



ayondo Ltd.

**Annual Report
2020**

This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

This annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this annual report.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.

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CORPORATE PROFILE

ayondo Ltd. (the “**Company**”) is an investment holding company listed on the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 26 March 2018.

On 5 June 2019, the Group disposed of its key operating subsidiary in the United Kingdom, ayondo Markets Limited (“**AML**”) to BUX Holding B.V. (the “**AML Disposal**”), having obtained approval from the Shareholders of the Company at the Extraordinary General Meeting (“**EGM**”) held on 3 June 2019.

On 14 August 2019, the Company announced that an insolvency application was filed with the competent court in Germany to commence insolvency proceedings over the assets of ayondo GmbH (“**AYG**”) (a wholly-owned subsidiary of ayondo Holding AG (“**AHAG**”), which is in turn a 99.97%-owned subsidiary of the Company). Consequently, *inter alia*, an insolvency application was filed with the competent court in Zug, Switzerland to commence insolvency proceedings over the assets of AHAG.

Following the disposal of its key operating subsidiary, ayondo Markets Limited since June 2019, and the insolvency proceedings of its overseas subsidiaries in Switzerland and Germany, namely, AHAG (deregistered) and AYG (in liquidation), the Group has ceased to have any operations.

On 29 July 2020 the Company entered into a conditional sale and purchase agreement (“**SPA**”) with Speed Success Group Limited in relation to the proposed acquisition of the entire equity interest in Rich Glory International Investment Limited (“**Target**”) by the Company (the “**Proposed Acquisition**”).

The Proposed Acquisition, if undertaken and completed, is expected to result in a “Reverse Take-over” of the Company as defined under Chapter 10 of Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and is subject to, *inter alia*, the approval of shareholders of the Company at an EGM to be convened, and the approval of the SGX-ST. The Target is in the business of licensed collateralized lending specializing in residential mortgages, commercial mortgages and shareholders loans, and the Proposed Acquisition is intended to enable the Company to resume trading of its shares on the Catalist board.

As the Proposed Acquisition is subject to conditions and due diligence by the Company, shareholders should note that there is no certainty or assurance that the Proposed Acquisition will be completed.

LETTER TO SHAREHOLDERS

Dear Valued Shareholders,

On behalf of the Board of Directors, I am pleased to present our annual report of ayondo Ltd. for the financial year ended 31 December 2020.

2020 has been an extraordinary year not only for the Company but for the global market due to the ongoing COVID-19 pandemic. Notwithstanding the challenges, in 2020, the Company and the Board had continued to work tirelessly to restructure with an emphasis on completing the Proposed Acquisition. Thanks to the support of the shareholders and the Board, the Company continues to receive additional investments to carry the Company and the Group through its difficulty stages.

As at 31 March 2021, an aggregate of S\$1,080,000 under the convertible notes to Golden Nugget Jinzhuan Limited (“GN”) (the “CN3”) has been subscribed and there is a remaining balance principal amount of up to S\$7,020,000 that has yet to be subscribed by GN. The proceeds from the issue of CN3 are intended to be utilised by the Company, for the repayment of loans and outstanding payments owing by the Company and general working capital purposes, including professional fees and salaries.

OUTLOOK INCLUDING RESUMPTION OF TRADING

Following the ongoing efforts in seeking the injection of a sustainable business, the Company had on 30 July 2020, announced the entry into a conditional sale and purchase agreement dated 29 July 2020 with Speed Success Group Limited (“Vendor”) in relation to the proposed acquisition of the entire equity interest in Rich Glory International Investment Limited (“Target”) by the Company (the “Proposed Acquisition”). The Proposed Acquisition, if undertaken and completed, is expected to result in a “Reverse Take-over” (“RTO”) of the Company under the Catalist and is subject to, *inter alia*, the approval of shareholders of the Company at an EGM to be convened, and the approval of the SGX-ST.

Following consultation with the SGX-ST through the Company’s continuing sponsor, the Company has been informed that as part of the Company’s proposal for the resumption of trading, the Company is required to submit the finalised draft shareholders’ circular for the Proposed Acquisition (“RTO Circular”) to SGX-ST. As such, the Company has applied for a further extension of time to submit the Resumption Proposal. On 6 January 2021, the SGX-ST has informed the Company that it has no objection to the Company’s application for further extension of time to 30 April 2021.

The Company has been working closely with the Vendor, the Target and the relevant professionals in respect of the RTO to complete the Proposed Acquisition and to prepare the RTO Circular. The Company will provide updates to the SGX-ST and the Shareholders of the Company via announcements to be released on the SGXNET on material developments to the Proposed Acquisition.

The Company is of the view that the Proposed Acquisition will place the Company in a strong position to expand into new business areas and grow revenues, both which will help rebuild shareholder value.

IN APPRECIATION

In closing and on behalf of the Board, I would like to extend my appreciation to our investors and business associates for their patience, unwavering support and confidence in ayondo Ltd. in this challenging time. Most importantly, I would like to take this opportunity to thank our valued shareholders for their continued support in us. Going forward, we intend to focus on implementing our new strategy with the intent of rebuilding shareholder value.

Mr Dominic Morris
Interim Chief Executive Officer
ayondo Ltd.

CORPORATE INFORMATION

BOARD OF DIRECTORS

- Foo Fatt Kah
(Non-Executive Director)
- Tse Man Kit Gilbert
(Non-Executive Director)
- Foong Daw Ching
(Lead Independent Director)
- Lam Shiao Ning
(Independent Director)

AUDIT AND RISK COMMITTEE

- Foong Daw Ching (Chairman)
- Foo Fatt Kah
- Lam Shiao Ning

NOMINATING COMMITTEE

- Lam Shiao Ning (Chairman)
- Foong Daw Ching
- Tse Man Kit Gilbert

REMUNERATION COMMITTEE

- Foong Daw Ching (Chairman)
- Lam Shiao Ning

- Tse Man Kit Gilbert

COMPANY SECRETARY

Wee Woon Hong, LLB (Hons)

REGISTERED OFFICE

20 Collyer Quay #01-02
Singapore 049319

SPONSOR

UOB Kay Hian Private Limited

8 Anthony Road #01-01
Singapore 229957

INDEPENDENT AUDITOR

Foo Kon Tan LLP

24 Raffles Place
#07-03 Clifford Centre
Singapore 048621

Partner-in-charge: Toh Kim Teck
(A member of the Institute of Singapore
Chartered Accountants)
(Appointed since the financial year ended
31 December 2019)

SHARE REGISTRAR

Tricor Barbinder Share Registration Services

80 Robinson Road #11-02
Singapore 068898

BOARD OF DIRECTORS

Foo Fatt Kah (Non-Executive Director)

Dr Foo Fatt Kah has more than 30 years of experience in investment banking, venture capital and private equity investments. He is also the Managing Director and Co-Founder of Luminor Capital Pte. Ltd., a fund management firm based in Singapore since 2008. From 2003 to 2012, he was the Asian venture partner for Aravis Ventures, a global venture capital firm specializing in biotechnology and energy investments. Prior to that, he was with SG Securities Asia for seven years, most latterly being the Group's Managing Director, Head of Equities Asia excluding Japan, with responsibility for the firm's research, sales, sales trading and dealing activities in 10 Asian markets. From 1994 to 1996, Dr Foo joined Deutsche Morgan Grenfell in Singapore as the Head of Equity Research where he was involved in their Singapore equity research product covering all market sectors. Dr Foo started his career as an equity analyst specialising in the pharmaceutical and biotechnology sector in Europe, working in various firms including Paribas Capital Markets Group Limited, Barings Securities Ltd. and Robert Fleming & Co., Ltd. in London. Dr Foo obtained his degree in Medicine from Queen's University, UK in 1984 and subsequently obtained his Masters in Business Administration from Queen's University in 1987. Dr Foo is also a member of the Singapore Institute of Directors (SID).

Tse Man Kit Gilbert (Non-Executive Director)

Mr Tse Man Kit Gilbert has more than 20 years of working experience in investment banking and asset management industries. He currently serves as Advisor to Guangzhou Lianggang Investment Consulting Co., Ltd. (iMaibo) on corporate strategy and to StormHarbour Securities (HK) Ltd. on asset management business. He is also a Director of Metori Investment Management (Zhuhai Hengqin) Co., Ltd and Metori Holding (Hong Kong) Limited.

