIVE DIRECTOR

Date of first appointment as Director	26 March 2012
Date of last re-election as a director	25 April 2017
Length of service as Director (as at 31 December 2019)	7 years 9 months

Board committees served on

- Nil

Academic & Professional Qualifications

- Technician Diploma in Building from Singapore Polytechnic

Present Directorships in other listed companies (as at 31 December 2019)

- Nil

Past Directorships in listed companies held over the preceding 3 years

- Nil

Background and experience

- Mr Kee is the head of the Contracts Department.
- He has been with our Group since 1983 and his current responsibilities include estimating project cost, project tenders, sourcing for building materials, evaluation and procurement of contracts for supply and sub-contracting works and variations.

Family relationship with existing director, executive officer or substantial shareholders of the Company or any of its principal subsidiaries

- Nil

CHUA SIOK PENG

EXECUTIVE DIRECTOR

Date of first appointment as Director	15 December 2015
Date of last re-election as a director	25 April 2018
Length of service as Director (as at 31 December 2019)	4 years 1 month

Board committees served on

- Nil

Academic & Professional Qualifications

- Bachelor of Arts (Architecture) from National University of Singapore;
- Graduate Diploma in Architecture from The Bartlett School, University College London (2000) and
- Master of Business Administration from the National University of Singapore

Present Directorships in other listed companies (as at 31 December 2019)

- Nil

Past Directorships in listed companies held over the preceding 3 years

- Nil

Background and experience

- Miss Chua is the Head of the Property Development division and also in charge of business development.
- Siok Peng is a UK registered professional architect with extensive work experience in both UK and Singapore before joining the Group in 2012.

Family relationship with existing director, executive officer or substantial shareholders of the Company or any of its principal subsidiaries

- Ms Chua is a substantial shareholder of the Company, with direct interest of 5.1% in the total issued shares of the Company as at 31 December 2019.
- Ms Chua is the daughter of Mr Chua Leong Hai, executive director and chief executive officer of the Company.

EXECUTIVE OFFICERS

CHUA SEY KOK

Technical Director

Chua Sey Kok joined the Group as Technical Director in July 2014. Mr Chua plays a strategic role in planning/development of the infrastructure business and provide guidance and leadership to the construction and tendering team. Mr Chua is currently the Senior Project Director for the Changi JV Project.

He has more than 35 years of experience in the civil engineering and building industry, of which, he has over 17 years of experience in managing engineering teams in large scale infrastructure projects. He had worked in Singapore, China, Indonesia and Vietnam.

He holds a bachelor degree in Civil Engineering (Honours) and Master Degree in Science (Civil Engineering) from the National University of Singapore. He is also a registered professional engineer in civil engineering of the Singapore Professional Engineers Board.

NG SENG YOONG

General Manager

Ng Seng Yoong joined the Group as General Manager in December 2019. Mr Ng is responsible to oversee the civil infrastructure projects of the Group and to identify new business opportunities. He has more than 35 years of working experience both in Statutory Board and private companies, of which more than 16 years in HDB and LTA. He has held various senior executive position with established construction companies in Singapore such as Sembcorp Construction- KTC Group, OHL (Singapore Branch) S.A. L&M Foundation Specialist Pte Ltd, Sembawang Engineers and Constructors Pte Ltd.

Mr Ng graduated with a Bachelor of Science in Civil Engineering degree from National University of Singapore. He is also a registered Professional Engineer in Singapore, a Senior Member of the Institution of Engineers Singapore and a Honourable Life Member of Tunnel and Underground Construction Society Singapore.

FONG KAM WAI

Project Director

Fong Kam Wai joined our Group since 1985. He was appointed as a Director for Hock Lian Seng Infrastructure Pte Ltd in 2012. He is responsible for the overall planning and coordination of projects, ensuring the projects are completed within the allocated budget and is in charge of schedule and quality standards.

Since joining our Group, he has been involved in many infrastructure projects such as the construction of overhead bridge crane superstructure and foundation for New Container Terminal at Pasir Panjang, construction of aircraft parking aprons, associated taxiways for the extension of Terminal 1, 2, 3 and 4 for Singapore Changi Airport, reclamation of sea and construction of viaduct at Marina Coastal Expressway.

He is currently the Project Director for Changi JV Projects on upgrading of Runway #2 and connecting new Taxiways for future Terminal 5. He has extensive experience in the field of engineering and construction works.

Mr Fong holds a Bachelor of Engineering from the National University of Singapore.

ONG HONG KIAT

Project Director

Ong Hong Kiat joined our Group in April 2008. Since joining our Group, he has been involved in the Marina Bay Station Project, Gali Batu Depot Project, Maxwell MRT Project, Ark&Gambas and Shine@Tuas South Industrial Building Projects and held the position of Construction Manager, Deputy Project Manager and Project Manager accordingly. He is responsible for the planning and execution of project ensuring that the project is completed on time and within budget. He is currently the Project Director for the Stabling Yard Project for Gali Batu Depot.

He has acquired extensive experience in civil engineering and building projects. He holds a bachelor degree in Civil Engineering (Honours Class 2 Upper Division) from the University of Malaya.

ANG KWEE HONG

Contract Manager

Ang Kwee Hong is our Contract Manager. She joined our Group as a quantity surveyor from 1991 to 2005 and was primarily responsible for tender works, negotiating pre-contracts and post-contracts and the administration of HLS Infrastructure. She was appointed as the Contract Manager of our Group in 2006. Ms Ang obtained a Technician Diploma in Building from the Singapore Polytechnic in 1982.

CHONG LEE YIN

Chief Financial Officer

Chong Lee Yin is our Chief Financial Officer. She joined our Group in 2008. She is responsible for the accounting, financial and tax related matters of our Group. She has about 20 years of financial and accounting experience working for companies in the chemical and construction industries. She graduated from the National University of Singapore with a Bachelor of Accountancy and is a member of the Institute of Singapore Chartered Accountants.

CORPORATE GOVERNANCE REPORT

The Board of Directors ("**Board**") and the management ("**Management**") of Hock Lian Seng Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") are committed to achieve good standard of corporate governance and business conduct in order to protect the interest of shareholders. The Board and Management are mindful of the tenets of good governance that includes accountability, transparency and sustainability. The Company believes that embracing such efforts are more likely to engender investor confidence and achieving long-term sustainable business performance.

This report sets out the Company's corporate governance practices and activities in respect of the financial year ended 31 December 2019 ("**FY2019**") in relation to each of the principles of the Singapore Code of Corporate Governance 2018 (the "**Code**") which supersedes the existing Code of Corporate Governance issued in 2012, and where applicable, the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Company seeks to comply with the best practices as outlined in the Code where applicable, feasible and practical to the Group any deviations from the Code are explained in this report.

Board of Matters

The Board's Conduct of Affairs

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

The Board's primary role is to protect and enhance long-term shareholder value by establishing a framework of prudent and effective controls in managing risks. To fulfill this role, the Board is responsible for the overall corporate governance of the Group including setting its strategic direction, establishing goals for the Management and monitoring the achievement of these goals. As part of its responsibility in discharging its duty, the Board also performs the following roles:-

- (a) reviewing the performance of Management by establishing Management's goals and monitoring the achievement of those goals and ensure transparency and accountability;
- (b) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- (c) approving major funding proposals, investment and divestment proposals of the Group;
- (d) establish a framework of prudent and effective controls which enable risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets;
- (e) identify the key stakeholder groups and recognise that their perceptions affect the Company's reputation;
- (f) setting the Company's values and standards (code of conduct and ethical standards) to uphold good corporate governance; and
- (g) ensuring that obligations to shareholders and other stakeholders are understood and met in order to achieve sustainability.

All Directors discharge their duties and responsibilities objectively at all times as fiduciaries in the interest of the Company. The Board puts in place a code of conduct and ethics, set desired organisational culture and ensure proper accountability within the Group. The Board has clear policies and procedures for dealing with conflict of interest. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

CORPORATE GOVERNANCE REPORT

Training and Development of Directors

All Directors have many years of corporate experience and are familiar with their duties and responsibilities as Directors. Upon appointment, each Director will receive a letter of appointment explaining his duties and obligations as a member of the Board. In addition, orientation briefings are arranged for newly appointed Directors to familiarise them on the business activities of the Group and its strategic directions, as well as their duties and responsibilities as Directors. Our Directors are provided with extensive background information about our Group's history, mission, values and business operations. The Board is also kept abreast regularly on new laws, regulations and commercial developments by the Management and its appointed professionals. The Chairman will make the necessary arrangements for the briefings, informal discussions or explanations required on key aspects to gain insight for better understanding of the Group's business and operations.

In addition, the Directors of the Company are encouraged to attend appropriate or relevant courses, conferences and seminars conducted by professional organisations. The Company may fund the appropriate training and development programmes for the Directors. Changes to regulations and accounting standards are monitored closely by the Management. The Board has received updates on changes in listing rules, regulatory requirements, corporate governance guidelines and best practices on regular basis.

Matters Requiring Board Approval

The Board's approval is required for decisions involving areas such as strategic plans, key operational initiatives, material acquisition and disposal of assets, capital-related matters including financial re-structure, market fund-raising, share issuances, interim dividends and any investment or expenditures exceeding set material limit.

While matters relating in particular to the Company's objectives, strategies and policies require Board's direction and approval, the Management is responsible for the day to day operation and administration of the Company in accordance with the objectives, strategies and policies set by the Board.

Board Processes

To assist the Board in the discharge of its responsibilities, the Board has established four Committees namely, the Audit and Risk Management Committee ("**ARMC**"), the Remuneration Committee ("**RC**"), the Nominating Committee ("**NC**") and the Board Safety Committee ("**BSC**"). These Committees function within clearly written terms of reference and operating procedures, compositions, authorities and duties, including reporting back to the Board, which are reviewed on a regular basis.

The schedule of all Board and Board Committee meetings for a calendar year is usually given to all Directors well in advance. Besides the scheduled quarterly Board meetings, the Board meets on an ad-hoc basis as warranted by particular circumstances. Board meetings will be convened when they are deemed necessary, to review the Group's operations, conduct strategic review of the business affairs and address other specific significant matters that arise. The Company's Constitution provides for meetings of the Directors to be held by means of telephone conference or other methods of simultaneous communication by electronic or telegraphic means. The Board also approves transactions through circular resolutions which are circulated to the Board together with all relevant information to the proposed transaction.

CORPORATE GOVERNANCE REPORT

The agenda for meetings is prepared in consultation with the Non-Executive Chairman and the CEO. The agenda and documents are circulated in advance of the scheduled meetings. The Board and Board Committee meetings held during the financial year and the attendance of Directors at the meetings are set out as follows:

	Board	Audit and Risk Management Committee	Nominating Committee	Remuneration Committee
Number of Meetings Held	4	4	2	1
Attendances				
Ong Seh Hong	4	4	1	–
Chua Leong Hai	4	–	2	–
Chew Tuan Dong [#]	4	–	–	–
Chua Siok Peng	4	–	–	–
Kee Guan Chua	4	–	–	–
Koh Lian Huat [*]	1	1	–	–
Khor Poh Hwa	4	4	2	1
Hoon Tai Meng	4	4	2	1

* Mr Koh Lian Huat has retired on 23 April 2019.

Mr Chew Tuan Dong has resigned on 31 December 2019.

Director's time commitment

Despite some of the Directors having multiple Board representations, the NC had reviewed the Directorship of the Directors and is satisfied that these Directors are able to ensure that sufficient time and attention are given to the affairs of the Company and have adequately carried out their duties as Directors of the Company after taking into consideration the number of listed company Board representations and other principal appointments of these Directors.

Currently, the NC and Board do not limit the maximum number of listed Board representations which any Director may hold as long as each of the Board members is able to commit his or her time and attention to the affairs of the Company. The NC and Board believe that each individual director is best placed to determine and ensure that he or she is able to devote sufficient time and attention to discharge his or her duties and responsibilities as a Director of the Company, having regard to his or her other commitments.

Access to Information

The Directors are provided with Board papers and related materials, background or explanatory information in advance of each Board Meeting to enable them to be properly informed of matters to be discussed and/or approved, as well as ongoing reports relating to operational and financial performance of the Group. Directors are also informed of any significant developments or events relating to the Group. In addition, the Directors are entitled to request from Management such additional information as needed to make informed decisions. Management ensures that any additional information requested for is provided to the Directors in a timely manner.

The Company Secretary and Other Professional Advisers

Board members have separate and independent access to the Company Secretary at all times. The Company Secretary or his/her representative will attend all meetings of the Board and Board Committees and assists in ensuring that relevant procedures are followed and reviewed such that the Board and Board Committees operate effectively. The decision to appoint or remove the Company Secretary is made by the Board as a whole.

CORPORATE GOVERNANCE REPORT

Should Directors, whether as a group or individually, need independent professional advice to enable them to discharge their duties, the Company, subject to the approval of the Board, will appoint a professional advisor to render advice at the cost of the Company.

Board Composition and Guidance

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

As at the date of this report, the Board currently comprises 6 Directors of whom 3 are independent Directors. The Board assesses the independence of each Director in accordance with the guidance provided in the Code. The criteria for independence are based on the definition given in Provision 2.1 of the Code. There is a fairly strong independent element on the Board, with independent Directors constituting half of the Board. No individual or group of individuals dominates the Board's decision making. In addition, the roles of a Chairman and the Chief Executive Officer ("**CEO**") are assumed by different persons and the Chairman is an Independent Director, as such the NC will continue to review and monitor the requirement of the majority Non-Executive Directors to be in line with the provision of the Code.

The NC reviews annually whether a Director or potential candidate for the Board is considered an independent director having regard to the Code's definition of an "independent director" and guidance as to the relationships, the existence of which would deem a Director not to be independent (Principle 2). Under the Code, an independent director is one who is independent in conduct, character and judgment, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers, that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. Under the SGX-ST Listing Manual a Director will not be deemed independent if he is employed by the Company or its related corporations for the current or any of the past three financial years, or if he has an immediate family member who is employed or has been employed by the Company or its related corporations for the past three financial years, and whose remuneration is determined by the Company's RC.

The Directors complete a declaration of independence annually which is reviewed by the NC. The NC determines annually, and as and when circumstances require, if a Director is independent. Based on the declarations of independence of the Directors, and having regard to the circumstances set forth in Provision 2.1 of the Code, Rule 210(5)(d) of the SGX-ST Listing Manual, the NC and the Board have determined that there are three independent Directors on the Board, namely: Dr Ong Seh Hong, Mr Hoon Tai Meng and Mr Khor Poh Hwa.

Although Mr Khor Poh Hwa ("**Mr Khor**"), have served on the Board for more than nine years from the date of his first appointments, the NC rigorously reviewed his past contributions to the Group and considered that he is independent in character and judgement and there was no circumstance which would likely affect or appear to affect his judgement.

The opinion was arrived at after careful assessment by the NC and the Board and the rigorous review comprised a review of, but not limited to, the following factors: (a) the length of services of Mr Khor have not compromised the objectivity of Independent Directors and their commitments and abilities to discharge their duties as Independent Directors; (b) the abilities of Independent Directors to continue exercising independent judgements in the best interests of the Company; (c) the abilities of Independent Directors to express his objectives and independent views during Board and Board Committee meetings; and (d) Independent Directors, through their years of involvements with the Company, has gained valuable insights and understandings of the Group's business and together with his diverse experiences and expertise, have contributed and will continue to contribute effectively as Independent Director by providing impartial and autonomous views at all times. The Group would continue to build on the acquired experience and expertise by preserving continuity and stability within the Group through orderly succession.

CORPORATE GOVERNANCE REPORT

Board Diversity

The Board comprises of Directors who possess the core competencies, experience and knowledge in business, finance and management skills critical to the Group's business and that each Director brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made. The Directors, having reviewed the composition of the Board, are satisfied that the present size and composition of the Board is effective for decision making.

The key information regarding Directors such as academic and professional qualifications, board committees served, Directorships or chairmanships both present and past held over the preceding three years in other listed companies and other major appointments, whether the appointment is executive or non-executive can be found under the "Board of Directors" section of the Annual Report.

Although the Company has yet to adopt a board diversity policy, the Company has embraced all aspects of diversity in the current Board composition, including of gender diversity.

Non-Executive and Independent Directors of the Board exercise no management functions but have equal responsibility for the performance of the Group, the role of the Non-Executive and Independent Directors are particularly important in ensuring that the strategies proposed by the Management are constructively challenged, taking into account the long-term interests, not only of the shareholders, but also of employees, customers, suppliers and the communities in which the Group conducts business. The Independent Directors help to develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting performance. When necessary, the Independent Non-Executive Director will meet and discuss on the Group's affairs without the presence of the Management and feedback on issues discussed is thereafter provided to the Chairman of the Board.

To-date, none of the independent Directors of the Company has been appointed as Director of the Company's principal subsidiary, which is based in Singapore.

Chairman and Chief Executive Officer

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

There is clear separation of responsibilities between the Chairman and CEO, which ensures that there is an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision-making. The role of the Chairman is assumed by Dr Ong Seh Hong.

The Independent Non-Executive Chairman, amongst his other duties, schedules and chairs Board meetings and, with the assistance of the Company Secretary and Executive Directors, prepares Board agenda as well as controls the quality, quantity and timeliness flow of information between Management to the Board, promoting effective communication with the Company's shareholders. The Chairman is also responsible for the workings of the Board and ensures the integrity and promoting his standard of corporate governance with full support of the Directors and management.

Mr Chua Leong Hai is the CEO of the Company. He is the founder of the Group and has played an instrumental role in developing the business since its establishment. He has considerable industry experience and business network and has also provided the Group with strong leadership and vision. The CEO and Executive Directors, assisted by the various functional Directors and senior management, manage and are responsible for the Group's day-to-day operations and business.

CORPORATE GOVERNANCE REPORT

Board Membership and Performance

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

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

As at the date of this report, the NC comprises the following members, the majority of whom are independent and non-executive:-

Mr Khor Poh Hwa	Chairman and Independent Director
Dr Ong Seh Hong	Member and Independent Director
Mr Hoon Tai Meng	Member and Independent Director
Mr Chua Leong Hai	Member and CEO

The principal functions of the NC include:-

- determining the process for search, nomination, selection and appointment of new board members and being responsible for assessing nominees or candidates for appointment or election (including alternate director, if any) to the Board, determining whether or not such nominee has the requisite qualifications and whether or not he/she is independent;
- determining, on an annual basis, if a Director is independent. If the NC determines that a Director, who has one or more of the relationships mentioned under the Code is in fact independent, the Company will disclose in full, the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent. The NC may at its discretion determine a Director as non-independent even if he has no business or, other relationships with the Company, its related companies or its officers;
- recommending Directors who are retiring by rotation to be put forward for re-election, having regard to the Director's contribution and performance;
- reviewing of training and professional development programmes for the Board and its Directors;
- reviewing and deciding whether or not a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when he/she has multiple board representations and having regard to the competing time commitments that are faced by the Director when serving on multiple boards;
- assessing the effectiveness of the Board as a whole, its Board committees and assessing the effective contribution and commitment of each individual Director to the effectiveness of the Board. The results of the performance evaluation will be reviewed by the Chairman and the assessment shall be carried out annually;
- deciding how the Board's performance may be evaluated and propose objective performance criteria, subject to the approval of the Board, which allow for comparison with industry peers and which address how the Board has enhanced long-term shareholders' value; and
- reviewing and approving any new employment of related persons and the proposed terms of their employment.

The NC meets at least once a year and at other times as required. The Regulation 97 of the Constitution provides that at least one-third of the Directors shall retire from office and are subject to re-election at every Annual General Meeting ("**AGM**"). All Directors are required to retire from office at least once every three years. A newly appointed Director must also subject himself or herself for retirement and re-election at the next AGM immediately following his or her appointment in accordance to the Regulation 101 of the Constitution. The shareholders approve the election of Board members at the AGM.

CORPORATE GOVERNANCE REPORT

Succession Planning

The NC regards succession planning as an important part of corporate governance and has an internal process of succession planning for the Chairman, Directors, the CEO and senior Management, to ensure the progressive and orderly renewal of the Board and key executives.

Board Performance

For FY2019, the NC evaluated the Board as a whole and its Board committees as well as the individual Directors. The areas for the Board and Board committees' performance evaluation cover from Board Structure, Conduct of Meetings, Corporate Strategy and Planning and Risk Management to Internal Control. In evaluating the performance of the individual Directors, the NC considers, amongst others, the Directors attendance, contribution and participation at the Board and Board committee meetings. No external facilitator was engaged during the reporting financial year.

Appointment and Re-nomination of Directors

When selecting new Directors, the NC takes into consideration the skills and experience required and the current composition of the Board, and strives to ensure that the Board has an appropriate balance of independent Directors as well as Directors with the right profile of expertise, skills, attributes and experience.

Currently, the Company does not have any alternate Director.

The NC has recommended to the Board that Mr Kee Guan Chua and Ms Chua Siok Peng be nominated for re-election at the forthcoming AGM in accordance to Regulation 97 of the Constitution of the Company. In this regard, the NC having considered the directors' overall contributions and performance as well as the attendance and participation of these Directors at the Board and Board Committee meetings, has recommended to the Board for their re-elections. The retiring Directors, Mr Kee Guan Chua and Ms Chua Siok Peng being eligible, have offered themselves for re-election at the forthcoming AGM. The Board has concurred with the NC's recommendation. The details of the Directors seeking for re-election are found on page 118 of this Annual Report.

Each member of the NC shall abstain from voting on any resolutions and making recommendations and/or participating in any deliberations of the NC in respect of the assessment of their respective performance, independence or re-nomination as a Director.

Remuneration Matters

Procedures for Developing Remuneration Policies

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

As at the date of this report, the RC comprises the following members, all of whom are independent non-executive Directors:-

Dr Ong Seh Hong	Chairman and Independent Director
Mr Khor Poh Hwa	Member and Independent Director
Mr Hoon Tai Meng	Member and Independent Director

CORPORATE GOVERNANCE REPORT

The principal responsibilities of the RC are set out in the terms of reference and its key functions include:–

- reviewing and recommending to the Board, a framework of remuneration and to determine the specific remuneration packages and terms of employment for Directors, the CEO, senior management of the Group and employees related to Directors or controlling shareholders of the Group;
- reviewing the service contracts of the executive Directors; and
- administering the Hock Lian Seng (“HLS”) Employee Share Option Scheme and HLS Performance Share Plan.

The RC meets at least once a year and at other times as required. No Director is involved in deciding his or her own remuneration, except in providing information and documents if specifically requested by the RC to assist in its deliberations.

The RC’s review covers all aspects of remuneration, including Directors’ fees, salaries, allowances, bonuses, share option scheme, share based incentives and awards and benefits-in-kind. The RC’s recommendations are submitted for endorsement by the entire Board.

The RC members are knowledgeable in the field of executive compensation and also have access to expert advice from external consultants, where necessary. No external expert advice was engaged by the Company in FY2019.

In setting out the remuneration packages, the RC would take into consideration pay and employment conditions within the industry and in comparable companies. The remuneration packages should take into account the Company’s relative performance and the performance of the individual Directors and key management personnel.

The Directors’ fees to be paid for any one (1) year are submitted for shareholders’ approval at the AGM.

In reviewing the service agreements of the executive Directors and key management personnel of the Company, the RC will review the Company’s obligations arising in the event of termination of these service agreements, to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoids rewarding poor performance.

Level and Mix of Remuneration

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

The objective of the Group’s remuneration policy is to ensure that the level and structure of the remuneration are aligned with the long-term interests and risk policies of the Company, and that the remuneration is able to attract, retain and motivate the Board to provide good stewardship for the Company and Senior Management to successfully manage the Company and the Group as a whole.

Non-executive Directors are paid a fixed fee, taking into account the effort, time spent and responsibilities of each Non-Executive Director. The fees of Non-Executive Directors are subject to shareholders’ approval at the AGM. Non-Executive Directors should not be over-compensated to the extent that their independence may be compromised and no Director is involved in deciding his own remuneration.

CORPORATE GOVERNANCE REPORT

The Executive Directors do not receive Directors' fees. The remuneration packages of the Executive Directors and the key management personnel are governed by their respective service agreements and comprise primarily a basic salary component and a variable component which is the bonuses and other benefits. Having reviewed and considered the variable components of remuneration of the Executive Directors and key management personnel, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions in the terms of employment to reclaim incentive components of their remuneration in exceptional circumstances of misstatement of financial results or of misconduct resulting in financial loss to the Group.

Disclosure of Remuneration

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

Directors of Company	Fixed component ¹	Variable component ²	Directors' Fees	Total Compensation
	%	%	%	%
\$750,000 to \$1,000,000				
Chua Leong Hai	60	40	–	100
\$250,000 to \$500,000				
Chew Tuan Dong	93	7	–	100
Chua Siok Peng	76	24	–	100
Below \$250,000				
Hoon Tai Meng	–	–	100	100
Kee Guan Chua	74	26	–	100
Khor Poh Hwa	–	–	100	100
Koh Lian Huat	–	–	100	100
Ong Seh Hong	–	–	100	100

Notes:

1. Fixed component refers to base salary earned, allowances, benefits in kind and employer CPF.
2. Variable component refers to variable bonus, performance bonus and employer CPF.
3. Value of the shares awarded has been included in the "Variable component".

In view of confidentiality of remuneration matters, the Board believes that it is in the best interests of the Company and the Group not to disclose the exact remuneration of the Directors in the annual report and the disclosure based on the above remuneration bands is appropriate.

CORPORATE GOVERNANCE REPORT

Remuneration of the Key Management Personnel

Remuneration paid or accrued to the top five key executives (who are not Directors nor the CEO) for FY2019 is as follows:-

Key Executives of Company	Fixed component ¹ %	Variable component ² %	Total Compensation %
\$250,000 to \$500,000			
First Executive	82	18	100
Second Executive	75	25	100
Third Executive	75	25	100
Fourth Executive	77	23	100
Below \$250,000			
Fifth Executive	83	17	100

Notes:

1. Fixed component refers to base salary earned, allowances, benefits in kind and employer CPF
2. Variable component refers to variable bonus, performance shares and employer CPF

Due to the highly competitive industry conditions coupled with the confidentiality and sensitivity of remuneration matters, the names of the these key management personnel are not disclosed.

The aggregate of the total remuneration paid to the above key management personnel for FY2019 was \$1,378,000.

Remuneration of Employees who are substantial shareholders of the Company, or are immediate family members of a Director or the CEO or a substantial shareholder of the Company and whose remuneration exceed S\$100,000 are listed below:-

Remuneration Bands	Relationship to Directors or the CEO
S\$100,001 to S\$150,000	
Chua Hua Hong	Brother of Chua Leong Hai and uncle of Chua Siok Peng

Save as disclosed above, no employee of the Group, whose remuneration exceeded S\$100,000 during FY2019, was a substantial shareholder, or an immediate family member of a Director or the CEO or a substantial shareholder of the Company.

For FY2019, there were no termination, retirement and post-employment benefits granted to Directors, the CEO and the top key management personnel (who are not Directors or the CEO).

Employee share schemes

The Company has adopted a share option scheme known as the "HLS Employee Share Option Scheme" ("**Scheme**") and a performance share plan known as the "HLS Performance Share Plan" ("**Plan**"), both of which were approved at an Extraordinary General Meeting ("**EGM**") of the Company's duly held on 1 December 2009. The RC is responsible for the administration of the share-based remuneration plans.

The Company has not granted any options since the date of approval of the Scheme.

CORPORATE GOVERNANCE REPORT

The Company has not awarded any shares under the Plan in FY2019, as at the end of FY2019, total awards have been granted under the Plan as follows:

Name of participants	Number of shares comprised in awards during FY2019 (including terms)	Aggregate number of shares comprised in awards from commencement of Plan to end of FY2019	Number of shares comprised in awards which have been issued and/or transferred since commencement of Plan to end of FY2019	Number of shares comprised in awards not vested as at end of FY2019
Director – Chew Tuan Dong*	–	50,000	50,000	Nil
Director – Kee Guan Chua	–	105,000	105,000	Nil
Other employees	–	1,970,000	1,970,000	Nil

* Mr Chew Tuan Dong has resigned with effect from 31 December 2019.

No grant of awards to controlling shareholders and their associates who are employees or Independent Directors as they are not eligible to participate in the Plan.

The Scheme and Plan has expired on 30 November 2019. The RC will review and recommend any new scheme if it deems necessary.

Accountability and Audit

Risk Management and internal controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board has overall responsibility for the governance of the Group's risk management and internal controls. The Board and Management of the Company are fully committed to maintaining sound risk management and internal control systems to safeguard shareholders' interests and the Group's assets. The Board determines the Company's levels of risk tolerance and risk policies, and oversees Management in the design, implementation and monitoring of the risk management and internal control systems. The ARMC monitors and assists the Board in determining the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. Please refer to "Risk Management" and "internal controls" sections for more details.

For FY2019, the Board has received assurances from Mr Chua Leong Hai (Executive Director and CEO) and Ms Chong Lee Yin (Chief Financial Officer) that:-

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

In addition, the CEO and the key management personnel have also given assurance to the Board that:-

- (b) the Group's risk management and internal control systems are adequate and effective in addressing the financial, operational, compliance and information technology risks.

CORPORATE GOVERNANCE REPORT

Audit Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

As at the date of this report, the ARMC comprise the following members, all of whom are independent non-executive Directors:-

Hoon Tai Meng*	Chairman and Independent Director
Khor Poh Hwa	Member and Independent Director
Ong Seh Hong	Member and Independent Director

* Mr Hoon Tai Meng was appointed as the Chairman of the ARMC with effect from 23 April 2019, following to the retirement of Mr Koh Lian Huat.

The Board has reviewed and is satisfied that the members of the ARMC are appropriately qualified and have relevant accounting and related financial management expertise or experience. None of the members of the ARMC is a former partner of the Group's external auditors, Ernst & Young LLP, and none of the members of the ARMC has any financial interest in the Group's external auditors, Ernst & Young LLP.

The functions of the ARMC include the following:-

- review with the external auditors the audit plan, audit report, management letter and the Management's corresponding response;
- review with independent internal auditors the internal audit plan and their evaluation of the adequacy of the internal controls of the Company;
- review the internal controls (including financial controls, operational and compliance controls and risk management policies and systems established by the Management) and procedures and ensure co-ordination between the external auditors and the Management, reviewing the assistance given by the Management to the auditors, and discuss problems and concerns, if any, arising from the audits, and any matters which the auditors may wish to discuss (in the absence of our Management where necessary);
- consider and recommend the appointment or re-appointment of the external auditors and matters relating to resignation or dismissal of the auditors, review the independence and objectivity of the external auditors annually;
- review transactions falling within the scope of Chapter 9 and Chapter 10 of the SGX-ST (if any);
- review arrangements by which the employees may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangement are in place for the independent investigations of such matter and for appropriate follow-up;
- commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Company's operating results and/or financial position; and
- determine the company's levels of risk tolerance and risk policies, and oversee Management in the design, implementation and monitoring of the risk management and internal control systems.

CORPORATE GOVERNANCE REPORT

Financial Performance and Reporting

The Management will provide the members of the Board with management reports regularly. Such reports will keep the Board updated as well as enable the members to have a balanced and objective assessment of the Group's performance, position and prospects. The Management will also assist the Board to provide the Shareholders with a balanced and understandable assessment of the Group's performance, financial position and prospects via the issuance of the Company's annual reports and quarterly announcements of its financial results and disclosure of other relevant information of the Group.

All the Directors and executive officers of the Company have signed the undertaking letters pursuant to the amended Rule 720(1) of the Listing Manual of SGX-ST.

The Board is updated with significant events that have occurred or material to the Group during the year. The Management provides the Board with financial updates on the performance and position of the Group to keep Board members informed and updated on a monthly basis in order that it may effectively discharge their duties.

Risk Management

The Management regularly reviews its Group's business and operational activities and to identify areas of significant business risk as well as take appropriate measures to manage and mitigate these risks.

The ARMC reviews and guides Management in the formulation of risk policies and processes to identify, evaluate and manage significant risks. The Management reports to the ARMC on control policies and procedures and highlights all significant matters to the ARMC on regular basis. Risks arising from the Group's financial operations are separately disclosed in the audited financial statements of this Annual Report.

The BSC was established in 2012 to oversee and monitor the establishment and maintenance of the safety practices and policies of the Group.

The BSC comprises the following members, all of whom are independent non-executive Directors:-

Khor Poh Hwa	Chairman and Independent Director
Ong Seh Hong	Member and Independent Director
Hoon Tai Meng	Member and Independent Director

The BSC is supported by the Management and safety officer of the Group. BSC review the safety reports and ensure adequate budget is allocated for safety training.

Internal Controls

The Board acknowledges that it is responsible for the overall internal control framework, but recognizes that no cost-effective internal control system will preclude all errors and irregularities. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. The ARMC is responsible for ensuring that a review of the adequacy of the Company's internal financial controls, operational and compliance controls, as well as risk management policies and systems established by the Management is conducted at least annually.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by the Management, ARMC and the Board, the Board with the concurrence of the ARMC is of the opinion that the systems of the internal controls is adequate and effective in addressing the financial, operational, compliance risks, information technology controls and risk management system for FY2019.