Prior to this, Mr Tse was also the Chief Executive Officer of iMaibo from 2015 to 2017. He held various senior management positions over his 19-year career within Societe Generale Corporate and Investment Banking ("**Societe Generale**") Group, with the last being the Managing Director and Head of Asia at Lyxor Asset Management, the Exchange Traded Fund (ETF) provider arm of Societe Generale where he was responsible for overseeing the operation in Hong Kong, Shanghai and Tokyo and governance of the sales activities and new product launch in the region. From 2010 to 2013, Mr Tse was Executive Vice General Manager of Fortune SG Fund Management Co., Ltd, a joint venture fund management company between Hwabao Trust (Baosteel Group) and Lyxor Asset Management (Societe Generale Group) where he was in charge of sales and marketing, product development division and risk management division of Fortune SG Fund Management Co. From 2007 to 2009, Mr Tse was the Managing Director and Head of Global Markets China where he was in charge of sales and trading activities of fixed income, currencies and commodities in China. From 2000 to 2007, Mr Tse was the Managing Director and Head of Structured Derivatives Asia excluding Japan where he was in charge of providing investment and risk management solution with the use of financial derivatives for clients in Non-Japan Asia. From 1995 to 2000, he joined Societe Generale as Vice President, Primary Markets, Debt Capital Market & Derivatives where he was taking part in the structuring and sales of various financial and risk management solutions to issuers and borrowers in Asia. Mr Tse started his career as Forex & Options Trader at the Hongkong and Shanghai Banking Corporation (HSBC) from 1992 to 1995. Mr Tse obtained his Bachelor of Business Administration from the Chinese University of Hong Kong in 1992. He also holds Master of Applied Finance from Macquarie University, Australia in 1996.

BOARD OF DIRECTORS

Foong Daw Ching (Lead Independent Director)

Foong Daw Ching has more than 30 years of audit experience. He was a senior partner of Baker Tilly TFW LLP and also regional Chairman of Asia Pacific region for Baker Tilly International Limited until October 2016. Prior to that, he was the managing partner of Baker Tilly TFW LLP until 2010. Mr Foong is also a Director of Baker Tilly International Limited between April 2007 and October 2016. Mr Foong is also an Independent Director of Starland Holdings Limited, Travelite Holdings Ltd. and Suntar Eco-City Limited. Mr Foong was awarded the Public Service Medal (Pingat Bakti Masyarakat) by the President of Singapore in 2003 and a Merit Service Award by the Institute of Certified Public Accountants of Singapore in 2000. He is a Fellow of the Institute of Chartered Accountant in England and Wales, a Fellow of the Institute of Singapore Chartered Accountants, and a Fellow member of CPA, Australia.

Lam Shiao Ning (Independent Director)

Lam Shiao Ning has more than 20 years of experience as a corporate lawyer in Singapore. Ms Lam is currently the Managing Director of Rubicon Law LLC, a boutique corporate law firm in Singapore. Prior to this, she was the partner of Oon & Bazul LLP where she headed the mergers and acquisitions and corporate finance practice until March 2020. Prior to joining Oon & Bazul LLP in March 2016, she was a Director of Drew & Napier LLC since June 2007 and was an Associate Director since December 2004. She started her career as an associate at Arfat Selvam & Gunasingham (subsequently known as ASG Law Corporation), a boutique corporate law firm, in April 1998 and became a Director of the firm from January 2003 to October 2004. Ms Lam obtained a Bachelor of Laws (Honours) from the University of Hull, United Kingdom in 1995 and was called to the bar of England and Wales in July 1996. She was admitted as an advocate and solicitor of the Supreme Court of Singapore in March 1998. Ms Lam is a member of The Law Society of Singapore, the Singapore Academy of Law and the Inquiry Panel of the Law Society of Singapore. She also holds a Diploma in Financial Management from the Association of Chartered Certified Accountants, United Kingdom. Ms Lam is a senior teaching fellow at the Singapore Institute of Legal Education.

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**”) of ayondo Ltd. (the “**Company**”) is committed to maintaining a high standard of corporate governance within the Company and its subsidiaries (the “**Group**”).

This report outlines the Group’s main corporate governance framework and practices that were in place during the financial year ended 31 December 2020 (“**FY2020**”) with specific reference made to the principles and provisions set out in the Code of Corporate Governance 2018 (the “**Code**”) and accompanying Practice Guidance issued in August 2018, which forms part of the continuing obligations of the listing rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Guide**”), and explains any deviation from the Code.

For FY2020, the Group has complied with the principles as set out in the Code and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections below insofar as there are any deviations from the provisions in the Code and the Guide.

BOARD MATTERS

The Board’s Conduct of Affairs

Provision 1.1 **Directors are fiduciaries who act objectively in the best interests of the company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.**

The Board is entrusted with the responsibility for the overall management of the business and corporate affairs of the Group and to protect and enhance long-term shareholders’ value.

Apart from its statutory and fiduciary responsibilities, the primary functions of the Board are to perform their roles and responsibilities laid out under the Code and the Board’s terms of reference. Please refer to Table A set out on pages 38 to 41 of this Annual Report for the composition and primary functions of the Board.

The Board, in the course of performing its roles and responsibilities, acts in good faith and objectively makes decisions considering the best interests of the Group. Any Director facing a conflict or potential conflict of interests in relation to any matter will declare his or her interest and will recuse himself or herself from participating in discussions and abstain from making any decisions on the matter involving the issue of conflict. All Directors are required to declare any conflict of interests both annually and as soon as they are aware of circumstances giving rise to such conflict.

Provision 1.2 **Directors understand the company’s business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the company’s expense. The induction, training and development provided to new and existing directors are disclosed in the company’s annual report.**

To keep the Directors abreast of development in the Group’s industries as well as the Group’s operations, the Board is regularly briefed on the status, development, business progress and financial status of the Group’s operations. Outside of the mandatory quarterly Board meetings, the Board had communications with management via teleconferences and email

during FY2020 to address any significant matters that arose.

All Directors are appointed to the Board, either by way of a formal letter of appointment for Non-Executive Directors or a service agreement for Executive Directors (as the case may be), indicating the scope of duties and obligations.

Where necessary, the Directors are provided with updates on changes to the relevant new rules and regulations such as the Listing Rules of the SGX-ST (the “**Catalist Rules**”), the Code, the Companies Act (Chapter 50) of Singapore (the “**Companies Act**”), etc. and changing commercial risks to enable them to make well-informed decisions and to ensure that the Directors are competent in carrying out their expected roles and responsibilities. The Company Secretary (or her representatives) briefs the Directors on key regulatory changes, while the Company’s external auditors briefs the Audit and Risk Committee (“**ARC**”) on key amendments to the accounting standards.

The Board recognises the importance of ongoing training and development for the Directors so as to enable them to serve effectively and contribute to the Board. Newly appointed Directors will receive appropriate orientation to provide them with background information on the Group, and an overview of the business, trends and operations of the Group. Every Director is also encouraged to seek additional training to further their skills in performing their duties, including attending courses and/or events organised by the Singapore Institute of Directors (“**SID**”).

For newly appointed Directors who do not have prior experience as a director of an issuer listed on the SGX-ST, the training programmes conducted by SID as prescribed by the SGX-ST will be arranged immediately so as to equip them with the skills and knowledge to discharge their statutory and fiduciary duties.

Trainings and/or seminars attended by the Directors for FY2020 are listed below:

Name of Directors	Title of Trainings/Seminars
☐ Foo Fatt Kah	SID Corporate Governance Roundup (CGR) - 17 November 2020
☐ Foong Daw Ching	ACRA-SGX-SID Audit Committee Seminar 2020 Non-Compliance with Laws Pronunciations Updates by Baker Tilly - April 2020 Ethics Code and Independence requirements Of Public Accountants by Baker Tilly – December 2020
☐ Tse Man Kit Gilbert (Appointed as Non-Executive Director on 2 September 2019)	Listed Entity Director (LED) Programme – July 2020 LED 1 – Listed Entity Director Essentials LED 2 – Board Dynamics LED 3 – Board Performance LED 4 – Stakeholder Engagement LED 7 – Nominating Committee Essentials LED 8 – Remuneration Committee Essentials

Provision 1.3

The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the company's annual report.

Matters that specifically require the Board's approval include the following:

- Allotment and issuance of new shares in the Company;
- Grant of share awards under the Employee Share Option Scheme
- Issue of convertible bonds and warrants;
- Bank matters including opening of bank accounts, change of bank signatories, acceptance of banking facilities and issuance of corporate guarantees;
- Acquisition and realisation of shares in subsidiaries and any other companies;
- Major acquisition and disposal of assets and any proposal for investment and divestment of interests;
- Incorporation of subsidiaries, subscription of shares in subsidiaries, capitalization of loans due from subsidiaries and appointment of corporate representative;
- Entry into sale and purchase agreements and any other agreements in relation to the acquisition or disposal of assets outside the ordinary course of business;
- Approving of announcements, quarterly and full year financial results announcements for public release;
- Convening of general meetings;
- Financial and secretarial matters including approval of audited financial statements, Directors' statements, approval of annual capital expenditure, change of registered office and any proposed alteration to the Constitution; and
- Appointment of Directors, key management personnel, auditors and Powers of Attorney.

Provision 1.4

Board committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each committee's activities, are disclosed in the company's annual report.

Presently, the Board delegated the implementation of the business policies and day-to-day operations to the Interim Chief Executive Officer ("**CEO**") of the Company.

Mr Dominic Anthony Morris is currently the Chief Technology Officer cum Interim CEO of the Company. Until a full-time CEO is appointed, Mr Dominic Anthony Morris will have the delegated authority from the Board to manage and oversee the overall business and activities of the Group on an interim basis.