CORPORATE GOVERNANCE REPORT

Annually, the ARMC meets with the external auditors, and with the internal auditors, without the presence of the Company's Management. ARMC members keep abreast of changes to accounting standards and important accounting issues with continuing education. In addition, the external auditors update the ARMC on the changes to accounting standards and issues which have a direct impact on financial statements to the Company.

External audit

The ARMC has conducted an assessment of the external auditors, and recommends its appointment, re-appointment and removal to the Board. The assessment is based on factors such as the performance and quality of its audit, the cost effectiveness and the independence and objectivity of the external auditors. The Board confirmed that in appointing the auditing firms for the Company, subsidiaries and significant associated companies, the Group has complied with Rules 712 and 715 of the Listing Manual issued by SGX-ST in relation to its auditors.

The ARMC has undertaken a review of all non-audit services provided by the external auditors during the financial year, and in the ARMC's opinion, the provision of these services does not impair the independence of the external auditors. The ARMC had recommended to the Board the re-appointment of Messrs Ernst & Young LLP as the external auditors of the Company at the forthcoming AGM.

The fees payable to auditors is separately disclosed in the audited financial statements in this Annual Report.

The Audit Committee discussed the key audit matters for FY2019 with Management and the external auditor. The Audit Committee concurs with the basis and conclusions included in the auditor's report with respect to key audit matters. For more information on the key audit matters, please refer to pages 34 to 36 of this Annual Report.

Internal audit

The Board recognises the importance of maintaining an internal audit function to provide an independent assurance over the soundness of the system of internal controls within the Group to safeguard shareholders' investments and the Company's assets. The ARMC has the responsibility to review the adequacy of the internal audit function annually, review the internal audit program and ensure co-ordination between internal auditors, external auditors and Management, and ensure that the internal auditors meets or exceeds the standards set by nationally or internationally recognized professional bodies. The ARMC also reviews and approves the hiring, removal and evaluates its outsourced internal auditors.

The Group has outsourced its internal audit function to RSM Risk Advisory Pte. Ltd. The Internal Auditor has adopted the Standards for Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The Internal Auditors primary reported to the ARMC Chairman.

The Internal Auditor plans its audit schedules in consultation with the Management and its plans are submitted to the ARMC for approval. The ARMC reviews and approves the internal audit plans and resources annually. Based on their review, the ARMC believes that the Internal Auditor is independent and has the appropriate standing to perform its functions effectively. Based on the information provided to the ARMC, nothing has come to the ARMC's attention to cause the ARMC to believe that the internal control system is inadequate.

CORPORATE GOVERNANCE REPORT

Whistle-Blowing policy

The Group has implemented a whistle-blowing policy. The Whistle-Blowing Policy provides an independent feedback channel through which matters of concern about possible improprieties in matters of financial reporting, suspected fraud and corruption or other matters may be raised by employees and any other persons in confidence and in good faith, without fear of reprisal. Whistle-Blowers may report any matters of concern by mail, email, or calls, details of which are provided in the Whistle-Blowing Policy, which is available on the Company's website. For employees, the Whistle-Blowing Policy provides assurance that employees will be treated fairly, and protected from reprisals or victimisation for whistle-blowing in good faith. The improprieties that are reportable under the Whistle-Blowing Policy include: (a) financial or professional misconduct; (b) improper conduct, dishonest, fraudulent or unethical behaviour; (c) any irregularity or non-compliance with laws/regulations or the Manager's policies and procedures, and/or internal controls; (d) violence at the workplace, or any conduct that may threaten health and safety; (e) corruption or bribery; (f) conflicts of interest; and (g) any other improprieties or matters that may adversely affect shareholders' interests in, and assets of, the Company as well as the Company's reputation. The Whistle-Blowing Policy is disseminated annually to all staff annually. All whistle-blowing complaints are safely raised and are independently investigated and if appropriate, an independent investigation committee will be constituted. Following the investigations, appropriate action will be taken. The outcome of each investigation and any action taken is reported to the ARMC. The ARMC reviews and ensures that independent investigations and any appropriate follow-up actions are carried out.

Codes of Conduct and Practices

The Company's Code of conduct and practices covering data protection and workplace health and safety are posted on the Company's website.

Shareholder Rights and Engagement

Shareholder Rights and Conduct of General Meetings/Engagement with Stakeholders

- Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.**
- Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.**
- Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.**

CORPORATE GOVERNANCE REPORT

Shareholders and communication

The Company treats all shareholders fairly and equitably in order to enable them to exercise theirs' rights and have the opportunity to communicate their views on matters affecting the Company.

The Company recognises the need to communicate with shareholders on all material matters affecting the Group and does not practice selective disclosure. The Company's investor relationship policy is to ensure fair, transparent and ethical business dealings with all stakeholders. Financial results and other material information are communicated to shareholders on equal and timely basis through SGXNET.

The Company also communicates through its corporate website at <http://www.hlsgroup.com.sg> which provides shareholders with corporate announcements, press releases, annual reports and profile of the Group.

All the shareholders are entitled to receive the Annual Report together with the notice of AGM by post, published in a newspaper and via SGXNET within the mandatory period. Besides that, all the shareholders also will receive the relevant circular together with the notice of EGM by post, published in a newspaper and via SGXNET.

The AGM of the Company provides a principal forum for dialogue and interaction with shareholders. Members of the Board, including the chairman of the ARMC, NC and RC, and the Company's external auditors are present to address questions raised by shareholders at AGM. All Directors (except for Mr Koh Lian Huat, who retired on 23 April 2019) had attended 2019 AGM held on 23 April 2019.

Issues or matters requiring shareholders' approval are tabled in the form of separate and distinct resolutions for each substantially separate issue. Where the resolutions are interdependent and linked so as to form one significant proposal, the resolutions may be "bundled" but with an explanation from the Company of the reasons and material implications.

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. These minutes are available to shareholders upon their request. The minutes of 2020 AGM will be available on the Company's website as soon as practicable.

The Company's Constitution allows corporations and members of the Company to appoint one (1) or two (2) proxies to attend and vote at general meetings. A Relevant Intermediary may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.

Resolutions are put to vote by poll and the detailed results of each resolution are announced via SGXNet after the general meetings.

Dividend Policy

The Company is committed to enhancing value for its shareholders and strives to achieve an efficient capital structure that balances the returns to shareholders with the Company's capital needs for investment and growth.

The dividend that the Board may recommend in respect of each financial year is subject to various factors such as the level of available cash, financial performance and projected capital expenditures and investment plans. Over the past five years, annual dividends paid out by the Group (excluding special dividends) was about 30% of the Group's total net profit after tax.

CORPORATE GOVERNANCE REPORT

Stakeholder Engagement

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

The Company maintains a current corporate website, www.hlsgroup.com.sg, to communicate and engage with stakeholders.

The sustainability report sets out the Group's strategy and key areas of focus in managing stakeholder relationships.

Dealings in Securities

The Company has adopted an internal code on dealings in securities to govern dealings in its shares by the Directors and the employees of the Group. This internal code is made in compliance with Rule 1207(19) of the Listing Manual of the SGX-ST relating to dealings in securities and has been disseminated to the Directors and the employees of the Group informing them of the implications on insider trading.

The internal code prohibits the dealing in securities of the Company by Directors and employees while in possession of price-sensitive information, and during the period commencing two weeks before the announcement of the quarterly results or the period of one month in the case of the announcement of the full year results, and ending on the date of the announcement. Directors are required to report securities dealings to the Company and the necessary announcements are made as required. In addition, Directors and employees are reminded to observe insider trading rules at all times and not to deal with the Company's securities on short-term considerations.

Material Contracts

Except as disclosed in the financial statements, there was no material contracts entered into by the Company or its subsidiary companies, involving the interests of any Director or controlling shareholder subsisting at the end of the FY2019.

Interested Person Transactions

The Company has established procedures to ensure that transactions with interested persons are properly reviewed and approved and are conducted at arm's length basis.

The Company will seek a general mandate from its shareholders if necessary for those recurrent transactions of revenue or trading nature or those necessary for its day-to-day operations.

During the year, there was no interested person transactions in value of S\$100,000 or above that had entered into with a firm in which a Director is a member and has a substantial financial interest.

The Company does not have a general shareholders' mandate for interested person transactions pursuant to Rule 920 of the SGX-ST Listing Manual.

Sustainability Report

The Sustainability report for FY2019 of the Company will be released via SGXNET at a later date and a copy will be made available on the Company's website at www.hlsgroup.com.sg.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Hock Lian Seng Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2019.

1. Opinion of the directors

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

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

Chua Leong Hai @ Chua Leang Hai
Kee Guan Chua
Khor Poh Hwa
Ong Seh Hong
Chua Siok Peng
Hoon Tai Meng

3. Arrangements to enable directors to acquire shares and debentures

Except as disclosed in the Corporate Governance report – HLS Share-based incentives, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT

4. Directors' interests in shares and debentures

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

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Hock Lian Seng Holdings Limited				
Ordinary shares				
Chua Leong Hai @ Chua Leang Hai	193,871,547	193,871,547	42,118,037	–
Chua Siok Peng	8,319,265	26,119,265	–	–
Kee Guan Chua	555,000	555,000	–	–

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2020.

By virtue of Section 7 of the Singapore Companies Act, Cap. 50, Chua Leong Hai @ Chua Leang Hai is deemed to have interests in the shares held by the Company in its subsidiaries.

Except as disclosed in this report, 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, or at the end of the financial year.

5. Share options

No share options have been granted by the Company since its incorporation.

DIRECTORS' STATEMENT

6. Audit and Risk Management Committee

The Audit and Risk Management Committee ("ARMC") comprises the following three Independent Directors:

Hoon Tai Meng (Chairman)
Khor Poh Hwa
Ong Seh Hong

The ARMC performs the functions in accordance with section 201B (5) of the Singapore Companies Act, Cap. 50, including the following:

- Reviews the audit plans of the internal and external auditors of the Group and the Company and reviews the internal auditors' evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group's and the Company's management to the external and internal auditors;
- Reviews the quarterly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors;
- Reviews the adequacy and effectiveness of the Group's and the Company's material internal controls, including financial, operational, compliance and information technology controls and risk management systems via reviews carried out by the internal auditor;
- Meets with the external auditor, other committees and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the ARMC;
- Reviews legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs and any reports received from regulators;
- Reviews the cost effectiveness and the independence and objectivity of the external auditor;
- Reviews the nature and extent of non-audit services provided by the external auditor;
- Recommends to the board of directors the external auditor to be nominated, approves the compensation of the external auditor, and reviews the scope and results of the audit;
- Reports actions and minutes of the ARMC to the board of directors with such recommendations as the ARMC considers appropriate; and
- Reviews interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's ("SGX-ST's") Listing Manual.

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

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

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

DIRECTORS' STATEMENT

7. Auditor

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

On behalf of the board of directors,

Chua Leong Hai @ Chua Leang Hai
Director

Kee Guan Chua
Director

Singapore
30 March 2020

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Report on the Audit of the Financial Statements

Opinion

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

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the 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 Singapore Financial Reporting Standards (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and 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 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Key Audit Matters (cont'd)

Revenue recognition from civil engineering construction projects

The Group recognised revenue for civil engineering construction projects over time by reference to the stage of completion of the contract activity at the end of each reporting period. The stage of completion is measured by reference to the proportion of contract cost incurred to date to the estimated total contract costs (input method). The accounting for such civil engineering construction projects is complex due to high level of estimation uncertainty in determining the costs to complete. This uncertainty is due to the nature of the operations, which may be impacted by the technical complexity of projects and the precision of cost estimation as at balance sheet date. The uncertainty and subjectivity could result in estimation variances which will affect the determination of revenue, and hence may have a significant impact on the results of the Group. Accordingly, revenue recognition from civil engineering construction projects is identified as a key audit matter.

As part of our audit among other procedures, we:

- Reviewed terms and conditions of contracts with customers and suppliers, the contractual sums and checked project revenues and costs incurred against underlying supporting documents.
- Conducted site visits, perused customers and subcontractor correspondences and discussed the progress of the projects with project managers for indications of any potential disputes, variation order claims, known technical issues or significant events that could impact the estimated costs or revenues.
- Analysed changes in estimates of costs from prior periods and assessed the consistency of these changes with progress of the projects during the year.
- Examined approved project cost budgets and reviewed management's estimates for total contract costs and forecasted cost to complete, considering the historical accuracy of such estimates.
- Reviewed the projects' completion percentages in light of costs incurred.
- Assessed the adequacy of the Group's disclosures made in Note 4 to the financial statements.

Provision for maintenance and warranties for civil engineering construction projects

The Group assessed the provision for maintenance and warranties for civil engineering construction projects based on the estimated rectification costs to be incurred for the projects during the defect liability and warranty periods. The costs are estimated based on historical claim experiences and takes into consideration factors specific to each project such as the duration of the warranty period, extent of the affected areas to be repaired, and expected costs to be incurred. Given its magnitude and the significant judgement and estimate involved in management's assessment, the provision for maintenance and warranties is identified as a key audit matter in our audit.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Key Audit Matters (cont'd)

Provision for maintenance and warranties for civil engineering construction projects (cont'd)

During our audit, among other procedures, we:

- Assessed the reasonableness of the provision for maintenance and warranties by comparing with the average historical claim rates of the respective projects, where available, or of other similar projects, and discussing the basis of the provisions with the project teams in respect of anticipated rectification works.
- Tested the key estimates against contracts with subcontractors and suppliers' invoices, as well as materials and labour costs estimates prepared by the project teams and re-computed management's calculation of the provision for warranty costs.
- Tested management's provision computation against the contracts terms and conditions on a sample basis, perused customers and subcontractor correspondences, reviewed project files and reviewed Board's minutes for significant contracts entered into during the year for completeness check.
- Assessed the adequacy of the Group's disclosures relating to provision for maintenance and warranties which is included in Note 23 to the financial statements.

Carrying value of development properties

As at 31 December 2019, the completed development properties held-for-sale amounted to S\$100,995,000, which represented 31% of the Group's total assets at that date. These properties are stated at the lower of cost and net realisable value ("NRV"). The determination of the NRV of these properties requires estimations, including expected future selling prices and costs necessary to complete the sale of these properties, and is assessed by management with reference to the independent valuations carried out by the external property valuers for certain properties. As such, we have identified this to be a key audit matter.

As part of our audit, we:

- Inquired management on existence of any indicators that the NRV is lower than the cost of development properties.
- Reviewed management's impairment assessment and/or the external valuation reports from the professional valuers for remaining unsold units of development properties.
- Assessed the reasonableness of the estimated selling prices, taking into considering the market prices for similar properties in the respective markets, where applicable.
- Evaluated the objectivity, competence and capabilities of the external appraisers and appropriateness of methodology used.
- Assess the adequacy of the Group's disclosures relating to development properties which is included in Note 15 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

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 Nelson Chen.

Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

30 March 2020

CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

		Group	
	Note	2019 S\$'000	2018 S\$'000
Revenue			
Cost of sales	4	193,491 (171,509)	197,793 (177,090)
Gross profit		21,982	20,703
Other income	5	4,360	3,498
Distribution and selling costs		(21)	(152)
Finance costs		–	(251)
Administrative costs		(4,514)	(4,860)
Other operating costs		(2,549)	(2,318)
Share of results of joint ventures		(2,768)	1,234
Profit before taxation	6	16,490	17,854
Income tax expense	7	(3,889)	(3,806)
Profit for the year		12,601	14,048
Profit attributable to:			
Equity holders of the Company		12,569	14,048
Non-controlling interests		32	–
Earnings per share (cents)			
Basic	8	2.5	2.7
Diluted	8	2.5	2.7

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

	Group	
	2019	2018
	\$'000	\$'000
Profit for the year	12,601	14,048
Other comprehensive income:		
Items that will not be reclassified to profit or loss		
Gain/(loss) on fair value changes of financial assets at fair value through other comprehensive income	167	(375)
Other comprehensive income for the year, net of tax	167	(375)
Total comprehensive income for the year	12,768	13,673
Total comprehensive income attributable to:		
Equity holders of the Company	12,736	13,673
Non-controlling interests	32	—

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

BALANCE SHEETS

As at 31 December 2019

(Amounts in Singapore dollars)

		Group		Company	
	Note	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Non-current assets					
Property, plant and equipment	9	32,026	37,694	–	–
Investment properties	10	2,850	2,850	–	–
Investment in joint ventures	13	21	1,711	–	–
Amount due from joint venture	21	42,279	34,537	–	–
Investments in subsidiaries	11	–	–	37,844	37,814
Investment securities	14	7,689	7,021	–	–
Deferred tax assets	27	4,113	973	–	–
		88,978	84,786	37,844	37,814
Current assets					
Contract assets	4	5,035	6,681	–	–
Development properties	15	100,995	103,052	–	–
Trade receivables	16	21,055	18,487	–	–
Other receivables	17	5,875	7,177	61,667	58,038
Amount due from joint ventures	21	60	151	–	–
Prepayments and deposits	18	2,904	3,114	–	–
Investment securities	14	21,539	24,977	–	–
Cash and short term deposits	19	77,580	94,376	3,332	1,357
		235,043	258,015	64,999	59,395
Current liabilities					
Trade and other payables	20	61,911	69,196	408	496
Amounts due to joint venture partners		–	63	–	–
Contract liabilities	4	8,943	36,526	–	–
Advance received from customer	22	5,277	5,277	–	–
Provisions	23	32,074	13,985	–	–
Loans and borrowings	24	–	11,490	–	–
Provision for taxation		7,159	3,899	15	76
		115,364	140,436	423	572
Net current assets		119,679	117,579	64,576	58,823

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

BALANCE SHEETS

As at 31 December 2019

(Amounts in Singapore dollars)

	Note	Group		Company	
		2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Non-current liabilities					
Deferred income	25	867	138	–	–
Other payables	26	1,992	–	–	–
		<u>2,859</u>	<u>138</u>	<u>–</u>	<u>–</u>
Net assets		<u>205,798</u>	<u>202,227</u>	<u>102,420</u>	<u>96,637</u>
Equity attributable to owners of the Company					
Share capital	28	59,954	59,954	59,954	59,954
Capital reserve	29	1,000	1,000	–	–
Fair value adjustment reserve	30	332	165	–	–
Accumulated profits		160,699	157,347	42,466	36,683
Merger deficit	31	(16,239)	(16,239)	–	–
Equity attributable to equity holders of the parent		<u>205,746</u>	<u>202,227</u>	<u>102,420</u>	<u>96,637</u>
Non-controlling interest		52	–	–	–
Total equity		<u>205,798</u>	<u>202,227</u>	<u>102,420</u>	<u>96,637</u>

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

2019 Group	Attributable to owners of the Company					Total reserves S\$'000	Non- controlling interest S\$'000	Total equity S\$'000
	Share capital (Note 28)	Capital reserve (Note 29)	Fair value adjustment reserve (Note 30)	Accumulated profits	Merger deficit (Note 31)			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000			
At 1 January 2019	59,954	1,000	165	157,347	(16,239)	142,273	–	202,227
Profit for the year	–	–	–	12,569	–	12,569	32	12,601
Other comprehensive income								
Gain on fair value changes of financial assets at fair value through other comprehensive income	–	–	167	–	–	167	–	167
Total comprehensive income for the year	–	–	167	12,569	–	12,736	32	12,768
Contributions and distributions to owners								
Dividends on ordinary shares (Note 33)	–	–	–	(9,217)	–	(9,217)	–	(9,217)
Total transactions with owners in their capacity as owners	–	–	–	(9,217)	–	(9,217)	–	(9,217)
Changes in ownership interest in subsidiaries								
Issuance of shares to non-controlling interest	–	–	–	–	–	–	20	20
Total changes in ownership interests in subsidiaries	–	–	–	–	–	–	20	20
At 31 December 2019	59,954	1,000	332	160,699	(16,239)	145,792	52	205,798

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

	Attributable to owners of the Company					Total reserves S\$'000	Total equity S\$'000
	Share capital (Note 28)	Capital reserve (Note 29)	Fair value adjustment reserve (Note 30)	Accumulated profits	Merger deficit (Note 31)		
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000		
2018 Group							
At 1 January 2018	58,956	1,000	540	152,516	(16,239)	137,817	196,773
Profit for the year	–	–	–	14,048	–	14,048	14,048
<u>Other comprehensive income</u>							
Net loss on fair value changes of financial assets at fair value through other comprehensive income	–	–	(375)	–	–	(375)	(375)
Total comprehensive income for the year	–	–	(375)	14,048	–	13,673	13,673
<u>Contributions and distributions to owners</u>							
Dividends on ordinary shares (Note 33)	–	–	–	(9,217)	–	(9,217)	(9,217)
Issuance of ordinary shares during the year	998	–	–	–	–	–	998
Total transactions with owners in their capacity as owners	998	–	–	(9,217)	–	(9,217)	(8,219)
At 31 December 2018	59,954	1,000	165	157,347	(16,239)	142,273	202,227

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

2019 Company

At 1 January 2019

**Profit, representing total comprehensive income,
for the year**

Contributions by and distributions to owners

Dividends on ordinary shares (Note 33)

**Total transactions with owners in their
capacity as owners**

At 31 December 2019

Share capital (Note 28) S\$'000	Accumulated profits S\$'000	Total equity S\$'000
59,954	36,683	96,637
–	15,000	15,000
–	(9,217)	(9,217)
–	(9,217)	(9,217)
59,954	42,466	102,420

2018 Company

At 1 January 2018

**Profit, representing total comprehensive income,
for the year**

Contributions by and distributions to owners

Dividends on ordinary shares (Note 33)

Issuance of ordinary shares during the year

Total transactions with owners in their capacity as owners

At 31 December 2018

Share capital (Note 28) S\$'000	Accumulated profits S\$'000	Total equity S\$'000
58,956	32,749	91,705
–	13,151	13,151
–	(9,217)	(9,217)
998	–	998
998	(9,217)	(8,219)
59,954	36,683	96,637

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

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

	2019 S\$'000	2018 S\$'000
Cash flows from operating activities		
Profit before taxation	16,490	17,854
Adjustments for:		
Depreciation of property, plant and equipment	5,693	5,348
Dividend income from investment securities	(103)	(111)
Gain on disposal of property, plant and equipment	(16)	(181)
Fair value loss on investment properties (net)	–	50
Fair value loss on investment securities	628	1,232
Interest income	(2,937)	(2,706)
Share of results of joint ventures	2,768	(1,234)
Share-based compensation expenses	–	998
Unrealised loss/(gain) on foreign exchange	191	(328)
Operating cash flows before changes in working capital	22,714	20,922
Decrease/(increase) in:		
Contract assets	1,646	5,312
Trade receivables	(2,568)	970
Development properties	2,057	(7,427)
Other receivables	1,429	(5,797)
Prepayments and deposits	210	(396)
Increase/(decrease) in:		
Trade and other payables and provisions	12,272	7,263
Contract liabilities	(27,583)	(3,896)
Deferred income	(17)	138
Cash flows from operations	10,160	17,089
Interest received – loans and receivables	1,024	1,261
Income tax paid	(3,769)	(1,635)
Net cash flows from operating activities	7,415	16,715

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2019

(Amounts in Singapore dollars)

	2019 S\$'000	2018 S\$'000
Cash flows from investing activities		
Acquisition of interest in joint venture company	–	(1,350)
Dividend income from investment securities	103	111
Advance to joint venture	(7,742)	(34,161)
Advance from joint venture	485	–
Increase in amounts due from joint ventures	–	(79)
Decrease in amount due to joint venture and joint venture partners	–	(8)
Proceeds from disposal of property, plant and equipment	79	269
Proceeds from maturity of investment securities	8,134	12,050
Purchases of property, plant and equipment	(295)	(8,081)
Purchases of investment securities	(5,825)	(13,996)
Dividend received from a joint venture	250	1,800
Interest received – investment securities	1,478	1,514
Net cash flows used in investing activities	(3,333)	(41,931)
Cash flows from financing activities		
Dividends paid on ordinary shares	(9,217)	(9,217)
Repayment of bank loans	(11,490)	(3,600)
Proceeds from issue of shares to non-controlling interest	20	–
Net cash flows used in financing activities	(20,687)	(12,817)
Net decrease in cash and cash equivalents	(16,605)	(38,033)
Effect of exchange rate changes on cash and cash equivalents	(191)	328
Cash and cash equivalents at the beginning of year	94,376	132,081
Cash and cash equivalents at the end of year (Note 19)	77,580	94,376

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

1. Corporate information

Hock Lian Seng Holdings Limited (the "Company") is a limited liability company, which is incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and the principal place of business of the Company is located at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries, joint operations and joint ventures are disclosed in Notes 11, 12 and 13 respectively.

2. Summary of significant accounting policies

2.1 Basis of preparation

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

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

The financial statements are presented in Singapore Dollars ("SGD" or "\$") and all values are rounded to the nearest thousand ("S\$'000"), except when otherwise indicated.

2.2 Changes in accounting policy

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2019. The adoption of these standards did not have any effect on the financial performance or position of the Group.

SFRS(I) 16 Leases

SFRS(I) 16 *Leases* supersedes SFRS(I) 1-17 *Leases*, SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*, SFRS(I) INT 1-15 *Operating Leases-Incentives* and SFRS(I) INT 1-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the statement of financial position.

Lessor accounting under SFRS(I) 16 is substantially unchanged from SFRS(I) 1-17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in SFRS(I) 1-17. Therefore, SFRS(I) 16 did not have an impact for leases where the Group is the lessor.

The Group has lease contracts for various items of plant, machinery, vehicles and other equipment. Before the adoption of SFRS(I) 16, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. The accounting policy prior to 1 January 2019 is disclosed in Note 2.22.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.2 Changes in accounting policy (cont'd)

Transition to SFRS(I) 16

The Group adopted SFRS(I) 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. The Group elected to use the transition practical expedient to not reassess whether a contract is or contains a lease at 1 January 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying SFRS(I) 1-17 and SFRS(I) INT 4 at the date of initial application.

The Group also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). The Group has leases of certain plant, machinery and vehicle that are considered of low value.

Upon adoption of SFRS(I) 16, the Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. The accounting policy beginning on and after 1 January 2019 is disclosed in Note 2.22. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

There is no significant effect on the adoption SFRS(I) 16 as at 1 January 2019.

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 <i>Definition of Material</i>	1 January 2020
Amendments to SFRS(I) 3 <i>Definition of Business</i>	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7 <i>Interest Rate Benchmark Reform</i>	1 January 2020
Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

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

2.4 Functional and foreign currency

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.4 Functional and foreign currency (cont'd)

Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

2.5 Subsidiaries

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

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

2.6 Basis of consolidation and business combinations

(a) Basis of consolidation

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

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

(a) Basis of consolidation (cont'd)

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

(b) Business combinations

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

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

Business combinations involving entities under common control are accounted for by applying the pooling of interest method which involves the following:

- The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company.
- No adjustments are made to reflect the fair values on the date of combination, or recognised any new assets or liabilities.
- No additional goodwill is recognised as a result of the combination.
- Any difference between the consideration paid/transferred and the equity 'acquired' is reflected within the equity as merger deficit.
- The statement of comprehensive income reflects the results of the combining entities for the full year, irrespective of when the combination took place.
- Comparatives are restated to reflect the combination as if it had occurred from the beginning of the earliest period presented in the financial statements or from the date the entities had come under common control, if later.

2.7 Transactions with non-controlling interests

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.8 Joint arrangements

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

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

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

(a) Joint operations

The Group recognises in relation to its interest in a joint operation,

- (i) its assets, including its share of any asset held jointly;
- (ii) its liabilities, including its share of any liabilities incurred jointly;
- (iii) its share of the revenue of the joint operation; and
- (iv) its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the accounting policies applicable to the particular assets, liabilities, revenues and expenses.

(b) Joint ventures

The Group accounts for its investments in joint ventures using the equity method from the date on which it becomes a joint venture.

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.8 Joint arrangements (cont'd)

(b) Joint ventures (cont'd)

When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in joint ventures. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value and recognises the amount in profit or loss.

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

2.9 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.20. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Building	–	4 to 17 years
Office premises	–	62 years
Machinery and equipment	–	10 years
Motor vehicles	–	5 years
Office equipment	–	3 years
Furniture and fittings	–	10 years

Capital work-in-progress included in plant and equipment are not depreciated as these assets are not yet available for use.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.10 Investment properties

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

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in 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 properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in profit or loss in the year of retirement or disposal.

Transfers are made to or from investment properties only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment set out in Note 2.9 up to the date of change in use.

2.11 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 assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.12 Financial instruments

Initial recognition and measurement

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

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

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

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three categories for classification of debt instruments are:

(a) Amortised cost

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

(b) Fair value through other comprehensive income

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

(c) Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.12 Financial instruments (cont'd)

Subsequent measurement (cont'd)

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

Derecognition

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

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and fixed deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.14 Impairment of financial assets

The Group recognised an allowance for ("ECLs") for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months ("a 12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default ("a lifetime ECL").

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognised a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.14 Impairment of financial assets (cont'd)

For debt instruments at FVOCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without due cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when the contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.15 Development properties

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value.

The costs of development properties include:

- Leasehold rights for land;
- Amounts paid to contractors for construction, and
- Borrowing costs, planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Net realisable value of development properties is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of development property recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

2.16 Financial liabilities

Initial recognition and measurement

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.16 Financial liabilities (cont'd)

Subsequent measurement

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

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

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.17 Provisions

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

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

Provisions for maintenance and warranties

The Group provides for maintenance and warranty claims on contractual items with customers after the substantial completion of projects.

The provisions for maintenance and warranties represent the best estimate of the Group's legal or constructive obligations at the balance sheet date. The majority of the costs is expected to be incurred over the applicable warranty periods. The assumptions used to estimate maintenance and warranties provisions are reviewed periodically in light of actual experience.

Provision for onerous contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.18 Government grants

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

2.19 Financial guarantee

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

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.14 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

2.20 Borrowing costs

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

2.21 Employee benefits

(i) Defined contribution plans

The Group makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(ii) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

(iii) Equity-settled share-based payment transactions

Selected employees of the Group received remuneration in the form of shares as consideration for services rendered.

The cost of equity-settled share-based payment transactions is measured by reference to the fair value of the shares at the grant date and is recognised in profit or loss with recognition of a corresponding equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.22 Leases

Policy applicable from 1 January 2019

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) *As lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.11.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.22 Leases (cont'd)

Policy applicable from 1 January 2019 (cont'd)

(a) *As lessee (cont'd)*

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(b) *As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Policy applicable before 1 January 2019

(i) *As lessee*

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to the profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

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

Operating lease payments are recognised as an expense in 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.

(ii) *As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The accounting policy for rental income is set out in Note 2.23(iii). Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.23 Revenue

(i) *Revenue from civil engineering construction projects*

The Group enters into civil engineering construction contracts with customers. Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. The Group is restricted contractually from directing the construction project for another use as they are being constructed, and has enforceable rights to payment for performance completed to date. The revenue is recognised over time, based on the construction costs incurred to date as a proportion of estimated total construction costs to be incurred.

Progress billings to the customer is based on certified progress on the construction project. A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group performs under the contract.

Incremental costs of obtaining a contract are capitalised if these costs are recoverable. Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract and are expected to be recovered. Other contract costs are expensed as incurred.

Capitalised contract costs are subsequently amortised on a systematic basis as the Group recognises the related revenue. An impairment loss is recognised in profit or loss to the extent that the carrying amount of the capitalised contract costs exceeds the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the contract costs relates less the costs that relate directly to providing the goods and that have not been recognised as expenses.

(ii) *Sales of completed development properties and development properties under construction*

Revenue is recognised when control over the property has been transferred to the customer, either over time or at a point in time, depending on the contractual terms and the practices in the legal jurisdictions.

For development properties whereby the Group is restricted contractually from directing the properties for another use as they are being developed and has an enforceable right to payment for performance completed to date, revenue is recognised over time, based on the construction and other costs incurred to date as a proportion of the estimated total construction and other costs to be incurred.

For development properties whereby the Group does not have an enforceable right to payment for performance completed to date, revenue is recognised when the customer obtains control of the asset.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.23 Revenue (cont'd)

(ii) *Sales of completed development properties and development properties under construction (cont'd)*

Progress billings to the customers are based on a payment schedule in the contract and are typically triggered upon achievement of specified construction milestones. A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group performs under the contract.

Incremental costs of obtaining a contract are capitalised if these costs are recoverable. Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract and are expected to be recovered. Other contract costs are expensed as incurred.

Capitalised contract costs are subsequently amortised on a systematic basis as the Group recognises the related revenue. An impairment loss is recognised in profit or loss to the extent that the carrying amount of the capitalised contract costs exceeds the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the contract costs relates less the costs that relate directly to providing the goods and that have not been recognised as expenses.

(iii) *Rental income*

Rental income arising from operating leases on investment properties are recognised on a straight-line basis over the period of the lease.

(iv) *Interest income*

Interest income is recognised using the effective interest method.