To delegate effective management, the Board is further supported in its functions by and has delegated certain authorities to three (3) Board Committees, namely, the Audit and Risk Committee ("**ARC**"), Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") (collectively, the "**Board Committees**") which have been established to facilitate and assist the Board in the execution and discharge of specific responsibilities as set out in the written terms of reference.

All Board Committees are chaired by Independent Directors and each Board Committee has its own terms of reference setting out the scope of its duties and responsibilities, the rules and regulations and procedures governing the manner in which it is to operate and how decisions are to be taken.

The Board Committees are actively engaged and play an important role in ensuring good corporate governance of the Group. All recommendations of the Board Committees are subsequently reviewed and approved by the Board.

Please refer to Table A set out on pages 38 to 41 of this Annual Report for the composition and primary functions of the Board Committees.

Provision 1.5

Directors attend and actively participate in Board and board committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in the company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each company.

The Board meets regularly and at least on a quarterly basis. Additional meetings are held from time to time as may be required to address any significant matters that may arise.

Dates of Board and Board Committee meetings and general meetings (i.e. annual general meetings (“AGMs”) and extraordinary general meetings (“EGMs”)) are scheduled in advance in consultation with all of the Directors. Directors who are unable to attend the scheduled meeting in person, are invited to participate in the meeting via telephone or video conference.

The number of Board and Board Committee meetings held and the record of attendance of each member of the Board and Board Committees during FY2020 are set out in Table B on page 42 of this Annual Report. During FY2020, the Board and Board Committee meetings and Annual General Meeting were held by electronic means in line with the safe-distancing measures and regulations imposed by the Singapore Government amidst COVID-19 transmission risks. Even as the measures are progressively eased, the Company may continue to hold or conduct its meetings via electronic means, depending on COVID-19 situation.

The Company's constitution (the “**Constitution**”) provides for meetings of the Directors to be held by means of telephone and video conference or other simultaneous communication methods in the event that the Directors are unable to attend the meetings in person. The Board and Board Committees may also make decisions by way of written resolutions.

Directors with multiple listed company board representations are required to ensure that they have given sufficient time and attention to the affairs of the Company. The NC has reviewed the multiple board representations of each Director, and is satisfied that the Directors who are holding multiple board representations have been adequately carrying out their duties as directors of the Company, and have devoted sufficient time and attention to the affairs of the Group to adequately perform their duties as Directors of the Company.

Provision 1.6

Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

The Company makes available to Directors financial results, as well as the explanatory information relating to matters that are to be discussed at the Board and Board Committee meetings. Detailed Board papers are prepared and circulated in advance for each meeting. This is to give Directors sufficient time to review the matters to be discussed so that discussions can be more meaningful and productive. Any other matters may also be tabled at the Board meeting and discussed without papers being distributed. The Board papers include sufficient information on financial, operating and

corporate issues for Directors to decide on issues presented at the Board and Board Committee meetings.

As and when required, information, documents and materials, such as reports on the financials of the Group, are provided to the Directors to enable them to make informed decisions and discharge their duties and responsibilities.

Provision 1.7 Directors have separate and independent access to Management, the company secretary, and external advisers (where necessary) at the company's expense. The appointment and removal of the company secretary is a decision of the Board as a whole.

During FY2020, the Board had separate and independent access to the Management and the external auditors at all times. Queries by individual Directors on the Company's developments, management proposals or papers are directed and answered by Mr Dominic Anthony Morris, the Interim CEO of the Company, who reports directly to the Board of Directors.

In addition, the Directors, either individually or as a group, are provided with direct access to the Group's independent professional advisors, to discharge his/her responsibilities effectively. In addition, the Directors, either individually or as a group, may seek separate independent professional advice concerning any aspect of the Group's affairs or in respect of his fiduciary or other duties, where necessary. The cost of all such professional advice is borne by the Company.

The Board also has separate and independent access to the Company Secretary. The Company Secretary attends to corporate secretariat administration matters of the Company and monitors and advises on corporate governance matters, and on compliance with the Constitution, Companies Act, and the Catalist Rules. The Company Secretary (or her representatives) attends all meetings of the Board and Board Committees and facilitates the effective functioning of the Board and Board Committees in accordance with their terms of reference and best practices. The appointment and the removal of the Company Secretary are subject to the Board's approval.

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.

Provision 2.1 An "independent" director" is one who is independent in conduct, character and judgement, 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.

The NC is responsible for reviewing the independence of each Director based on the guidelines set out in both the Code and the Catalist Rules, to ensure that the Board consists of persons who, together, will provide core competencies necessary to meet the Company's objectives. The NC conducts the review annually and requires each Independent Director to submit a confirmation of independence based on the guidelines provided in the Code.

Based on the confirmation of independence submitted by the Independent Directors and the results of the NC's review, the NC was of the view that the

Independent Directors, namely Mr Foong Daw Ching and Ms Lam Shiao Ning are independent in accordance with both the Code and the Catalist Rules.

In view of the above, no individual or small group of individuals dominates the Board's decision making.

Provision 2.2 **Independent directors make up a majority of the Board where the Chairman is not independent.**

As at the date of this Annual Report, the Chairman of the Board has not been appointed and the Board currently comprises four (4) members, of whom two (2) are Non-Executive Directors and two (2) are Independent Directors, as follows:

Name of Directors	
<input type="checkbox"/> Foo Fatt Kah	Non-Executive Director
<input type="checkbox"/> Tse Man Kit Gilbert	Non-Executive Director
<input type="checkbox"/> Foong Daw Ching	Lead Independent Director
<input type="checkbox"/> Lam Shiao Ning	Independent Director

The Independent Directors comprise 50.0% of the Board and the Board is of the view that there is a strong and independent element on the Board which is capable of exercising objective judgement on corporate affairs independently and constructively challenging key decisions, taking into consideration the long-term interests of the Group and the shareholders of the Company (“**Shareholders**”). Further, all the three (3) Board Committees are chaired by Independent Directors, and no individual or small group of individuals dominate the Board's decision-making process.

Please refer to Table A set out on pages 38 to 41 of this Annual Report for the composition of the Board and Board Committees.

Provision 2.3 **Non-executive directors make up a majority of the Board.**

As at the end of FY2020, the Board comprises four (4) members, all of whom are Non-Executive Directors (of whom, two (2) are Independent Directors).

Provision 2.4 **The Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the company's annual report.**

The Board currently comprises business leaders and professionals with diverse backgrounds such as legal, accounting, finance and business management, and some with appropriate industry knowledge and strategic planning expertise. The members of the Board with the range of business management and professional experience, knowledge and expertise, provide the core competencies and objective perspective on the Group's business and direction. Information on the individual Directors' academic, professional qualifications, background and other appointments are set out in the “Board of Directors” section on pages 6 to 7 of this Annual Report.

The NC annually reviews the existing attributes and competencies of the Board in order to determine the desired expertise or experience required to strengthen or supplement the Board. This assists the NC in identifying and

nominating suitable candidates for appointment to the Board.

Having considered the current scope and nature of the Group's operations, the Board and NC have reviewed and are satisfied that the current size and composition of the Board are appropriate for the Group to facilitate independent and effective decision-making.

The Board recognises the benefits of having a diverse board to help bring in new ways of thinking, insights and different perspectives to the Board, which will result in productivity and quality of Board deliberations. While the Board and NC have not implemented a fixed diversity policy, the composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise and experience to enable the Management to benefit from a diverse perspective in reviewing the issues that are brought before the Board and enable it to make decisions in the best interests of the Company. This assists the NC in identifying and nominating suitable candidates for appointment to the Board.

Provision 2.5 Non-executive directors and/or independent directors, led by the independent Chairman or other independent director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

The Non-Executive Directors and the Independent Directors participate actively in developing strategies and in reviewing the performance of the Group. During FY2020, the Company's Non-Executive Directors and the Independent Directors held conference calls regularly to discuss the Group's affairs without the presence of the Management.

Where necessary, the Lead Independent Director will chair meetings (without involvement of the Management) to discuss and review the performance of the Management in meeting agreed goals and objectives of the Group and monitor the reporting of performance which subsequently provide feedback to the Board to aid and facilitate well-balanced viewpoints on the Board.

Chairman and Chief Executive Officer

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

Provision 3.1 The Chairman and the Chief Executive Officer ("CEO") are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

The Board recognises that best practices of corporate governance advocate that the Chairman of the Board and the CEO should in principle be separate persons to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

As at the date of this Annual Report, the Chairman of the Board has not been appointed and the position remains vacant since the beginning of FY2020.

Mr Dominic Anthony Morris is currently the Chief Technology Officer and Interim CEO of the Company. He is responsible for the Group's technology system and infrastructure and concurrently manages and oversees the overall business and activities of the Group on an interim basis, until a full-time CEO is appointed.

Provision 3.2 The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.

As at the date of this Annual Report, the Chairman of the Board has not been appointed and the position remains vacant since the beginning of FY2020.

All major proposals and decisions made by the Interim CEO are discussed and reviewed by the Board with the assistance of the Board Committees. As each of the ARC, NC and RC consists of a majority of Independent Directors and all the three Board Committees are chaired by Independent Directors, the Board believes that there are strong and independent elements and adequate safeguards in place to ensure the decision-making process of the Group would not be hindered.