(v) *Dividend income*

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

(vi) *Supply of labour and services provided*

The Group supplies labour, management and accounting services. Revenue from supply of labour and services provided is recognised upon service rendered.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.24 Taxes

(a) Current income tax

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

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in 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 tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

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

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be recognised 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 interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.24 Taxes (cont'd)

(b) Deferred tax (cont'd)

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

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

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

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

(c) Sales tax

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

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

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

2.25 Share capital and share issuance expenses

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. Summary of significant accounting policies (cont'd)

2.26 Contingencies

A contingent liability is:

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

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

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

3. Significant accounting estimates and judgments

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period.

3.1 Key sources of estimation uncertainty

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

- **Accounting for civil engineering construction projects**

The accounting for such civil engineering construction projects is complex due to high level of estimation uncertainty in determining the costs to complete. This uncertainty is due to the nature of the operations, which may be impacted by the technical complexity of projects and the precision of cost estimation as at balance sheet date. The uncertainty and subjectivity could result in estimation variances which will affect the determination of revenue.

The estimated total construction and other related costs are based on contracted amounts and, in respect of amounts not contracted for, management relies on past experience and knowledge of the project engineers to make estimates of the amounts to be incurred.

The carrying amount of assets and liabilities arising from construction contracts at the end of each reporting periods are disclosed in Note 4c to the financial statements. If the estimated total contract cost had been 1% higher than management estimate, the carrying amount of the assets and liabilities arising from construction contracts would have been S\$4,197,000 (2018: S\$4,751,000) lower.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

3. Significant accounting estimates and judgments (cont'd)

3.1 Key sources of estimation uncertainty (cont'd)

- **Provision for maintenance and warranties**

The Group provides for maintenance and warranties based on the estimated rectification costs to be incurred for projects during the defect liability and warranty periods.

Significant estimate is required in determining the expected cost to be incurred for the maintenance and warranties. In making the estimate, the Group rely on actual claim experiences and its best estimates of the expenditures expected to be incurred over the remaining warranty periods.

The carrying amount of the provision for maintenance and warranties for construction contracts at the end of each reporting period is disclosed in Note 23. If the estimated total maintenance and warranty costs had been 5% higher than management estimate, the carrying amount of the provision for maintenance and warranties arising from construction contracts would have been S\$1,603,000 (2018: S\$699,000) higher.

- **Carrying value of development properties**

Development properties are stated at the lower of cost and net realisable value ("NRV").

The determination of the NRV requires estimates, including expected future selling prices and costs necessary to complete the sales of these properties, and is assessed by the management with reference to the independent valuations carried out by the external property valuers for certain properties.

The carrying amounts of the development properties stated at cost are disclosed in Note 15.

4. Revenue

	Group	
	2019 S\$'000	2018 S\$'000
Revenue from contracts with customers	193,238	197,613
Rental income from investment properties	253	180
	193,491	197,793

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

4. Revenue (cont'd)

(a) Disaggregation of revenue

Segments	Civil engineering		Properties development		Total revenue	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Major revenue streams						
Contract revenue	192,119	191,768	–	–	192,119	191,768
Sales of commercial properties	–	–	659	5,421	659	5,421
Supply of labour and services provided	316	346	144	78	460	424
Total revenue	<u>192,435</u>	<u>192,114</u>	<u>803</u>	<u>5,499</u>	<u>193,238</u>	<u>197,613</u>
Timing of transfer of goods and services						
At a point in time	–	–	659	1,190	659	1,190
Over time	<u>192,435</u>	<u>192,114</u>	<u>144</u>	<u>4,309</u>	<u>192,579</u>	<u>196,423</u>

(b) Judgement and methods used in estimating revenue

Recognition of revenue from civil engineering construction projects and development properties over time

For the contract revenue and sale of development properties where the Group satisfies its performance obligations over time, management has determined that a cost-based input method provides a faithful depiction of the Group's performance in transferring control of the construction and development properties to the customers, as it reflects the Group's efforts incurred to date relative to the total inputs expected to be incurred for the construction projects and development properties. The measure of progress is based on the costs incurred to date as a proportion of total costs expected to be incurred up to completion.

The estimated total construction and other related costs are based on contracted amounts and, in respect of amounts not contracted for, management relies on past experience and knowledge of the project engineers to make estimates of the amounts to be incurred. In making these estimates, management takes into consideration the historical trends of the amounts incurred in its other similar projects or properties for the past 3 to 5 years.

(c) Contract assets and contract liabilities

Information about receivables, contract assets and contract liabilities from contracts with customers is disclosed as follows:

	Group	
	2019 S\$'000	2018 S\$'000
Receivables from contracts with customers (Note 16)	21,055	18,487
Contract assets	5,035	6,681
Contract liabilities	<u>(8,943)</u>	<u>(36,526)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

4. Revenue (cont'd)

(c) *Contract assets and contract liabilities (cont'd)*

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed at reporting date for revenue from civil engineering construction projects. Contract assets are transferred to receivables when the rights become unconditional.

The changes in contract assets are due to the differences between the agreed payment schedule and progress of the civil engineering construction work.

Contract liabilities primarily relate to progress billings in excess of the Group's right to the consideration, and the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers for revenue from civil engineering construction projects.

Contract liabilities are recognised as revenue as the Group performs under the contract. The significant changes in the contract liabilities during the year are as follows:

	Group	
	2019	2018
	S\$'000	S\$'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	36,526	40,422

(d) *Transaction price allocated to remaining performance obligation*

The aggregate amount of transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2019 is S\$439,300,000 (2018: \$630,900,000). This will be recognised as revenue by reference to the percentage of completion over the next four years. The amount disclosed above does not include any estimated amounts of variable consideration that is constrained.

5. Other income

	Group	
	2019	2018
	S\$'000	S\$'000
Gain on disposal of property, plant and equipment	16	181
Gain on foreign exchange	–	328
Dividend income from investment securities (Fair value through profit or loss)	103	111
Interest income from:		
– Loans and fixed deposits	1,490	1,261
– Investment securities (Fair value through profit or loss)	1,211	1,253
– Investment securities (Fair value through other comprehensive income)	236	192
Rental income	988	–
Sundry income	316	172
	4,360	3,498

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

6. Profit before taxation

The following items have been included in arriving at profit before taxation:

	Group	
	2019 S\$'000	2018 S\$'000
Depreciation of property, plant and equipment	5,693	5,348
Fair value loss/(gain) on investment securities:		
– Debt instruments (quoted)	579	1,093
– Debt instruments (unquoted)	15	(17)
– Equity instruments (quoted)	34	156
Fair value loss on investment properties (net)	–	50
Unrealised loss on foreign exchange	191	–
Operating lease expenses	291	291
Employee benefits expense (Note A)	36,064	35,251
Audit fees paid to:		
– Auditor of the Group	198	193
Non-audit fees paid to:		
– Auditor of the Group	34	30
Note A: Employee benefits expense		
Employee benefit expense (including directors):		
Salaries, bonus and other benefits	30,997	29,217
Defined contribution plans	5,067	5,036
Share-based compensation expenses	–	998
	36,064	35,251

7. Income tax expense

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2019 and 2018 are:

	Group	
	2019 S\$'000	2018 S\$'000
Consolidated income statement:		
Current income tax:		
– current income taxation	7,029	3,645
– over provision in respect of previous years	–	(301)
Deferred income tax:		
– origination and reversal of temporary differences	(3,140)	462
Income tax expense recognised in profit or loss	3,889	3,806

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

7. Income tax expense (cont'd)

Relationship between income tax expense and accounting profit

The reconciliation between income tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2019 and 2018 are as follows:

	Group	
	2019	2018
	S\$'000	S\$'000
Profit before taxation	16,490	17,854
Tax at Singapore statutory tax rate of 17% (2018: 17%)	2,803	3,035
Adjustments:		
Non-deductible expenses	853	408
Income not subject to taxation	(190)	(250)
Effect of partial tax exemption	(60)	(100)
Effect of tax at concessionary rate of 10%	(82)	(96)
Over provision in respect of previous years	–	(301)
Share of results of joint ventures	471	(210)
Corporate income tax rebates	–	(34)
Deferred tax assets not recognised	94	1,354
Income tax expense recognised in profit or loss	3,889	3,806

8. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the year that is attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share amounts are calculated by dividing the profit for the year that is attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There were no potential dilutive ordinary shares existing during the respective financial years.

The following table reflects the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2019	2018
Profit for the year, attributable to equity holders of the Company for basic and diluted earnings per share (S\$'000)	12,569	14,048
Weighted average number of ordinary shares on issue applicable to basic and diluted earnings per share ('000)	512,104	512,104

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

9. Property, plant and equipment

Group	Capital work-in- progress S\$'000	Building S\$'000	Office premises S\$'000	Machinery and equipment S\$'000	Motor vehicles S\$'000	Office equipment S\$'000	Furniture and fittings S\$'000	Total S\$'000
Cost								
At 1 January 2018	6,677	4,847	6,751	19,522	11,143	749	209	49,898
Additions	6,140	–	–	1,617	306	18	–	8,081
Reclassification	(12,817)	12,817	–	–	–	–	–	–
Disposals	–	–	–	(1,801)	(44)	(22)	–	(1,867)
At 31 December 2018 and 1 January 2019	–	17,664	6,751	19,338	11,405	745	209	56,112
Additions	–	–	–	129	166	–	–	295
Disposals	–	–	–	(134)	(213)	(24)	–	(371)
Cost adjustment ⁽¹⁾	–	(207)	–	–	–	–	–	(207)
At 31 December 2019	–	17,457	6,751	19,333	11,358	721	209	55,829
Accumulated depreciation								
At 1 January 2018	–	156	110	9,966	4,076	512	29	14,849
Charge for the year	–	1,015	109	1,987	2,069	147	21	5,348
Disposals	–	–	–	(1,713)	(44)	(22)	–	(1,779)
At 31 December 2018 and 1 January 2019	–	1,171	219	10,240	6,101	637	50	18,418
Charge for the year	–	1,659	110	1,854	1,972	79	19	5,693
Disposals	–	–	–	(109)	(176)	(23)	–	(308)
At 31 December 2019	–	2,830	329	11,985	7,897	693	69	23,803
Net carrying amount								
At 31 December 2019	–	14,627	6,422	7,348	3,461	28	140	32,026
At 31 December 2018	–	16,493	6,532	9,098	5,304	108	159	37,694

(1) Cost adjustment was made due to overcapitalisation of worker's dormitory

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

10. Investment properties

	Group	
	2019	2018
	S\$'000	S\$'000
Balance sheet:		
At 1 January	2,850	2,900
Net loss from fair value adjustments recognised in profit or loss	–	(50)
At 31 December	2,850	2,850
Income statement:		
Rental income from investment properties:		
– Minimum lease payments	253	426
Direct operating expenses (including repairs and maintenance) arising from:		
– Rental generating properties	(46)	(46)

The investment properties held by the Group as at 31 December 2019 are as follows:

Description and location	Existing use	Tenure	Unexpired lease term
Office premises, 80 Marine Parade Road, #09-07, Singapore (99 years lease)	Office	Leasehold	59 years
Light industry workshop, #60 Kaki Bukit Avenue 6, Singapore (30 years lease)	Workshop	Leasehold	23 years

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Valuation of investment properties

The leasehold office premises and light industry workshop in Singapore are stated at fair value, which has been determined based on valuations performed as at 31 December 2019 and 31 December 2018. The valuations were performed by Colliers International Consultancy & Valuation (S) Pte Ltd, an independent valuer with a recognised and relevant professional qualification and with recent experience in the location and category of the properties being valued. The valuations are based on the Direct Comparison Method that makes reference to market evidence of transaction prices for similar properties in the open market.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

11. Investments in subsidiaries

	Company	
	2019	2018
	S\$'000	S\$'000
Shares, at cost	37,844	37,814

(a) Composition of the Group

Details of subsidiaries as at 31 December 2019 and 2018 are as follows:

Name of subsidiary	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest	
			2019	2018
Hock Lian Seng Infrastructure Pte Ltd	Singapore	Provision of civil engineering works and rental of workers' dormitory	100	100
Hock Lian Seng Properties Pte Ltd	Singapore	Rental of property, property development and property related activities	100	100
HLS Development Pte Ltd	Singapore	Property development and property related activities	100	100
First Shine Properties Pte Ltd	Singapore	Investment holding and property related activities	100	100
First Shine Enterprise Pte Ltd (Formerly known as First Shine Management Services Pte. Ltd.) ⁽¹⁾	Singapore	Building construction including major upgrading works ⁽¹⁾	60	100
Beacon Properties Pte Ltd	Singapore	Property development and property related activities	100	100

(1) The company's principal activity was changed to building construction including major upgrading works with effect from 22 August 2019.

All subsidiaries are audited by Ernst & Young LLP, Singapore.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

11. Investments in subsidiaries (cont'd)

(a) Composition of the Group (cont'd)

Disposal of ownership interests in a subsidiary, without loss of control

During the year, the Company increased its issued and paid up share capital in its subsidiary, First Shine Enterprise Pte Ltd (Formerly known as First Shine Management Services Pte. Ltd). Following the capital increase, the shareholders' structure was changed with the Company's ownership interest of 60% as at year end (FY2018: 100%) upon disposal of 40% equity interest in First Shine Enterprise Pte Ltd to a third party, for a consideration of \$20,000.

The transaction has been accounted for as an equity transaction with non-controlling interests, resulting in the following:

	S\$'000
Proceeds from the sale of 40% ownership interest	20
Net assets attributable to NCI	(20)
Increase in equity attributable to parent	–

(b) Interest in subsidiary with material non-controlling interest (NCI)

Name of subsidiary	Country of incorporation and place of business	Proportion of ownership interest held by NCI	Profit/(loss) allocated to NCI during the reporting period	Accumulated NCI at the end of reporting period
First Shine Enterprise Pte Ltd (Formerly known as First Shine Management Services Pte. Ltd.)	Singapore	40%	32	52

(c) Summarised financial information about subsidiary with material NCI

Summarised financial information including consolidation adjustments but before intercompany eliminations of subsidiary with material non-controlling interests are as follows:

Summarised balance sheet

	First Shine Enterprise Pte Ltd (Formerly known as First Shine Management Services Pte. Ltd.)	
	2019	2018
	S\$'000	S\$'000
Current		
Assets	614	–
Liabilities	(518)	(28)
Net current assets/(liabilities), representing total net assets/(liabilities)	96	(28)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

11. Investments in subsidiaries (cont'd)

(c) Summarised financial information about subsidiary with material NCI (cont'd)

Summarised statement of comprehensive income

	First Shine Enterprise Pte Ltd (Formerly known as First Shine Management Services Pte. Ltd.)	
	2019	2018
	S\$'000	S\$'000
Revenue	588	–
Profit/(loss) before tax	81	(5)
Income tax expense	(6)	–
Profit/(loss) after tax	75	(5)
Other comprehensive income	–	–
Total comprehensive income	75	(5)

Other summarised information

	First Shine Enterprise Pte Ltd (Formerly known as First Shine Management Services Pte. Ltd.)	
	2019	2018
	S\$'000	S\$'000
Net cash flows from operations	(273)	(5)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

12. Investments in joint operations

The Group has interests in two unincorporated joint arrangements. The Group has classified the joint arrangements as joint operations and recognised in relation to its interests in the joint operations, its share of assets held jointly and liabilities incurred jointly. The details of the joint operations as at 31 December 2019 and 2018 are as follows:

Name of subsidiary	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest	
			2019	2018
GS Engineering & Construction – Hock Lian Seng Infrastructure Joint Venture	Singapore	Provision of civil engineering and infrastructure works	50	50
Hock Lian Seng Infrastructure – Sembcorp Design and Construction JV	Singapore	Provision of civil engineering works	60	60

All joint operations are audited by Ernst & Young LLP, Singapore.

13. Investment in joint ventures

The Group's investment in joint ventures is summarised below:

	Group	
	2019 S\$'000	2018 S\$'000
Bukit Timah Green Development Pte Ltd	21	758
FSKH Development Pte Ltd	–	953
	21	1,711

The Group jointly controls the ventures with other partners under contractual agreements which require unanimous consent for all major decisions over the relevant activities. The details of the joint venture as at 31 December 2019 and 31 December 2018 are as follows:

Name of partnership	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest	
			2019	2018
Bukit Timah Green Development Pte Ltd	Singapore	Property development and property related activities (Under liquidation)	50	50
FSKH Development Pte Ltd ⁽¹⁾	Singapore	Property development and property related activities	45	45

(1) The joint venture is audited by Ernst & Young LLP, Singapore.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

13. Investment in joint ventures (cont'd)

Summarised financial information in respect of the significant joint venture based on its SFRS(I) financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

Summarised balance sheets

	FSKH Development Pte Ltd	
	2019 S\$'000	2018 S\$'000
Development property	257,668	235,377
Cash and cash equivalents	4,398	467
Trade receivables	394	–
Prepayments and deposits	37	73
Current assets	262,497	235,917
Trade and other payables	(4,161)	(341)
Current liabilities	(4,161)	(341)
Loan due to corporate shareholders	(93,400)	(76,693)
Long term bank loan	(168,129)	(155,929)
Non-current liabilities	(261,529)	(232,622)
Net (liabilities)/assets	(3,193)	2,954
Proportion of the Group's ownership	45%	45%
Group's share of net (liabilities)/assets	(1,437)	1,329
Adjustment: Elimination of unrealised interest income on advance to joint venture	(746)	(376)
Carrying amount of the investments	–	953
Carrying amount of provision for the Group's share of losses	(2,183)	–

Summarised statement of comprehensive income

	FSKH Development Pte Ltd	
	2019 S\$'000	2018 S\$'000
Revenue	2,212	–
Cost of sales	(2,002)	–
Gross profit	210	–
Other income	27	–
Selling and distribution costs	(2,883)	–
Finance costs	(3,431)	–
Operating expenses	(70)	(45)
Loss before tax	(6,147)	(45)
Tax expense	–	–
Loss after tax and total comprehensive income	(6,147)	(45)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

13. Investment in joint ventures (cont'd)

Immaterial joint venture

The Group has immaterial interests in a joint venture. The following table summarises the carrying amount and share of profit and other comprehensive income of the joint venture that is accounted for using the equity method:

	2019 S\$'000	2018 S\$'000
Carrying amount of interests in joint venture	21	758
Group's share of:		
– (Loss)/profit from continuing operation, representing total comprehensive income	(2)	1,255

Dividends of S\$485,000 (2018: S\$1,800,000) were received from Bukit Timah Green Development Pte Ltd.

14. Investment securities

	Group 2019 S\$'000	2018 S\$'000
Non-current		
At fair value through other comprehensive income		
– Equity instruments (quoted)	7,689	7,021
	7,689	7,021
Current		
At fair value through profit or loss		
– Debt instruments (quoted)	19,009	21,018
– Debt instruments (unquoted)	1,352	2,747
– Equity instruments (quoted)	1,178	1,212
	21,539	24,977

Investments in debt instrument at fair value through profit or loss

Debt investment in quoted corporate bonds were made for varying coupon rates ranging from 3% to 7.5% per annum (2018: 3% to 7.5%), with maturity dates ranging from 2020 to 2028.

During the year, the Group acquired a structure note amounting to S\$1,352,900 (2018: S\$2,730,000), which has been redeemed at cost subsequent to year end.

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For the financial year ended 31 December 2019

14. Investment securities (cont'd)

Investments in equity instruments designated at fair value through other comprehensive income

The fair value of investments in quoted equity instruments designated at fair value through other comprehensive income at the end of the reporting period is as follows:

	Group	
	2019	2018
	S\$'000	S\$'000
At fair value through other comprehensive income		
– Equity instruments (quoted)		
HSBC Holdings PLC	1,017	998
UBS Group Funding (Switzerland) AG	1,819	1,746
United Overseas Bank Limited	1,394	1,550
Others	3,459	2,727
	7,689	7,021

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

15. Development properties

	Group	
	2019	2018
	S\$'000	S\$'000
Completed properties, at cost	100,995	103,052
At 1 January	103,052	95,625
Construction costs (written-back) ⁽¹⁾ /incurred	(1,508)	11,449
Disposals (recognised in cost of sales)	(549)	(4,022)
At 31 December	100,995	103,052

(1) During the year, there was write-back of excess construction costs of S\$1,508,000 arising from the finalisation of subcontractor costs.

The development properties is expected to be recovered more than twelve months after the reporting period.

List of development properties

Description and location	% owned	Site area (square metre)	Approximate saleable floor area (square metre)	Stage of completion as at date of annual report (year of completion)
Industrial property at Tuas South Avenue 7	100	25,700	49,507	100% (2018)
Industrial property at Gambas Avenue	100	21,427	49,046	100% (2014)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

16. Trade receivables

	Group	
	2019 S\$'000	2018 S\$'000
Trade receivables	21,129	18,561
Allowance for impairment	(74)	(74)
	<u>21,055</u>	<u>18,487</u>

Trade receivables

Trade receivables are non-interest bearing and are generally on 14-56 days' credit terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Receivables that are past due but not impaired

The Group does not have trade receivables that are past due but not impaired at the end of the reporting periods.

Receivables that are impaired

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

	Group Individually impaired	
	31 December 2017 S\$'000	1 January 2017 S\$'000
Trade debtors – nominal amounts	74	74
Less: Allowance for impairment	(74)	(74)
	<u>–</u>	<u>–</u>
Movement in allowance account:		
At 1 January	74	74
Charge for the year	–	–
At 31 December	<u>74</u>	<u>74</u>

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

16. Trade receivables (cont'd)

Expected credit losses

The movement in allowance for expected credit losses of trade receivables and contract assets computed based on lifetime ECL are as follows:

	Group	
	2019 S\$'000	2018 S\$'000
Movement in allowance account:		
At 1 January	74	74
Charge for the year	–	–
At 31 December	74	74

17. Other receivables

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Other debtors	335	49	–	–
Advances to subcontractors	3,518	3,518	–	–
Recoverables from subcontractors	1,617	3,246	–	–
Interest receivables	405	364	–	–
Amounts due from subsidiaries	–	–	2,118	1,000
Loans due from subsidiaries	–	–	59,549	57,038
	5,875	7,177	61,667	58,038

Advances to subcontractors relate to advances made to them for maintenance of materials on site, and are non-interest bearing. The advances are recognised at their original invoice amounts, which represents their fair value on initial recognition.

Recoverables from subcontractors are non-interest bearing, and are recognised at their original invoice amounts, which represents their fair values on initial recognition.

Amounts due from subsidiaries are non-trade related, non-interest bearing, unsecured, repayable on demand and is to be settled in cash. The amounts relate to management fee and payroll costs of seconded staff charged to subsidiaries.

Loans due from subsidiaries are unsecured, bear interest at 2% (2018: 1.73%) per annum, repayable on demand and are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

18. Prepayments and deposits

	Group	
	2019 S\$'000	2018 S\$'000
Prepayments	2,544	2,716
Deposits	360	398
	2,904	3,114

19. Cash and short term deposits

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Cash at banks and on hand	31,465	51,297	186	278
Short term deposits	46,115	43,079	3,146	1,079
Cash and short term deposits	77,580	94,376	3,332	1,357

Short term deposits are made for varying periods of between 1 month to 3 months depending on the immediate cash requirements of the Group and the Company, and earn interest at the respective short-term deposit rates. The average effective interest rates as at 31 December 2019 for the Group and the Company were 1.84% (2018: 1.37%) per annum and 1.75% (2018: 1.28%) per annum respectively.

Cash and short-term deposits denominated in foreign currencies at 31 December are as follows:

	Group	
	2019 S\$'000	2018 S\$'000
United States Dollar	12,501	13,060

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2019 S\$'000	2018 S\$'000
Cash at banks and on hand	31,465	51,297
Short term deposits	46,115	43,079
	77,580	94,376

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

20. Trade and other payables

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Trade payables	3,631	6,908	14	1
Amount due to joint venture partners	111	–	–	–
Accrued operating expenses	56,093	59,651	386	471
Deposits received	266	–	–	–
GST payables	1,250	1,872	8	21
Other payables	560	417	–	3
	61,911	69,196	408	496

Trade payables

Trade payables are non-interest bearing and are normally settled on 30-60 days' terms.

Other payables – current

The current other payables are non-interest bearing and have an average term of 2 months.

Amounts due to joint venture partners

Amounts due to joint venture partners are trade related, unsecured, non-interest bearing, repayable upon demand and are to be settled in cash.

21. Amounts due from joint ventures

	Group	
	2019 S\$'000	2018 S\$'000
Current		
Amounts due from joint ventures – trade	60	151
Non-current		
Amount due from joint venture – non trade	42,279	34,537

The current amounts due from joint ventures relate to payroll costs of seconded staff to the joint ventures, are unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

The non-current amount due from joint venture relates to advances to the joint venture during the year, is unsecured, bears interest at 2% per annum (2018: 2%), is not expected to be repaid within the next 12 months and is to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

22. Advance received from customer

Advance received from customer comprises the value of the materials on construction site but not incorporated in the works, which would subsequently be paid out to the subcontractors when they submit progress claims for the work done using those materials to the Group.

23. Provisions

(i) *Provision for maintenance and warranties*

	Group	
	2019 S\$'000	2018 S\$'000
At 1 January	13,985	13,058
Utilised	(1,002)	(1,098)
Current year provision	18,355	5,580
Write-back	(2,204)	(3,555)
At 31 December	29,134	13,985

The Group provides for maintenance and warranties claims on contracted items with customers after the substantial completion of projects. The amount of the provisions for maintenance and warranties are based on past experience of the level of maintenance and rectification work. The estimation basis is reviewed on an ongoing basis and revised when appropriate.

During the financial year, based on the warranty claims experience, management concluded that the provision for maintenance and warranties exceeded the amount necessary to cover maintenance and warranty claims on contract works. Accordingly, S\$2,204,000 (2018: S\$3,555,000) of the maintenance and warranty provisions have been reversed.

(ii) *Provision for project costs*

	Group 2019 S\$'000
At 1 January	–
Current year provision	2,940
At 31 December	2,940

This relates to provision for project and subcontractor costs to be incurred on completion. The provision was based on management's assessment of the status of the project. The estimation basis is reviewed on an ongoing basis and revised when appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

24. Loans and borrowings

	Maturity	Group 2019 S\$'000	2018 S\$'000
Current:			
Bank loan	2019	–	11,490
At 31 December		–	11,490

Bank loan

The bank loan was arranged at floating interest rate and was reset at intervals of 6 months based on changes to the bank's cost of funds. The interest rates ranged from 3.13% to 3.13% (2018: 2.96% to 3.13%) per annum for reporting periods. The bank loan has been repaid in full in January 2019.

A reconciliation of liabilities arising from financing activities is as follows:

	1 January 2019 S\$'000	Cash flows S\$'000	31 December 2019 S\$'000
Loans and borrowings	11,490	(11,490)	–
		Non-cash changes	
	1 January 2018 S\$'000	Reclassification of non-current to current S\$'000	31 December 2018 S\$'000
Loans and borrowings			
– current	–	15,090	11,490
– non-current	15,090	(15,090)	–
Total	15,090	–	11,490

25. Deferred income

	Group 2019 S\$'000	2018 S\$'000
Deferred interest income	746	–
Government grant	121	138
	867	138

Deferred interest income pertains to the Group's unrealised interest income on advance to joint venture amounting to \$746,000 (2018: Nil).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

26. Other payables

	Group		Company	
	2019	2018	2019	2018
	S\$'000	S\$'000	S\$'000	S\$'000
Other payables	<u>1,992</u>	<u>–</u>	<u>–</u>	<u>–</u>

Other payables include the Group's obligation of an amount of S\$1,437,000 (2018: Nil) in respect of its share of losses in a joint venture in excess of its investment in that joint venture.

27. Deferred taxation

Deferred tax as at 31 December relates to the following:

	Group			
	Consolidated balance sheet		Consolidated Income statement	
	2019	2018	2019	2018
	S\$'000	S\$'000	S\$'000	S\$'000
Gross deferred tax assets				
Provisions	5,504	2,436	(3,068)	(182)
Others	<u>377</u>	<u>305</u>	<u>(72)</u>	<u>455</u>
	<u>5,881</u>	<u>2,741</u>		
Gross deferred tax liabilities				
Excess of net carrying value of property, plant and equipment over tax written down value	<u>(1,768)</u>	<u>(1,768)</u>	–	189
	<u>(1,768)</u>	<u>(1,768)</u>		
Net deferred tax assets	<u>4,113</u>	<u>973</u>		
Deferred tax expense			<u>(3,140)</u>	<u>462</u>

Unrecognised tax losses

At the end of the reporting period, the Group has tax losses of approximately S\$9,343,000 (2018: S\$8,792,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. The tax losses have no expiry date.

NOTES TO THE FINANCIAL STATEMENTS

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28. Share capital

	Group and Company			
	2019		2018	
	No. of shares '000	S\$'000	No. of shares '000	S\$'000
Issued and fully paid ordinary shares				
At 1 January	512,104	59,954	509,979	58,956
Issuance of shares during the year	–	–	2,125	998
At 31 December	512,104	59,954	512,104	59,954

Share awards were granted in the financial year 2018 pursuant to the HLS Performance Share Plan, approved and adopted by the shareholders of the Company at the Extraordinary General Meeting held on 1 December 2009.

During the financial year 2018, the Group awarded 2,125,000 new shares which vested immediately upon grant to its employees, amounting to S\$998,000.

The fair value of the shares awarded to employees of the Group was S\$0.47 which was the average market price of the Company's shares over the five consecutive trading days immediately preceding the grant date.

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 restriction. The ordinary shares have no par value.

29. Capital reserve

Capital reserve records the costs of share-based payments, in the form of 4,000,000 shares transferred from the former shareholders to certain selected employees of the Group as consideration for their services received, which is measured by reference to the fair value of the shares at the grant date.

30. Fair value adjustment reserve

Fair value adjustment reserve records the cumulative fair value changes, net of tax, of financial assets at fair value through other comprehensive income financial assets until they are disposed of or impaired.

	Group	
	2019 S\$'000	2018 S\$'000
At 1 January	165	540
Gain/(loss) on fair value changes of financial assets at fair value through other comprehensive income during the year	167	(375)
At 31 December	332	165

31. Merger deficit

The merger deficit records the difference between the purchase consideration and the share capital of a subsidiary acquired from an entity under common control.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

32. Commitments

Group as lessee

The Group also has certain leases of machinery with lease terms of 12 months or less and leases of equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The following are the amounts recognised in profit or loss:

	Group	
	2019	2018
	S\$'000	S\$'000
Expense relating to short-term leases (included in cost of sales) representing total amount recognised in profit or loss	<u>5,378</u>	<u>6,850</u>

The Group had total cash outflows for leases of \$5,630,000 in 2019.

Group as lessor

The Group has entered into commercial property leases on its investment properties.

Future minimum rental receivables under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2019	2018
	S\$'000	S\$'000
Not later than one year	180	180
Later than one year but not later than five years	160	220
	<u>340</u>	<u>400</u>

33. Dividends

	Group and Company	
	2019	2018
	S\$'000	S\$'000
Declared and paid during the financial year:		
<i>Dividends on ordinary shares:</i>		
Final tax-exempt (one-tier) dividend for 2019: S\$0.018 (2018: S\$0.018) per share	<u>9,217</u>	<u>9,217</u>
Proposed but not recognised as a liability as at 31 December:		
<i>Dividends on ordinary shares, subject to shareholders' approval at the AGM:</i>		
Final tax-exempt (one-tier) dividends for 2019: S\$0.012 (2018: S\$0.018) per share	<u>6,145</u>	<u>9,217</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

34. Related party transactions

(a) Sales and purchase of services

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

	Group	
	2019 S\$'000	2018 S\$'000
Rental paid to:		
– A company related to a director	291	291

(b) Compensation of key management personnel

	Group	
	2019 S\$'000	2018 S\$'000
Salaries and other remuneration	3,165	3,172
Defined contribution plans	113	135
Share-based payment	–	237
Directors' fees	192	205
Total compensation paid to key management personnel	3,470	3,749
Comprise amounts paid to:		
– Directors of the Company	1,794	1,819
– Other key management personnel	1,676	1,930
	3,470	3,749

The remuneration of key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends.

35. Contingent liabilities

The Company has provided financial guarantee to a bank in respect of bank loan of a joint venture with a carrying amount of S\$75,718,000 (2018: S\$70,251,000). The fair value of such financial guarantee is not expected to be material as the loan is collateralised against the respective entity's development property. Accordingly, the fair value of the financial guarantees has not been recognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include interest rate risk, credit risk, market price risk, liquidity risk and foreign currency risk. The board of directors reviews and agrees policies and procedures for the management of these risks. It is, and has been throughout the years under review, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) **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 the Group's floating rate loans and borrowings and cash and short term deposits.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 100 (2018: 100) basis points higher/lower with all other variables held constant, the Group's profit net of tax would have been S\$494,000 (2018: S\$794,000) higher/lower, arising mainly as a result of higher/lower interest income on cash and short term deposits.