In addition, with the active participation of the Directors at the Board and Board Committees meetings, the Board is satisfied that the current arrangement provides sufficient checks and balances to ensure that no one (1) individual member of the Board holds a considerable concentration of power and no individual or small group of individuals dominates the Board's decision making, and that there is an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

Provision 3.3 The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent.

The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

Mr Foong Daw Ching is the Lead Independent Director of the Company.

The Lead Independent Director avails himself to address Shareholders' concerns or issues for which communication through the normal channels with the Chairman of the Board and the Management has not resolved or for which such communication is inappropriate, and acts as a counterbalance in the decision-making process. Where necessary, the Lead Independent Director will chair meetings without involvement of the Management and provide feedback to the Board, to aid and facilitate well-balanced viewpoints on the Board.

Board Membership

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.

Provision 4.1 The Board establishes a Nominating Committee ("NC") to make recommendations to the Board on relevant matters relating to:

- (a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- (b) the process and criteria for evaluation of the performance of the Board, its board committees and directors;
- (c) the review of training and professional development programmes for the Board and its directors; and
- (d) the appointment and re-appointment of directors (including alternate directors, if any).

The NC is established and governed by its terms of reference which are approved by the Board. Please refer to Table A set out on pages 38 to 41 of this Annual Report for the composition and functions of the NC, which includes the above-listed functions, based on the terms of reference of the NC.

Provision 4.2

The NC comprises at least three directors, the majority of whom, including the NC Chairman, are independent. The lead independent director, if any, is a member of the NC.

The NC currently comprises of three (3) members, namely Ms Lam Shiao Ning (Chairman), Mr Foong Daw Ching and Mr Tse Man Kit Gilbert, two (2) of whom are Independent Directors and one (1) is a Non-Executive Director. The Lead Independent Director, Mr Foong Daw Ching, is a member of the NC.

Provision 4.3

The company discloses the process for the selection, appointment and re-appointment of directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates in the company's annual report.

All selection, appointment and re-appointment of Directors are reviewed and proposed/recommended by the NC.

In the search, nomination and selection process for new Directors, the NC identifies the key attributes that an incoming director should have, based on the desired qualifications, skill sets, competencies and experience, which are required to supplement the Board's existing attributes and composition, and support the Group's business activities or strategies. Potential candidates will first be drawn from contacts and networks of existing Directors. If candidates identified from this process are not suitable, the NC may seek assistance from external search consultants for the selection of potential candidates.

Thereafter, the NC with the assistance of the Management, taps on the resources of directors' personal contacts and recommendations of potential candidates, and goes through a shortlisting process. If candidates identified from this process are not suitable, the NC could consider recommendations from the SID.

Interviews are set up with potential candidates for NC members to assess their suitability, before submitting the appropriate recommendations to the Board for approval. The Board will consider each candidate's ability to add value to the Group's business in line with its strategic objectives. The Board is also advised by the Sponsor on the appointment of directors as required under Catalist Rule 226(2)(d).

All Directors submit themselves for re-nomination and re-election at least once every three years. In accordance with the Company's Constitution, one-third of the Directors (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation at each AGM of the Company. Any Director appointed by the Board during the financial year shall hold office only until the next AGM. A retiring Director shall be eligible for re-election.

The NC makes recommendations to the Board on all Board appointments and on the composition of Executive and Independent Directors of the Board. The NC is also charged with re-nominating directors who are retiring by rotation as well as determining annually whether or not a director is independent.

The NC has recommended to the Board that Dr Foo Fatt Kah and Ms Lam Shiao Ning retire pursuant to Regulation 117 of the Company's Constitution, for approval by the Shareholders at the forthcoming AGM of the Company. Dr Foo Fatt Kah has informed the Board that he will not be seeking re-election at the Company's forthcoming AGM and his retirement from the Board will take effect upon the conclusion of the AGM. Accordingly, Dr Foo will cease to be a Non-Executive Director of the Company and member of the Audit and Risk Committee member of the Company at the conclusion of the Company's forthcoming AGM. Mr Tse Man Kit Gilbert will be appointed as member of the Audit and Risk Committee member of the Company following the retirement of Dr Foo Fatt Kah. Please refer to Table C set out on pages 43 to 47 of this Annual Report for information of Ms Lam Shiao Ning seeking re-election at the Company's forthcoming AGM.

The NC also reviews the succession plan for directors, and is responsible for assessing candidates as potential new members of the Board. The Company identifies and prepares suitable candidates for key management positions by mentoring and training these candidates.

Each member of the NC shall abstain from voting on any resolutions in respect of his/her re-nomination as Director.

Provision 4.4

The NC determines annually, and as and when circumstances require, if a director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such directors are independent notwithstanding the existence of such relationships, the company discloses the relationships and its reasons in its annual report.

The NC is responsible for determining annually the independence of Directors, taking into consideration the circumstances set forth in the Catalist Rules and the Code. The relevant factors are set out under Principle 2 of the Code above.

The Directors are aware of the disclosure obligations to disclose to the Board their relationships with the Company, its related corporations, its substantial Shareholders or its officers, if any, which may affect their independence.

Following its annual review, the NC is of the view that the two (2) Independent Directors on the Board, namely, Mr Foong Daw Ching and Ms Lam Shiao Ning are independent.

Provision 4.5

The NC ensures that new directors are aware of their duties and obligations. The NC also decides if a director is able to and has been adequately carrying out his or her duties as a director of the company. The company discloses in its annual report the listed company directorships and principal commitments of each director, and where a director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.

Newly appointed Directors with no prior experience as a director of an issuer listed on the SGX-ST will undergo and complete the training programmes conducted by SID, as prescribed by the SGX-ST, in relation to the roles and responsibilities of a director of a listed company in Singapore within one (1) year from the date of his appointment to the Board as well as in other relevant areas, at the Company's expense.

The NC is mindful that such training programme prescribed by the SGX-ST

for a newly appointed director with no prior experience as director of a public-listed company in Singapore is mandatory under the Catalist Rules, and will ensure the newly appointed director has detailed knowledge of his fiduciary and statutory duties and responsibilities so as to perform his duties effectively. The NC has equally noted that Directors should seek additional training to further their skills and keep abreast of new developments from time to time so as to enable them to perform their duties effectively.

The NC takes into consideration the other directorships and principal commitments of each director, and whether such directorships and principal commitments will constrain the Director in setting aside sufficient time and attention to the Company's affairs. All Directors declare their board representations as and when practicable. The NC has reviewed and is satisfied that all Directors have devoted sufficient time and attention to the affairs of the Group to adequately perform their duties as directors of the Company. The information on each Director's other directorships and other principal commitments is set out on pages 18 and 19 of this Annual Report.

In assessing the capacity of the Directors, the NC takes into consideration the expected and/or competing time commitments of the Directors, size and composition of the Board, and nature and scope of the Group's operations and size.

The NC is satisfied that the Directors are able to and have adequately carried out their duties as Directors of the Company after taking into consideration the number of listed company Board representations and their other principal commitments. Currently, the NC does not determine the maximum number of listed company Board representations which a Director may hold as the NC is of the view that each Director is able to assess his own capacity and ability to undertake other obligations or commitments together with serving on the Board effectively. As such, the Board and the NC do not propose to set the maximum number of listed company board representations any Director may hold until such a need arises. The Board will consider this issue on a case-by-case basis.

A list of the directorships in other listed companies and other principal commitments of each current Director is set out below:

Directorships in other listed companies and other principal commitments		
Name of Directors	Present	Past <i>(for the last 5 years)</i>
Foo Fatt Kah (Non-Executive Director)	Directorships: <input type="checkbox"/> PEC Ltd. <input type="checkbox"/> Variscan Mines Ltd Other Principal Commitments: <input type="checkbox"/> Luminor Capital Pte Ltd – Managing Director	Directorships: <input type="checkbox"/> Anchor Resources Limited Other Principal Commitments: Nil
Tse Man Kit Gilbert (Non-Executive Director)	Directorships: Nil	Directorships: Nil

	<p>Other Principal Commitments:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Guangzhou Lianggang Investment Consulting Co., Ltd. – Advisor on Corporate Strategy <input type="checkbox"/> StormHarbour Securities (HK) Ltd – Advisor on Asset Management Business <input type="checkbox"/> Metori Investment (Zhuhai Hengqin) Co Ltd – Director <input type="checkbox"/> Metori Holding (Hong Kong) Limited - Director 	<p>Other Principal Commitments:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Guangzhou Lianggang Investment Consulting Co., Ltd. – Chief Executive Officer
<p>Foong Daw Ching (Lead Independent Director)</p>	<p>Directorships:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Starland Holdings Limited <input type="checkbox"/> Suntar Eco-City Limited <input type="checkbox"/> Travelite Holdings Ltd <p>Other Principal Commitments: Nil</p>	<p>Directorships: Nil</p> <p>Other Principal Commitments: Nil</p>
<p>Lam Shiao Ning (Independent Director)</p>	<p>Directorships: Nil</p> <p>Other Principal Commitments:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Rubicon Law LLC – Managing Director 	<p>Directorships: Nil</p> <p>Other Principal Commitments:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Drew & Napier LLC – Director <input type="checkbox"/> Oon & Bazul LLP – Partner

Board Performance

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.