(b) **Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment securities and cash and short term deposits), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group trades only with recognised and creditworthy third parties or government authorities. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on Group's historical information. The Group also considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(b) Credit risk (cont'd)

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

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

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

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

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

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments for more than 180 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage appropriate enforcement activities to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(b) Credit risk (cont'd)

Financial assets at amortised cost

The Group uses three categories of internal credit risk ratings for debt instruments and loans which reflect their credit risk and how the loss provision is determined for each of those categories. The Group assesses the qualitative and quantitative factors that are indicative of the risk of default based on experienced credit judgement. The Group compute expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default from external rating agencies where available and historical loss rates for each category of counterparty, and adjusts for forward looking macroeconomic data such as GDP growth and central bank base rates.

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for the debt instruments and loans is as follows:

Category	Definition of category	Basis for recognition of ECL provision	Basis for calculating interest revenue
Level 1	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12-month ECL	Gross carrying amount
Level 2	Loans for which there is a significant increase in credit risk	Lifetime ECL	Gross carrying amount
Level 3	Interest and/or principal repayment are 180 days past due.	Lifetime ECL	Amortised cost of carrying amount (net of credit allowance)

There are no significant changes to estimation techniques or assumptions made during the reporting period.

The Group assessed the qualitative and quantitative factor that are indicative of the risk of default based on experienced credit judgement. These exposures are considered to have low credit risk. Therefore, impairment on these balances has been measured on the 12-month expected credit loss basis. There was no loss allowance provision made on debt instruments carried at amortised cost.

The gross carrying amount of financial assets of the Group and Company as at 31 December 2019, without taking into account of any collaterals held of other credit enhancements which represents the maximum exposure to loss, is S\$147,209,000 and S\$64,999,000 (2018: S\$155,126,000 and S\$59,395,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(b) Credit risk (cont'd)

Trade receivables and contract assets

The Group recognises lifetime expected credit loss for trade receivables and contract assets. The expected credit losses on these financial assets are estimated based on the Group's historical credit loss experience adjusted for factors that are specific to the debtors, general economic conditions and assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Summarised below is the information about the credit risk exposure on the Group's trade receivables and contract assets:

31 December 2019	Past due						Total S\$'000
	Contract assets S\$'000	Current S\$'000	1-30 days S\$'000	31-60 days S\$'000	60-90 days S\$'000	More than 90 days S\$'000	
Gross carrying amount	5,035	21,055	–	–	–	74	26,164
Loss allowance provision	–	–	–	–	–	(74)	(74)

31 December 2018	Past due						Total S\$'000
	Contract assets S\$'000	Current S\$'000	1-30 days S\$'000	31-60 days S\$'000	60-90 days S\$'000	More than 90 days S\$'000	
Gross carrying amount	6,681	18,487	–	–	–	74	25,242
Loss allowance provision	–	–	–	–	–	(74)	(74)

Information regarding loss allowance movement of trade receivables is disclosed in Note 16.

During the year, there were no loss allowance provision made on trade receivables and contract assets.

Cash and bank balances

The cash and bank balances are held with banks and financial institution counterparties, which are rated at least A, based on Standard & Poor's ratings. Impairment on cash and bank balances has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties. There were no loss allowance provision made on cash and bank balances.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(b) *Credit risk (cont'd)*

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Exposure to credit risk

As at the end of the reporting period, 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 balance sheets.

Since the Group trades only with recognised and creditworthy third parties or government authorities, there is no requirement for collateral.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and short term deposits and investment securities that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 16 (Trade receivables).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(b) Credit risk (cont'd)

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group		Group	
	2019		2018	
	S\$'000	% of total	S\$'000	% of total
By country:				
Singapore	21,055	100.0	18,487	100.0
By industry sector:				
Civil engineering	20,296	96.4	13,930	75.4
Properties development	759	3.6	4,557	24.6
	21,055	100.0	18,487	100.0

At the end of the reporting period, approximately:

- 96% (2018: 75%) of the Group's trade receivables were due from government authorities of Singapore or government linked entities who are located in Singapore.
- 0.2% (2018: Nil) of the Group's trade receivables is due from a related party.

(c) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group has investments in quoted securities which are listed in Singapore and exposed to equity price risk. These investments are classified as fair value through profit or loss and fair value through other comprehensive income financial assets. The Group does not have exposure to commodity price risk.

The Group's objective is to manage investment returns and equity price risk using a mix of investment grade shares with steady dividend yield and non-investment grade shares with higher volatility.

Sensitivity analysis for equity price risk

At the end of the reporting period, if the underlying quoted securities prices had been 2% (2018: 1%) higher/lower with all other variables held constant, the Group's profit before taxation would have been S\$404,000 (2018: S\$222,000) higher/lower, as a result of higher/lower fair value gains on quoted investment securities classified as fair value through profit or loss, and the Group's other comprehensive income would have been S\$154,000 (2018: S\$70,000) higher/lower, as a result of higher/lower fair value gains on quoted investment securities classified as fair value through other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(d) Liquidity risk

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

To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's and the Company's operations and mitigate the effect of fluctuations in cash flows.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

Group	2019			Total S\$'000
	One year or less S\$'000	One to five years S\$'000	Over five years S\$'000	
Financial assets:				
Investment securities (current)	2,530	15,805	5,495	23,830
Trade receivables	21,055	–	–	21,055
Other receivables (exclude GST receivables)	5,875	–	–	5,875
Amounts due from joint ventures	60	–	–	60
Deposits	360	–	–	360
Cash and short term deposits	77,580	–	–	77,580
Total undiscounted financial assets	107,460	15,805	5,495	128,760
Group				
Financial liabilities:				
Trade and other payables (exclude GST payables)	(60,661)	–	–	(60,661)
Other payables	–	(555)	–	(555)
Advance received from customer	(5,277)	–	–	(5,277)
Total undiscounted financial liabilities	(65,938)	(555)	–	(66,493)
Total net undiscounted financial assets	41,522	15,250	5,495	62,267

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(d) Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

Group	2018			Total S\$'000
	One year or less S\$'000	One to five years S\$'000	Over five years S\$'000	
Financial assets:				
Investment securities (current)	3,957	16,257	7,190	27,404
Trade receivables	18,487	–	–	18,487
Other receivables (exclude GST receivables)	7,177	–	–	7,177
Amounts due from joint ventures	151	37,271	–	37,422
Deposits	398	–	–	398
Cash and short term deposits	94,376	–	–	94,376
Total undiscounted financial assets	124,546	53,528	7,190	185,264
Financial liabilities:				
Trade and other payables (exclude GST payables)	(67,324)	–	–	(67,324)
Amounts due to joint venture partners	(63)	–	–	(63)
Advance received from customer	(5,277)	–	–	(5,277)
Loans and borrowings	(11,490)	–	–	(11,490)
Total undiscounted financial liabilities	(84,154)	–	–	(84,154)
Total net undiscounted financial assets	40,392	53,528	7,190	101,110
Company			2019 One year or less S\$'000	2018 One year or less S\$'000
Financial assets:				
Other receivables			61,667	58,038
Cash and short term deposits			3,332	1,357
Total undiscounted financial assets			64,999	59,395
Financial liabilities:				
Trade and other payables (exclude GST payable)			(400)	(475)
Total undiscounted financial liabilities			(400)	(475)
Total net undiscounted financial assets			64,599	58,920

The table below shows the contractual expiry by maturity of the Company's contingent liabilities. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantees could be called.

Company	2019			2018		
	One year or less S\$'000	One to five years S\$'000	Total S\$'000	One year or less S\$'000	One to five years S\$'000	Total S\$'000
Financial guarantees (Note 35)	–	75,718	75,718	–	70,251	70,251

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

36. Financial risk management objectives and policies (cont'd)

(e) Foreign currency risk

The Group holds cash and short-term deposits denominated in a currency other than the functional currency of the Group, which is SGD. At the end of the reporting period, the foreign currency balances are denominated in USD. The Group is also exposed to currency translation risk arising from its cash and short-term deposits denominated in USD.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in the USD exchange rates against the functional currency of the Group (SGD), with all other variables held constant.

	2019 S\$'000	2018 S\$'000
	<i>Profit before tax</i>	
USD/SGD		
– Strengthened 3% (2018: 3%)	325	388
– Weakened 3% (2018: 3%)	(325)	(388)

37. Fair value of assets and liabilities

(a) Fair value hierarchy

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

37. Fair value of assets and liabilities (cont'd)

(b) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets measured at fair value at the end of the reporting period:

	Group 2019		
	Fair value measurements at the end of the reporting period using		
	Quoted prices in active markets for identical instruments (Level 1) S\$'000	Significant observable inputs other than quoted prices (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000
			Total S\$'000
Assets measured at fair value			
Financial assets:			
Financial assets at fair value through profit or loss (Note 14)			
– Debt instruments (quoted)	19,009	–	19,009
– Debt instruments (unquoted)	–	1,352	1,352
– Equity instruments (quoted)	1,178	–	1,178
Financial assets at fair value through other comprehensive income (Note 14)			
– Equity instruments (quoted)	7,689	–	7,689
Financial assets as at 31 December 2019	27,876	1,352	29,228
Non-financial assets:			
Investment properties (Note 10)			
– Office premises	–	–	1,450
– Workshop	–	–	1,400
Non-financial assets as at 31 December 2019	–	–	2,850

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

37. Fair value of assets and liabilities (cont'd)

(b) Assets and liabilities measured at fair value (cont'd)

The following table shows an analysis of each class of assets measured at fair value at the end of the reporting period:

	Group 2018		
	Fair value measurements at the end of the reporting period using		
	Quoted prices in active markets for identical instruments (Level 1) S\$'000	Significant observable inputs other than quoted prices (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000
			Total S\$'000
Assets measured at fair value			
Financial assets:			
Financial assets at fair value through profit or loss (Note 14)			
– Debt instruments (quoted)	21,018	–	–
– Debt instruments (unquoted)	–	2,747	–
– Equity instruments (quoted)	1,212	–	–
Financial assets at fair value through other comprehensive income (Note 14)			
– Equity instruments (quoted)	7,021	–	–
Financial assets as at 31 December 2018	29,251	2,747	–
Non-financial assets:			
Investment properties (Note 10)			
– Office premises	–	–	1,450
– Workshop	–	–	1,400
Non-financial assets as at 31 December 2018	–	–	2,850

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

37. Fair value of assets and liabilities (cont'd)

(c) Level 3 fair value measurements

Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value at 31 December 2019 S\$'000	Valuation techniques	Significant unobservable inputs	Range (weighted average)
Recurring fair value measurements				
Investment properties:				
– Office premises	1,450	Market comparable approach	Market price per square metre*	S\$16,000 to S\$23,000 per square metre
– Workshop	1,400	Market comparable approach	Market price per square metre*	S\$2,300 to S\$4,700 per square metre

Description	Fair value at 31 December 2018 S\$'000	Valuation techniques	Significant unobservable inputs	Range (weighted average)
Recurring fair value measurements				
Investment properties:				
– Office premises	1,450	Market comparable approach	Market price per square metre*	S\$13,000 to S\$19,400 per square metre
– Workshop	1,400	Market comparable approach	Market price per square metre*	S\$2,700 to S\$3,800 per square metre

* Adjustments are made for any difference in the nature, location or condition of the specific property.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

37. Fair value of assets and liabilities (cont'd)

(c) Level 3 fair value measurements (cont'd)

Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

For office premises and workshop, a significant increase/(decrease) in market price per square metre based on external valuation expert's assumptions would result in a significantly higher/(lower) fair value measurement.

While the Group believes that its estimate of fair value is appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value.

The Group believes that there are no reasonably possible alternative assumptions that will result in a significant change in fair value of the investment properties for the years ended 31 December 2019 and 2018.

Movement in Level 3 assets measured at fair value

	Group	
	2019	2018
	S\$'000	S\$'000
Fair value measurements using significant unobservable inputs (Level 3)		
Investment properties:		
At 1 January	2,850	2,900
Net loss from fair value adjustments recognised in profit or loss	–	(50)
At 31 December	2,850	2,850
	Group	
	2019	2018
	S\$'000	S\$'000
Fair value measurements using significant unobservable inputs (Level 3)		
Investment properties:		
Total loss for the period included in profit or loss		
– Fair value loss on investment properties (net)	–	50

Valuation policies and procedures

It is the Group's policy to engage external valuation experts to perform valuation. The management is responsible for selecting and engaging valuation experts that possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 *Fair Value Measurement* guidance to perform the valuation.

The Group revalues its properties and the valuation techniques used is the comparison method that considers the sales of similar properties that have been transacted in the open market with adjustments made for differences in factors that affect value.

The appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs used in the valuations.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

37. Fair value of assets and liabilities (cont'd)

(d) *Assets and liabilities not carried at fair value for which fair value is disclosed*

The following table shows an analysis of the Group's assets not measured at fair value, for which fair value is disclosed:

Group 2019				
Fair value measurements at the end of the reporting period using				
Quoted prices in active markets for identical instruments (Level 1) S\$'000	Significant observable inputs other than quoted prices (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000	Total S\$'000	Carrying amount S\$'000
Asset:				
Amount due from joint venture (non-current)	-	42,197	42,197	42,279
Group 2018				
Fair value measurements at the end of the reporting period using				
Quoted prices in active markets for identical instruments (Level 1) S\$'000	Significant observable inputs other than quoted prices (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000	Total S\$'000	Carrying amount S\$'000
Asset:				
Amount due from joint venture (non-current)	-	34,343	34,343	34,537

Determination of fair value

For amount due from joint venture, the fair value as disclosed in the table above is estimated by discounting expected future cash flows at market incremental lending rate at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

38. Financial instruments by category

Set out below is the carrying amount of each of the categories of the Group's and the Company's financial instruments that are carried in the financial statements:

Group	Note	Assets at amortised cost S\$'000	Equity instruments at FVTPL S\$'000	Equity instruments at FVOCI S\$'000	Debt instruments at FVTPL S\$'000	Liabilities at amortised cost S\$'000
At 31 December 2019						
Assets						
Investment securities (non-current)	14	–	–	7,689	–	–
Investment securities (current)	14	–	1,178	–	20,361	–
Trade receivables	16	21,055	–	–	–	–
Other receivables	17	5,875	–	–	–	–
Amounts due from joint ventures	21	42,339	–	–	–	–
Deposits	18	360	–	–	–	–
Cash and short term deposits	19	77,580	–	–	–	–
Liabilities						
Trade and other payables (exclude GST payables)	20	–	–	–	–	60,661
Other payables	26	–	–	–	–	555
Advance received from customer	22	–	–	–	–	5,277
		147,209	1,178	7,689	20,361	66,493

Group	Note	Assets at amortised cost S\$'000	Equity instruments at FVTPL S\$'000	Equity instruments at FVOCI S\$'000	Debt instruments at FVTPL S\$'000	Liabilities at amortised cost S\$'000
At 31 December 2018						
Assets						
Investment securities (non-current)	14	–	–	7,021	–	–
Investment securities (current)	14	–	1,212	–	23,765	–
Trade receivables	16	18,487	–	–	–	–
Other receivables	17	7,177	–	–	–	–
Amounts due from joint ventures	21	34,688	–	–	–	–
Deposits	18	398	–	–	–	–
Cash and short term deposits	19	94,376	–	–	–	–
Liabilities						
Trade and other payables (exclude GST payables)	20	–	–	–	–	67,324
Amounts due to joint venture partners		–	–	–	–	63
Advance received from customer	22	–	–	–	–	5,277
Loans and borrowings	24	–	–	–	–	11,490
		155,126	1,212	7,021	23,765	84,154

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

38. Financial instruments by category (cont'd)

	Note	Assets at amortised cost S\$'000	Liabilities at amortised cost S\$'000
Company			
At 31 December 2019			
Assets			
Other receivables	17	61,667	–
Cash and short term deposits	19	3,332	–
Liabilities			
Trade and other payables (exclude GST payable)	20	–	400
		<u>64,999</u>	<u>400</u>
Company			
At 31 December 2018			
Assets			
Other receivables	17	58,038	–
Cash and short term deposits	19	1,357	–
Liabilities			
Trade and other payables (exclude GST payable)	20	–	475
		<u>59,395</u>	<u>475</u>

39. Capital management

Capital includes debt and equity items as disclosed in the table below.

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustment to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2019 and 2018.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

39. Capital management (cont'd)

The Group monitors its capital structure as follows:

	Note	Group	
		2019 S\$'000	2018 S\$'000
Loans and borrowings	24	–	11,490
Less: Cash and short term deposits	19	(77,580)	(94,376)
Net cash		<u>(77,580)</u>	<u>(82,886)</u>
Equity attributable to owners of the Company		<u>205,746</u>	<u>202,227</u>

The Group will continue to be guided by prudent financial policies of which gearing is an important aspect.