Provision 5.1 The NC recommends for the Board’s approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.

The NC assesses the effectiveness of the Board as a whole, its Board Committees and the contribution of each individual Director to the effectiveness of the Board on an annual basis. Objective performance criteria used to assess the performance of the Board include both quantitative and qualitative criteria. The Board and Board Committees’ performance is judged on the basis of accountability as a whole, rather than

strict definitive financial performance criteria, as it would be difficult to apply specific financial performance criteria such as the Company's share price performance, to evaluate the Board and Board Committees. The Board and the NC believe that the financial indicators are mainly used to measure the Management's performance and hence are less applicable to the Directors.

Provision 5.2

The company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the company or any of its directors.

The NC had conducted the Board's performance evaluation as a whole for FY2020 together with the performance evaluation of the ARC, RC and NC. On the recommendation of the NC, the Board has implemented a process to be carried out by the NC for assessing the effectiveness of the Board as a whole on an annual basis. The performance criteria for the Board and Board Committees' evaluation, as determined by the NC, cover the following areas:

1. Board Composition and Structure;
2. Conduct of Meetings;
3. Corporate Strategy and Planning;
4. Risk Management and Internal Control;
5. Measuring and Monitoring Performance;
6. Training and Recruitment;
7. Compensation;
8. Financial Reporting;
9. Board Committees; and
10. Communicating with Shareholders.

The abovementioned performance criteria do not change from year to year, unless it is deemed necessary by the Board.

All Directors have completed the Board and Board Committees' evaluation forms mentioned above. The summary of the Board and Board Committee's evaluation was circulated to the members of the NC for their review. Areas for improvement were suggested by the NC before submitting to the Board for discussion.

All NC members have abstained from the voting or review process of any matters in connection with the assessment of his/her performance and/or re-nomination as a Director.

The NC also conducted assessment of the individual Directors. All Directors have completed the individual assessment forms with regard to the other Directors on the Board. The summary of the Directors' individual assessment was circulated to the members of NC for their review.

The assessment parameters for each Director include their attendance at Board and related activities, adequacy of preparation for board meetings, participation in Board discussion, ability to make informed business decisions, assessment of the strengths and weaknesses of the Company and how decisions will impact them, ensure strategies, budgets and business plans are compatible with vision and strategy, reading and interpreting financial reports, inquiry of information to make informed judgments/assessments, ability to articulate thoughts, opinions, rationale, and points in a clear, concise and logical manner, compliance with company policies and procedures, maintenance of independence, disclosure of related party transactions, performance in respect of specific tasks delegated to him.

The NC and the Board have relied on the abovementioned parameters to

evaluate the Directors' contribution individually and have taken such evaluation into consideration for the re-nomination of the Directors.

No external facilitator was engaged by the Company for assessing the effectiveness of the Board in FY2020.

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.

Provision 6.1 The Board establishes a Remuneration Committee ("RC") to review and make recommendations to the Board on:

- (a) a framework of remuneration for the Board and key management personnel; and**
- (b) the specific remuneration packages for each director as well as for the key management personnel.**

The RC oversees executive remuneration and development in the Company with the goal of building a committed management team. The RC reviews and recommends to the Board a general framework of remuneration for the Board, and the specific framework of remuneration packages for each Director, CEO (if CEO is not a director) and key management personnel, and submit such recommendations for endorsement by the entire Board.

The RC reviews all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind.

Please refer to Table A set out on pages 38 to 41 of the Annual Report for the composition and functions of the RC.

Provision 6.2 The RC comprises at least three directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent.

The RC currently comprises three (3) members, namely, Mr Foong Daw Ching (Chairman), Ms Lam Shiao Ning and Mr Tse Man Kit Gilbert, two (2) of whom are Independent Directors and one (1) is a Non-Executive Director.

Provision 6.3 The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

The RC reviews and considers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind. The RC also reviews the Company's obligations arising from termination clauses and termination processes in relation to the Executive Directors' and key management personnel's contracts of service to ensure that such clauses and processes are fair and reasonable.

Each member of the RC shall abstain from reviewing and approving any remuneration, compensation or any form of benefit to be granted to him/her or someone related to him/her.

Provision 6.4 **The company discloses the engagement of any remuneration consultants and their independence in the company’s annual report.**

No remuneration consultants were engaged by the Company during FY2020.

The RC and the Board were of the view that the Company did not need to engage remuneration consultants as Mr Dominic Anthony Morris is currently the only executive officer (being Chief Technology Officer cum Interim CEO) in the Company and there is no new executive director and executive officer appointed since the beginning of FY2020.

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.

Provision 7.1 **A significant and appropriate proportion of executive directors’ and key management personnel’s remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the company.**

In reviewing and determining the remuneration packages of any Executive Directors and the key management personnel of the Group, the RC will take into consideration the Executive Director’s and key management personnel’s responsibilities, skills, expertise and contribution to the Group’s performance when designing their respective remuneration packages. An appropriate proportion of their remuneration is linked to individual and corporate performance and is aligned with the interests of Shareholders.

There have been no Executive Directors in the Company since the beginning of FY2020.

Provision 7.2 **The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.**

The Independent Directors and Non-Executive Directors do not have service agreements with the Company. They are paid Directors’ fees, being a basic fee and additional fees for serving on any of the Board Committees. The Board recommends payment of such Directors’ fees appropriate to the level of their contributions, taking into account factors such as the effort, time spent and responsibilities of the Directors (including but not limited to their appointments to the various Board Committees). The Directors’ fees of the Independent Directors and Non-Executive Directors are subject to approval by Shareholders at each AGM.

Each member of the RC abstains from deliberating on or making recommendations in respect of any proposed amounts to be paid by the Company to him/her.

Please refer to Table D set out on page 48 for the percentage breakdown of remuneration of the Directors for FY2020.

Provision 7.3 **Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the company for the long term.**

The Company’s remuneration policy is one that seeks to ensure that the remuneration offered is competitive and sufficient to attract, retain and

motivate Executive Directors and key management personnel to achieve the Company's business vision and create sustainable value for its stakeholders.

To remain competitive, the Company aims to benchmark the Executive Directors and the key management personnel's compensation with that of similar performing companies, taking into consideration the individual's performance, qualifications and experience as well as the financial performance of the Company.

There have been no Executive Directors in the Company since the beginning of FY2020.

Disclosure on 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.

Provision 8.1 The company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of:

- (a) each individual director and the CEO; and**
- (b) at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.**

The Company's remuneration policy is one that seeks to ensure that the remuneration offered is competitive and sufficient to attract, retain and motivate Executive Directors and key management personnel to achieve the Company's business vision and create sustainable value for its stakeholders.

The remuneration policy adopted by the Group for Executive Directors and key management personnel comprises a fixed component and a performance-related variable component. The fixed component is in the form of a base salary. The variable component is in the form of a bonus and depends on the relative performance of the Company and the performance of each individual Executive Director and key management personnel, allowing for the alignment of their interests with that of Shareholders. Executive Director(s) will not receive additional Directors' fees.

In reviewing and determining the remuneration packages of the Executive Directors and the key management personnel, the RC considers the Executive Directors' and key management personnel's responsibilities, skills, expertise and contribution to the Group's performance when designing their respective remuneration packages. An appropriate proportion of their remuneration is linked to individual and corporate performance and is aligned with the interests of Shareholders.

The performance criteria used to assess the remuneration of Executive Director(s) and key management personnel is based on the profitability of the Group, leadership, as well as the Executive Director's and key management personnel's compliance in all audit matters. Save for the ayondo's 2018 Employee Share Option Scheme ("2018 ayondo ESOS"), there are currently no long-term incentives for the Executive Director and key management personnel. The Executive Director's and key management personnel's short-term incentives (namely the performance-related variable component) are recommended by the RC and approved by the Board.

For FY2020, there was no payment of performance bonus to the key management team. There have been no Executive Directors in the Company since the beginning of FY2020.

The Independent Directors and Non-Executive Directors receive Directors' fees, being a basic fee and additional fees for serving on any of the Board Committees. The Board recommends payment of such Directors' fees appropriate to the level of their contributions, taking into account factors such as the effort, time spent and responsibilities of the Directors (including but not limited to their appointments to the various Board Committees). The Directors' fees are recommended by the RC and endorsed by the Board for approval by Shareholders of the Company at each AGM. Each member of the RC abstains from deliberating on or making recommendations in respect of any proposed amounts to be paid by the Company to him/her.

Please refer to Table D set out on page 48 for the percentage breakdown of remuneration of the Directors and key management personnel for FY2020.

Given the general sensitivity and confidentiality of remuneration matters, the Company is not disclosing the exact details of the remuneration of each individual Director and key management personnel of the Company. Such disclosure of remuneration of each Director and key management personnel in a highly competitive market for talents may potentially result in staff movement.

However, the Company adopts the disclosure of remuneration in bands of S\$250,000 which would provide a good overview and is informative of the remuneration of each Director and key management personnel.

Provision 8.2

The company discloses the names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.

There is no employee who is a substantial shareholder of the Company, or an immediate family member of any Director, the CEO or substantial shareholder of the Company, whose remuneration for FY2020 exceeds S\$100,000 during FY2020.

Provision 8.3

The company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company. It also discloses details of employee share schemes.

Please refer to the Company's disclosures under Provision 8.1 for the Group's policy and criteria for setting remuneration, and Table D set out on page 48 for the remuneration details of the Directors and key management personnel of the Company.

Save for the 2018 ayondo ESOS, there are currently no long-term incentives for Executive Directors and key management personnel.

The 2018 ayondo ESOS was adopted pursuant to written resolutions passed by the then Shareholders on 23 February 2018. The 2018 ayondo ESOS is administered by the RC, and contemplates the award of options to subscribe for shares of the Company at a certain subscription price, when or after prescribed performance targets are achieved by the selected employees of the Group.

The RC reviews the proposal made by the Management and submits its recommendations to the Board for endorsement.

No options have been granted under the 2018 ayondo ESOS since its implementation in FY2018.

The Executive Director's and key management personnel's short-term incentives (namely the performance-related variable component of their remuneration package) are recommended by the RC and approved by the Board. For FY2020, there was no payment of performance bonus to the key management team.

There have been no Executive Directors in the Company since the beginning of FY2020.

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.

Provision 9.1 The Board determines the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard Shareholders' interests and the Group's assets. The system is intended to provide reasonable but not absolute assurance against material misstatements or loss, and to safeguard assets and ensure maintenance of proper accounting records, reliability of financial information, compliance with appropriate legislations, regulations and best practices, and the identification and containment of business risks. While acknowledging their responsibilities for the system of internal controls, the Board is aware that such a system is inherently designed to manage, rather than eliminate risks and therefore cannot provide an absolute assurance in this regard, or absolute assurance against occurrence of material errors, losses, poor judgement in decision-making, human errors, fraud or other irregularities.

The Board has not set up a separate Board Risk Committee as it has assessed that given the current composition of the Board and management, it would be more efficient of this function to be subsumed under the Audit and Risk Committee at present.

Provision 9.2 The Board requires and discloses in the company's annual report that it has received assurance from:

- (a) the CEO and the Chief Financial Officer ("CFO") that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; and**
- (b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.**

The Board has received assurance from the Interim CEO that in respect of FY2020, save for the matters highlighted under paragraph 2 of the section titled "*Other Corporate Governance Matters - Internal Control Matters*" on page 35 of this Annual Report:

- (a) The financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- (b) The Company's risk management and internal control systems are adequate and effective.

Following the cessation of the last Chief Financial Officer of the Company in June 2019, the ARC and the Board has yet to appoint a replacement Chief Financial Officer, taking into consideration that the Group has ceased to have any operations since the disposal of its key operating subsidiary, ayondo Markets Limited in June 2019, and the insolvency proceedings of its overseas subsidiaries, namely, ayondo Holding AG (deregistered) and ayondo GmbH (in liquidation), and the financial conditions of the Group. The financial and accounting-related functions of the Company has been outsourced to Starlight Advisory Pte. Ltd., which provides assistance to the ARC and the Interim CEO on such matters.

Audit Committee

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

Provision 10.1 The duties of the AC include:

- (a) **reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance;**

The ARC meets at least on a quarterly basis to review the quarterly and full year results announcements of the Group and the audited annual financial statements, SGXNET announcements and all related disclosures to shareholders before recommending the same to the Board for approval. In the process, the ARC reviews significant accounting and reporting issues and recent regulatory announcements to understand the potential impact on the Company's financials.

In the review of the financial statements for FY2020, the ARC has discussed with the outsourced accountant (Starlight Advisory Pte Ltd) and external auditors (Foo Kon Tan LLP) the results of the statutory audit, the accounting practices adopted for the financial year, including accounting policies and accounting estimates.

- (b) **reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;**

The ARC evaluates on a yearly basis the adequacy and effectiveness of the internal controls including financial, operational, compliance and information technology controls and regulatory compliance of the Group.

Presently, the internal controls and risk management system still remain in place and sufficient for the Group, given that the Group has ceased to have any operations since the disposal of its key operating

subsidiary, ayondo Markets Limited in June 2019 and the insolvency proceedings of its overseas subsidiaries, namely ayondo Holding AG (deregistered) and ayondo GmbH (in liquidation), and until a new business is injected into the Company, there are minimal business and internal controls risks arising to be dealt with.

(c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements;

The ARC reviews on a yearly basis the assurance from the CEO and other key management personnel (if any) on the financial records and financial statements.

(d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;

The ARC reviews the scope and results of the audit carried by the external auditors, the cost effectiveness of the audit and the independence and objectivity of the external auditors.

The aggregate amount of fees paid or payable to the external auditor of the Company, broken down into audit and non-audit services during FY2020 are as follows:

<input type="checkbox"/> Audit fees	:	S\$80,000
<input type="checkbox"/> Non-audit fees	:	S\$5,000

The ARC recommends to the Board the proposals to be made to the Shareholders on the appointment, re-appointment and removal of external auditors, and to approve the remuneration and terms of engagement of the external auditors.

The ARC undertook the review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees paid to them, if any.

The ARC is of the view that Messrs Foo Kon Tan LLP is suitable for re-appointment and it has accordingly recommended to the Board that Messrs Foo Kon Tan LLP be nominated for re-appointment as external auditor of the Company at the forthcoming AGM.

The Board and the ARC are of the view that the Company has complied with Rule 712 and 715 read with 716 of the Catalist Rule in appointing its audit firms.

(e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and

The ARC recognises the importance of reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit (where applicable). The ARC reviews the scope of the external auditors' audit plan and the effectiveness of the results from the independent audit. The ARC also reviews the independence and objectivity of the external auditors as well as the Group's compliance with the Catalist Rules, the Code, as well as interested person transactions and whistleblowing reports, if any.

In compliance with Rule 1204(6)(b) of the Catalist Rules, the ARC

undertook the annual review of the independence and objectivity of the External Auditor by reviewing the non-audit services provided and the fees paid to them. It is the opinion of the ARC that the nature and extent of non-audit services provided by the External Auditor do not affect the independence and objectivity of the External Auditor.

- (f) **reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.**

The Group has established a whistle-blowing policy which provides a channel for employees of the Group and external parties to raise their concerns about possible improprieties in matters of financial reporting or other matters to the ARC Chairman, in good faith and in confidence.

The procedures for whistle-blowing have been in place which are accessible by the employees of the Company and its subsidiaries where they can call or email the ARC Chairman directly on all matters. The follow-up procedures regarding matters raised are also stated and whistle-blowers are assured that all actions in good faith will not affect them in their work and staff appraisals.

Please refer to Table A set out on pages 38 to 41 of this Annual Report for the composition and functions of the ARC, based on the terms of reference.

Provision 10.2

The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

The ARC comprises of three (3) members, namely, Mr Foong Daw Ching (Chairman), Dr Foo Fatt Kah and Ms Lam Shiao Ning, two (2) of whom are Independent Directors and one (1) is a Non-Executive Director. The Board is satisfied that the members of the ARC are appropriately qualified to discharge their responsibilities and functions under the terms of reference approved by the Board. The ARC meets at least four times a year.

The ARC Chairman, Mr Foong Daw Ching, and the members of the ARC have relevant accounting or related financial management expertise or experience, as the Board interprets such qualification in its business judgement. They are continually kept abreast of the latest changes to accounting standards and financial reporting to ensure the Company's financial statements properly reflect the results of its business activities.

Dr Foo Fatt Kah will retire by rotation pursuant to Regulation 117 of the Company's Constitution at the Company's forthcoming AGM. He has informed the Board that he will not be seeking re-election at the Company's forthcoming AGM and his retirement from the Board will take effect upon the conclusion of the AGM. Accordingly, Dr Foo will cease to be a member of the Audit and Risk Committee of the Company following his retirement as Non-Executive Director of the Company at the conclusion of the Company's forthcoming AGM. Mr Tse Man Kit Gilbert will be appointed as member of the Audit and Risk Committee member of the Company following the retirement of Dr Foo Fatt Kah.

Provision 10.3

The AC does not comprise former partners or directors of the

company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

None of the ARC members were former partners or director of the Company's existing auditing firms within the previous two years, and none of the ARC members hold any financial interest in the Company's current auditing firm.

Provision 10.4 The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the company's documents, records, properties and personnel, including the AC, and has appropriate standing within the company.

The ARC approves the appointment, termination, evaluation and the fees of the internal auditors of the Company. If appointed, the internal auditors would report primarily to the Chairman of the ARC. The internal auditors would be granted unfettered access to all the Group's documents, records, properties and personnel, including the ARC, and accordingly would have appropriate standing within the Group to perform its functions effectively and objectively.