40. Segment information

For management purposes, the Group is organised into business units based on their products and services, and has three reportable operating segments as follows:

- Civil engineering: Infrastructure construction and civil engineering works for bridges, expressways, tunnels and other related infrastructure works.
- Properties development: Development of properties in the residential and industrial sectors.
- Properties investment: Investment properties held to earn rentals and/or for capital appreciation and others.

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

The three operating segments are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who review the segment results every quarter for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit margins of the products and services.

Corporate overheads, taxes and investment securities are managed on a group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

40. Segment information (cont'd)

At 31 December 2019	Civil engineering S\$'000	Properties development S\$'000	Properties investment S\$'000	Adjustments S\$'000	Notes	Per consolidated financial statements S\$'000
Revenue:						
External customers	192,435	803	253	–	A	193,491
Inter-segment	474	–	–	(474)		–
Total revenue	192,909	803	253	(474)		193,491
Results:						
Depreciation	5,693	–	–	–		5,693
Dividend income from investment securities	–	–	–	103		103
Loss on fair value of investment securities	–	–	–	(628)		(628)
Interest income	–	399	–	2,538		2,937
Share of results of joint ventures	–	(2,768)	–	–		(2,768)
Segment profit/(loss)	21,891	(2,271)	65	(3,195)	B	16,490
Assets:						
Investment in joint ventures	–	21	–	–		21
Additions to non-current assets	295	–	–	–	C	295
Segment assets	140,929	145,773	3,957	33,362	D	324,021
Segment liabilities	107,116	4,320	27	7,159	E	118,622

At 31 December 2018	Civil engineering S\$'000	Properties development S\$'000	Properties investment S\$'000	Adjustments S\$'000	Notes	Per consolidated financial statements S\$'000
Revenue:						
External customers	192,114	5,499	180	–	A	197,793
Inter-segment	519	–	–	(519)		–
Total revenue	192,633	5,499	180	(519)		197,793
Results:						
Depreciation	5,348	–	–	–		5,348
Fair value loss on investment properties	–	–	50	–		50
Dividend income from investment securities	–	–	–	111		111
Fair value gain on investment securities	–	–	–	1,232		1,232
Interest income	–	–	–	2,706		2,706
Share of results of joint ventures	–	1,234	–	–		1,234
Segment profit/(loss)	19,168	2,308	24	(3,646)	B	17,854
Assets:						
Investment in joint ventures	–	1,711	–	–		1,711
Additions to non-current assets	8,081	–	–	–	C	8,081
Segment assets	157,950	146,447	3,722	34,682	D	342,801
Segment liabilities	123,019	13,628	28	3,899	E	140,574

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

40. Segment information (cont'd)

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

- A. Inter-segment revenues are eliminated on consolidation.
- B. The following items are added to/(deducted from) segment profit to arrive at "Profit before taxation" presented in the consolidated income statement:

	Group	
	2019	2018
	S\$'000	S\$'000
Other income	4,360	3,498
Corporate overheads	(4,514)	(4,860)
Non-controlling interest	(32)	–
Other operating costs	(2,917)	(2,268)
Elimination of inter-segment sale	(92)	(16)
	<u>(3,195)</u>	<u>(3,646)</u>

- C. Additions to non-current assets consist of additions to property, plant and equipment.
- D. The following items are added to segment assets to arrive at total assets reported in the consolidated balance sheet:

	Group	
	2019	2018
	S\$'000	S\$'000
Investment securities	29,228	31,998
Deferred tax assets	4,113	973
Investments in joint ventures	21	1,711
	<u>33,362</u>	<u>34,682</u>

- E. The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated balance sheet:

	Group	
	2019	2018
	S\$'000	S\$'000
Provision for taxation	7,159	3,899

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

40. Segment information (cont'd)

Geographical information

The Group derives all of its revenues from external customers based in Singapore and its non-current assets are solely located in Singapore for the years ended 31 December 2019 and 2018.

Information about major customers

Revenue from one major customer amounted to S\$105,070,000 (2018: S\$131,171,000) for various civil engineering projects.

41. Subsequent event

With the recent and rapid development of the coronavirus outbreak, many countries have required entities to limit or suspend business operations and implemented travel restrictions and quarantine measures subsequent to the year ended 31 December 2019. These measures and policies have significantly disrupted the activities of many entities to a certain extent. This may affect the financial performance, ongoing contracts, carrying value of investment properties and development properties, and recoverability of the advances to joint venture of the Group after the reporting period. As the outbreak continues to progress and evolve, the estimate of the financial impact cannot be reasonably determined at this juncture.

42. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2019 were authorised for issue in accordance with a resolution of the directors on 30 March 2020.

STATISTICS OF SHAREHOLDINGS

As at 12 March 2020

ISSUED AND FULLY PAID	: S\$59,954,000
NUMBER OF SHARES	: 512,103,991
CLASS OF SHARES	: ORDINARY SHARES
VOTING RIGHTS	: 1 VOTE PER SHARE
NUMBER OF TREASURY SHARES AND SUBSIDIARY HOLDINGS HELD	: NIL

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	4	0.18	56	0.00
100 – 1,000	89	3.99	70,125	0.01
1,001 – 10,000	845	37.93	5,724,000	1.12
10,001 – 1,000,000	1,256	56.37	75,874,006	14.82
1,000,001 & ABOVE	34	1.53	430,435,804	84.05
TOTAL	2,228	100.00	512,103,991	100.00

TWENTY LARGEST SHAREHOLDERS	NO. OF SHARES	%
CHUA LEONG HAI @CHUA LEANG HAI	193,871,547	37.86
CHUA AIK KHOON (CAI YIQUN)	29,847,663	5.83
CHUA SIOK PENG (CAI SHUPING)	26,119,265	5.10
CHUA SIOK HONG	26,098,442	5.10
CHUA SIOK KHENG (CAI SHUQING)	26,087,569	5.09
PEH TIEW HOI OR CHUA YEN JOO (CAI YANRU)	12,874,292	2.51
CHUA BOE	12,727,236	2.49
NG SING	9,451,760	1.85
CHUA HUA LEONG	8,915,376	1.74
TAN AH CHON	7,243,032	1.41
CHUA HOO SAI OR TI POH CHOO	7,203,236	1.41
DBS NOMINEES PTE LTD	7,073,634	1.38
CITIBANK NOMINEES SINGAPORE PTE LTD	6,600,166	1.29
CHUA SEE	6,407,501	1.25
PEH LING PING (PEH MENG HOONG)	4,477,150	0.87
PEH MENG HING	4,477,149	0.87
PEH CHANG YEW @PEH BENG KIAT	4,087,149	0.80
PEH PECK HOON (BAI BIYUN) @BAI SHI CI	4,046,550	0.79
RAFFLES NOMINEES (PTE) LIMITED	3,557,500	0.69
CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	3,183,933	0.62
	404,350,150	78.95

Based on the information available to the Company as at 12 March 2020, approximately 35.34 % of the issued ordinary shares of the Company is held by the public and, therefore, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Limited is complied with.

SUBSTANTIAL SHAREHOLDERS	NO. OF SHARES	%
CHUA LEONG HAI @CHUA LEANG HAI	193,871,547	37.86
CHUA AIK KHOON (CAI YIQUN)	29,847,663	5.83
CHUA SIOK PENG (CAI SHUPING)	26,119,265	5.10
CHUA SIOK HONG	26,098,442	5.10
CHUA SIOK KHENG (CAI SHUQING)	26,087,569	5.09

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **HOCK LIAN SENG HOLDINGS LIMITED** (the "**Company**") will be held at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 on Thursday, 23 April 2020 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company who are retiring pursuant to Regulation 97 of the Constitution of the Company:-
 - (i) Mr Kee Guan Chua **(Resolution 2)**
 - (ii) Ms Chua Siok Peng **(Resolution 3)**

[See Explanatory Note (i)]
3. To declare a first and final dividend (tax exempt one-tier) of 1.2 Singapore cents per ordinary share for the financial year ended 31 December 2019. **(Resolution 4)**
4. To approve the payment of Directors' fees of S\$192,000 for the financial year ended 31 December 2019 (FY2018: S\$205,000). **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young LLP, Certified Public Accountants, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:-

7. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:-

- (A) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instrument arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided that:–

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) and subsidiary holdings in the capital of the Company at the time of the passing of this Resolution, after adjusting for:–
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with 7(2)(a) or 7(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in General Meeting, the authority conferred by this Resolution shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(Resolution 7)

[See Explanatory Note (ii)]

By Order of the Board

Chew Kok Liang/Siau Kuei Lian
Joint Company Secretaries
Singapore

7 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:-

- (i) Mr Kee Guan Chua will, upon re-election as a Director of the Company, remain as Executive Director and will be considered non-independent. Please refer to page 118 in the Annual Report for the detailed information required pursuant to 720(6) of the Listing Manual of the SGX-ST.

Ms Chua Siok Peng will, upon re-election as a Director of the Company, remain as Executive Director and will be considered non-independent. Please refer to page 118 in the Annual Report for the detailed information required pursuant to 720(6) of the Listing Manual of the SGX-ST.

- (ii) Resolution 7, in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a *pro rata* basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:-

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Annual General Meeting (the "**Meeting**") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 not less than seventy-two (72) hours before the time appointed for holding the Meeting.

* A Relevant Intermediary is:-

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

NOTICE OF ANNUAL GENERAL MEETING

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

NOTICE OF ANNUAL GENERAL MEETING

Measures to Minimise Risks of COVID-19

In order to minimise the risk of community spread of COVID-19 and to comply with the guidelines issued by the Ministry of Health of Singapore, the following steps will be taken for shareholders and others attending the AGM:

- (1) Shareholders are encouraged to appoint Chairman of the AGM to act as proxy and direct the vote at the AGM. Shareholders who wish to attend the AGM in person, are requested to pre-register their attendance to the AGM by emailing your full name and the last 4 digits of your NRIC to info@hlsgroup.com.sg by 19 April 2020. **Please note that pre-registration is mandatory for headcount control and sitting arrangement.**
- (2) Any person who has fever or exhibits flu-like symptoms will not be permitted to attend the AGM.
- (3) Shareholders are encouraged to submit any questions in relation to any item of the Agenda of the AGM, they may email to info@hlsgroup.com.sg by 19 April 2020, the Company will address substantial questions received from shareholders ahead of the AGM.
- (4) All persons attending the AGM will be required to undergo a temperature check and sign a health declaration form in respect of whether they have been to countries that have been issued with travel restrictions during the 14 days prior to the date of the AGM (i.e. commencing from and including Tuesday, 7 April 2020).
- (5) Any person who has been in countries that have been issued with travel restrictions, irrespective of nationality, during the said 14 days period are requested not to attend the AGM. This health declaration form will also be used for the purpose of contact tracing, if required.
- (6) No food and refreshment will be served at the AGM.
- (7) There may be a need to hold the AGM in another location or date depending of the number of registered shareholders.
- (8) Should the extension of AGM date become mandatory by any authorities after the printing of this Notice, the Company will communicate all changes on AGM related matters on SGXNet announcement and the Company website.

Shareholders who are feeling unwell on the date of the AGM are advised not to attend the AGM. Shareholders are also advised to arrive at the AGM venue early given that the above-mentioned measures may cause delay in the registration process.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the AGM. We will post updates on SGXnet and the Company website at www.hlsgroup.com.sg.

NOTICE OF ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

To provide the information as set out in [Appendix 7.4.1](#) relating to the candidate who is proposed to be appointed for the first time or re-elected to the board at a general meeting, in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting.

The Directors named below are retiring and being eligible, offer themselves for re-election at the upcoming AGM:-

Name of Director	Kee Guan Chua	Chua Siok Peng
Date of Appointment	26 March 2012	15 December 2015
Date of last re-election (if applicable)	25 April 2017	25 April 2018
Age	68	44
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Kee Guan Chua was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his contributions and performance.	The re-election of Ms Chua Siok Peng was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration her contributions and performance.
Whether appointment is executive, and if so, the area of responsibility	Executive. Refer to the Section on Board of Directors at page 11 of this annual report for details.	Executive. Refer to the Section on Board of Directors at page 11 of this annual report for details.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	Executive Director
Professional qualifications	Refer to the Section on Board of Directors at page 11 of this annual report for details.	
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Refer to the Section on Board of Directors at page 11 of this annual report for details.	
Conflict of interest (including any competing business)	None	None
Working experience and occupation(s) during the past 10 years	Refer to the Section on Board of Directors at page 11 of this annual report for details.	
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Shareholding interest in the listed issuer and its subsidiaries	Direct interest – 555,000 shares	Direct interest – 26,119,265 shares
Other Principal Commitments* Including Directorships#	<u>Past (for the last 5 years)</u> NIL	<u>Past (for the last 5 years)</u> NIL
* "Principal Commitments" has the same meaning as defined in the Code	<u>Present</u> Director of Hock Lian Seng Group's subsidiaries and joint venture companies	<u>Present</u> Director of Hock Lian Seng Group's subsidiaries and joint venture companies
# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)		

The retiring Directors have responded negative to items (a) to (k) listed in Rule 720(6) of the Listing Rules of SGX-ST.

HOCK LIAN SENG HOLDINGS LIMITED**(Company Registration No. 200908903E)**

(Incorporated in the Republic of Singapore)

IMPORTANT:-

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM*(Please see notes overleaf before completing this Form)*

I/We, _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/members of **HOCK LIAN SENG HOLDINGS LIMITED** (the "**Company**"), hereby appoint:-

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting (the "**Meeting**") of the Company to be held at 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 on Thursday, 23 April 2020 at 9.30 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for, or against or to abstain from voting 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.

No.	Resolutions relating to:-	No. of votes 'For'*	No. of votes 'Against'*	No. of votes 'Abstain'*
Ordinary Business				
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019			
2	Re-election of Mr Kee Guan Chua as a Director			
3	Re-election of Ms Chua Siok Peng as a Director			
4	Declaration of First and Final Dividend for the financial year ended 31 December 2019			
5	Approval of Directors' fees amounting to S\$192,000 for the financial year ended 31 December 2019			
6	Re-appointment of Messrs Ernst & Young LLP as Auditors and to authorise the Directors of the Company to fix their remuneration			
Special Business				
7	Authority to allot and issue shares and convertible securities			

* If you wish to exercise all your votes 'For' or 'Against' or to 'Abstain' from voting, please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____, 2020

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

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

IMPORTANT: PLEASE READ NOTES ON THE REVERSE

Notes:-

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 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 (other than a Relevant Intermediary*), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a Relevant Intermediary*) appoints two 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.
4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
5. Subject to note 9, 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 80 Marine Parade Road, #16-08 Parkway Parade, Singapore 449269 not less than 72 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 authorized. 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, Cap. 50 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
9. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.

* A Relevant Intermediary is:-

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 April 2020.

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.

CORPORATE INFORMATION

Board of Directors

Ong Seh Hong (Chairman)

Chua Leong Hai
Chua Siok Peng
Hoon Tai Meng
Kee Guan Chua
Khor Poh Hwa

Audit and Risk Management Committee

Hoon Tai Meng (Chairman)

Khor Poh Hwa
Ong Seh Hong

Nominating Committee

Khor Poh Hwa (Chairman)

Hoon Tai Meng
Ong Seh Hong
Chua Leong Hai

Remuneration Committee

Ong Seh Hong (Chairman)

Hoon Tai Meng
Khor Poh Hwa

Board Safety Committee

Khor Poh Hwa (Chairman)

Hoon Tai Meng
Ong Seh Hong

Company Secretaries

Chew Kok Liang
Siau Kuei Lian

Registered Office

80 Marine Parade Road
#16-08 Parkway Parade
Singapore 449269
Website: www.hlsgroup.com.sg
Email: info@hlsgroup.com.sg

Share Registrar

B.A.C.S. Private Limited

8 Robinson Road
#03-00 ASO Building
Singapore 048544

Independent Auditor

Ernst & Young LLP

Public Accountants and
Chartered Accountants

One Raffles Quay
North Tower, Level 18
Singapore 048583

(Partner-in-charge: Nelson Chen
appointed since financial year ended
31 December 2018)

Principal Bankers

United Overseas Bank Limited
Oversea-Chinese Banking
Corporation Limited
Malayan Banking Berhad
Hong Kong Shanghai Banking
Corporation Limited
Bank of Singapore Limited

Company Registration Number

200908903E



HOCK LIAN SENG HOLDINGS LIMITED

Company Registration No.: 200908903E
80 Marine Parade Road,
#16-08 Parkway Parade
Singapore 449269
Tel: (65) 6344 0555
Fax: (65) 6440 9049
www.hlsgroup.com.sg