For FY2020, the Board and ARC have deliberated and agreed that, as the Group has ceased to have any operations since FY2019, it would not be meaningful to conduct an internal audit engagement in FY2020. The ARC is cognisant that there remain key risks at the head office level which would require sufficient internal controls, including controls over expense approval, cash disbursements, and investments considerations. The ARC and Board together with the Interim CEO will be taking direct oversight of this areas and the Company will consider the resumption of performing internal audit engagement following the resumption of operating activities.

As part of the statutory audit of the financial statements of the Company, the external auditors of the Company report to the ARC on any control observations noted during the course of the audit and the auditors' recommendations.

Provision 10.5 The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.

During FY2020, the ARC meets from time to time with Foo Kon Tan LLP (being the Company's external auditors) at virtual meetings, in each case without the presence of the Management to review any related matters that might have arisen, at least once a year.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Provision 11.1 The company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

All Shareholders will receive the Company's annual report, circulars and notice of general meetings. At general meetings, Shareholders are given the opportunity to voice their views and direct their questions to the Directors and the Management relating to the Company's business or performance. The Chairpersons of the ARC, NC and RC, as well as the external auditors, will also be present to assist the Directors in addressing any relevant queries raised by Shareholders.

Shareholders are also informed of the voting procedures prior to the commencement of voting by poll at such general meetings.

In line with the safe-distancing measures and regulations imposed by the Singapore Government amidst the current COVID-19 situation, the Company strongly encourages Shareholder's participation at the forthcoming AGM for FY2020 which to be held via electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Alternative Arrangements Order**").

Resolutions are passed through a process of voting by electronic polling and shareholders are entitled to vote in accordance with established voting rules and procedures. The poll results in favour and against for each resolution put forth are presented during the AGM.

Instead of the regulatory requirements for the physical delivery of the notice of AGM (including where the notice of AGM is published in local newspapers) and the accompanying annual report and proxy form, the notice of AGM this year is sent by electronic means under the Alternative Arrangements Order (i.e. no physical copies of the Notice of AGM and accompanying annual report and proxy form will be mailed to Shareholders).

The Company has specified in the Notice of AGM the detailed information on attending the AGM by electronic means, such as instructions to Shareholders on how they may (i) participate to observe and/or listen to the AGM proceedings (ii) access the annual report and proxy form, (iii) submit their questions in advance of the AGM electronically (e.g. via email) and (iv) vote by appointing the Chairman of the AGM as proxy and indicate how he wishes to vote for or vote against (or abstain from voting on) the resolutions.

Provision 11.2

The company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.

The Company has separate resolutions for each distinct issue tabled for Shareholders' approval at general meetings and they are generally not "bundled" or made inter-conditional on each other, including resolutions on the re-election of Directors. This is to ensure that Shareholders are given the right to express their views and exercise their voting rights on each resolution separately. Where the resolutions are "bundled", the reasons and material implications for doing so will be provided in the annual report and related documents, including the notice of general meeting.

Provision 11.3

All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Directors' attendance at such meetings held during the financial year is disclosed in the company's annual report.

The Chairpersons of the ARC, RC and NC have been and will be present at

the AGMs and EGMs to answer queries raised by Shareholders at these meetings. The external auditors are invited to attend the AGMs to address any Shareholders' queries during general meetings, including queries on the conduct of audit and the preparation and content of the auditors' report.

Due to the safe-distancing measures and regulations imposed by the Singapore Government amidst the COVID-19 situation in the mid-year of 2020, the Company has since then conducted the AGM by electronic means under the Alternative Arrangements Order and the Shareholders only be able to attend the AGM by observing and listening to the proceedings of the AGM by electronic means. In light of the Alternative Arrangements Order, Shareholders may submit questions relating to the business of the AGM to the Company in advance and the responses to questions from Shareholders will then be posted on the SGXNet.

A table showing a list of the Directors and the number of Board and Board Committees meetings and the general meetings held during FY2020 along with the record of attendance of each Director during their respective terms as Directors and members of the respective Board Committees of the Company are set out in Table B on page 42 of this Annual Report.

Provision 11.4 **The company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.**

Shareholders who are individuals may appoint up to two proxies to attend and vote on their behalf; and (ii) Shareholders which are intermediaries (such as banks and capital markets services licence holders) providing custodial services may appoint more than two proxies to attend and vote on their behalf provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such shareholder, should Shareholders be unable to personally attend the meetings.

However, in line with the aforesaid safe-distancing measures and regulations imposed by the Singapore Government amidst the current COVID-19 situation, shareholders would only be allowed to view the live webcast for the forthcoming AGM. Shareholders must also appoint the Chairman of the AGM as their proxy and are required to submit questions in advance. For more information regarding appointment of proxy and submission of questions, please refer to the Notice of the AGM.

Due to the safe-distancing measures and regulations imposed by the Singapore Government amidst the COVID-19 situation in the mid-year of 2020, the Company has since conducted its AGM by electronic means under the Alternative Arrangements Order and Shareholders are only be able to attend the AGM by observing and listening to the proceedings of the AGM by electronic means. In light of the Alternative Arrangements Order, Shareholders who wish to vote at the AGM must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf and indicate how he wishes to vote for or vote against (or abstain from voting on) the resolutions. Similarly, this year's forthcoming AGM will be still held by electronic means under the Alternative Arrangements Order. For more information on attending the AGM in respect of FY2020 by electronic means, voting and submission of questions, please refer to the Company's Notice of AGM dated 13 April 2021.

The Company's constitution does not allow for absentia voting and the Company does not intend to implement it until security, integrity of information and other pertinent issues are resolved.

Provision 11.5 **The company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders**

relating to the agenda of the general meeting, and responses from the Board and Management.

The proceedings of the AGMs and EGMs (if any) of the Company are properly recorded and detailed in the minutes of general meetings including the substantial and relevant comments or queries raised by Shareholders relating to the agenda of the general meetings and responses from the Board and Management.

In line with the Alternative Arrangements Order, the minutes of the general meeting(s) of the Company, including the responses to questions from Shareholders, will be posted on the SGXNet within one (1) month after the date of the general meeting(s).

Presently, the Company has no dedicated investor relations team and has no corporate website, and as such it does not publish the minutes of general meetings on its corporate website.

Provision 11.6 The company has a dividend policy and communicates it to shareholders.

The Company does not have a fixed dividend policy at present. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirement, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate.

As the Company was in a loss-making position in FY2020, the Board has not declared any dividend for FY2020.

Engagement With Shareholders

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

Provision 12.1 The company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.

The Company primarily engages with Shareholders through scheduled general meetings or announcements on major developments of the Group via SGXNET from time to time.

General meeting is the principal opportunity for both the Directors and Shareholders to exchange views on the Group's business. The Board encourages Shareholders' participation at the Company's general meetings to gather their view and address concerns.

However, due to the safe-distancing measures and regulations imposed by the Singapore Government amidst the COVID-19 situation in the mid-year of 2020, the Company has since then conducted its AGM by electronic means under the Alternative Arrangements Order and Shareholders are only be able to attend the AGM by observing and listening to the proceedings of the AGM by electronic means. In light of the Alternative Arrangements Order, Shareholders may submit questions relating to the business of the AGM and other business-related matters to the Company in advance and the responses to questions from Shareholders will then be posted on the SGXNet.

Provision 12.2

The company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

Presently, the Company does not have a formal investor relations policy or protocol in place or a dedicated investor relations team as the Board is of the view that the current communication channels are sufficient and cost-effective. However, the Company is committed to maintaining and improving its level of corporate transparency of financial results and other pertinent information. In line with the continuous disclosure obligations of the Company pursuant to the Catalist Rules and the Act, it is the Board's policy to ensure that all Shareholders are informed on a timely basis of every significant development that has an impact on the Group through the SGXNET.

The Company also does not practice selective disclosure of material information. The Board's policy is that all Shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNET on a timely basis, in line with the Group's disclosure obligations pursuant to the Catalist Rules and the Act. The Company's quarterly financial results, circulars and annual reports are announced via the SGXNET within the stipulated period.

Shareholders with questions may also contact the Company by mail to the Company's registered office address as stated in the Corporate Information section of this Annual Report.

Provision 12.3

The company's investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.

Please refer to the Group's practices as set out under Provision 12.2.

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

Provision 13.1

The company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.

The Company recognises the importance of close collaboration with its key stakeholders such as employees, investors and media, suppliers and service providers, customers, and etc, in order to achieve sustainable

business goals. The Company has in place a process to identify its various stakeholders and understand their viewpoints as well as actively communicating with them to align the Company's expectations and goals.

The Non-Executive Directors and Independent Directors meet or speak with Shareholders, primarily at general meetings of the Company, to gather their views and address Shareholders' concerns.

Provision 13.2

The company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include employees, suppliers, regulators, community, shareholders and investors.

During FY2020, the Company had engaged its stakeholders, in particular Shareholders and regulators through meetings, company announcements via SGXNET and emails (where queries are directed to the Company or its Sponsor via emails), to keep them updated as to the developments affecting the Group.

Provision 13.3

The company maintains a current corporate website to communicate and engage with stakeholders.

The Company has ceased to have any operations since the disposal of its key operating subsidiary, ayondo Markets Limited in June 2019, and the insolvency proceedings of its overseas subsidiaries, namely, ayondo Holding AG (deregistered) and ayondo GmbH (in liquidation), and given the financial condition of the Group, the Company no longer maintains its corporate website.

However, stakeholders can contact the Company by mail to the Company's registered office address as stated in the Corporate Information section of this Annual Report.

OTHER CORPORATE GOVERNANCE MATTERS

1. Material Contracts

[Catalist Rule 1204(8)]

As set out in the Company's announcements dated 22 August 2019 and 4 December 2019, and the Company's circular dated 17 February 2020 ("**CN Circular**"), the Company had entered into, among others, a convertible note agreement with Golden Nugget Jinzhuan Limited ("**GN**") (the "**CN3**"), pursuant to which the Company agreed to issue, and GN agreed to subscribe for convertible notes of up to S\$8.1 million in principal amount (the "**CN3 Agreement**") , subject to the terms and conditions of such agreement. The salient terms of the CN3 Agreement are summarised as follows:

Interest: The CN3 shall bear simple interest at the maximum rate of 12% per annum, accruing from the date of issue of each relevant tranche up to the date such CN3 is repaid or converted. The accrued interest on the CN3 will be payable upon the CN3 Maturity Date (as defined below), or on the date of the conversion, redemption or repayment of the CN3 (as the case may be).

Maturity Date: Each tranche of the CN3 will mature on the date falling three (3) years from the date of issue of the respective tranches of CN3, or such date as GN may agree with the Company in writing (the "**CN3 Maturity Date**").

Repayment of the Notes: If GN does not exercise its option to convert the CN3 on the CN3 Maturity Date, the principal amount (and accrued interest) of each tranche of CN3 shall be repaid by the Company within thirty (30) business days after the relevant CN3 Maturity Date.

Save for the above, there are no material contracts entered into by the Company or any Director or controlling shareholder of the Company, either still subsisting at the end of FY2020 or if not then subsisting, entered into since the end of the previous financial year.

2. Internal Control Matters

[Catalist Rule 1204(10)]

Following the disposal of its key operating subsidiary, ayondo Markets Limited since June 2019, and the insolvency proceedings of its overseas subsidiaries in Switzerland and Germany, namely, ayondo Holding AG (deregistered) and ayondo GmbH (in liquidation), the Group has ceased to have any operations.

As at the date of this Annual Report, based on the feedback received from Foo Kon Tan LLP (being the external auditors of the Company), the reviews performed by the Interim CEO and the various Board Committees, the Board, with the concurrence of the ARC, is of the view that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems were reasonably adequate and effective as at 31 December 2020. Internal controls and risk management systems still remain in place and is sufficient for the Group, given that the Group has ceased to have any operations, until a new business is injected into the Company, there are minimal business and internal controls risks arising to be dealt with.

3. Interested Person Transactions

[Catalist Rule 1204(17)]

The Company is required to comply with the requisite rules under Chapter 9 of the Catalist Rule issued by SGX-ST for interested person transactions. To ensure compliance with Chapter 9, the Company has implemented a set of procedures for the identification of interested persons and the recording of interested person transactions to be reviewed by the ARC. The main objective is to ensure that all interested person transactions are conducted on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. The Company monitors all its interested person transactions which are subject to review by the ARC on a quarterly basis, if any. In addition, such interested person transactions will also be subject to shareholders' approval, if required under Chapter 9 of the Catalist Rules.

The Company has not entered into any interested person transaction with aggregate value of more than S\$100,000 during FY2020 pursuant to Rule 907 of the Catalist Rules.

4. Dealings in Securities

[Catalist Rule 1204(19)]

In compliance with Rule 1204(19), the Group has adopted a Code of Best Practice to provide guidance to the Company, its Directors and officers and all staff of the Group with regards to dealing in the Company's securities.

The Company, its Directors, officers and all staff of the Group and their associates are prohibited from dealing in the Company's securities on short-term considerations and when they are in possession of price-sensitive information which is not publicly available. They are not allowed to deal in the Company's securities during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year and one month before the announcement of the Company's full year financial statements, and ending on the date of announcement of those results.

5. Non-sponsor Fees

[Catalist Rule 1204(21)]

No non-sponsor fees were paid to the Company's sponsor, UOB Kay Hian Private Limited in FY2020.

6. Update on Use of Proceeds

[Catalist Rule 1204(22)]

As at the date of this Annual Report, the Company had raised proceeds from the convertible notes of approximately S\$2.9 million.

As at the date of this Annual Report, the Company had utilized the proceeds raised from the convertible notes ("**Notes**") as follows:

Use of Proceeds	Amount allocated as disclosed in the CN Circular	Amount raised as at the date of this Annual Report	Amount utilised as at the date of this Annual Report	Balance of net proceeds as at the date of this Annual Report
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
<input type="checkbox"/> Repayment of loans and outstanding payments owing by the Group	2,430	417	410	7

<input type="checkbox"/> Payments for the costs and expenses relating to the Notes	41	19	19	-
<input type="checkbox"/> General working capital*	4,997	2,081	2,069	12
<input type="checkbox"/> Business expansion through investments, acquisitions and joint ventures	2,430	361	331	30
Total	9,898	2,878	2,829	49

*Note: The use of the proceeds for general working capital is mainly for staff salary, accounting service fees, audit fees, sponsor fees, legal and professional fees.

7. Sustainability Reporting

[Catalist Rule 711A]

The Company will not be issuing its Sustainability Report for FY2020 as the Group has ceased to have any operations since the disposal of its key operating subsidiary, ayondo Markets Limited in June 2019, and the insolvency proceedings of its subsidiaries, namely ayondo Holding AG (deregistered) and ayondo GmbH (in liquidation).

As the sustainability reporting involves comprehensive reporting both financial and non-financial information to key stakeholders on the Group's material environmental, social and governance (ESG), the Company is of the view that the sustainability report in respect of FY2020 would not be meaningful nor indicative of the Company's current circumstances. Currently, the Company has only (1) employee, namely, Mr Dominic Anthony Morris (being Chief Technology Officer cum Interim CEO) and the Company is focusing its resources and efforts on the completion of the reverse takeover exercise (the "RTO") announced by it on 30 July 2020. As such, the Company has insufficient resources to support the sustainability report for FY2020 and there would also be little benefit to the Company to issue or its shareholders to receive a sustainability report prior to the completion of the RTO.

TABLE A

Board comprises:

Name of Current Directors

Foo Fatt Kah	(Non-Executive Director)
Tse Man Kit Gilbert	(Non-Executive Director)
Foong Daw Ching	(Lead Independent Director)
Lam Shiao Ning	(Independent Director)

The primary functions of the Board include:-

- (a) 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;
- (b) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Group's assets;
- (c) review management performance;
- (d) identify the key stakeholder groups and recognise that their perceptions affect the Company's reputation;
- (e) set the Company's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and
- (f) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

The Board's approval is also required on matters such as major funding proposals, investment and divestment proposals, major acquisitions and disposals, corporate or financial restructuring, share issuance and dividends.

These functions are carried out either by the Board or through committees established by the Board, namely the Audit and Risk Committee, the Nominating Committee and the Remuneration Committee. The delegation of authority by the Board to the Board Committees enables the Board to achieve operational efficiency by empowering these Board Committees to decide on matters within their respective written terms of reference. Each Board Committee has its own terms of reference setting out the scope of its duties and responsibilities, the rules and regulations and procedures governing the manner in which it is to operate and how decisions are to be taken.

Audit and Risk Committee comprises:-

Name of Current Members

Foong Daw Ching	(Chairman, Independent)
Dr Foo Fatt Kah	(Member)
Lam Shiao Ning	(Member, Independent)

The ARC performs the following main functions:-

- (a) review the Audit Quality Indicators ("AQI") and audit plans of the external auditors, including the results of the external and internal auditors' examination and their evaluation of the system of internal accounting controls, their letter to the Management and the Management's response;
- (b) monitor and review the implementation of the auditor's recommendations for the internal control weaknesses identified in the auditors' letter to the Management;

- (c) review the quarterly, half-yearly and annual financial statements and balance sheet and profit and loss accounts before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Manual, the Catalist Rules and any other relevant statutory or regulatory requirements;
- (d) review the risk profile of the Company, its internal control and risk management procedures and the appropriate steps to be taken to address and manage risks at acceptable levels determined by the Board;
- (e) ensure co-ordination between the external and internal auditors and the Management, and review the assistance given by the Management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);
- (f) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the operating results or financial position, and the Management's response;
- (g) consider the appointment, remuneration, terms of engagement or re-appointment of the external and internal auditors and matters relating to the resignation or dismissal of the auditors;
- (h) review and approve any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules;
- (i) review potential conflicts of interest (if any);
- (j) evaluate the independence of the external auditors;
- (k) review the adequacy of the internal audit function and ensure that a clear reporting structure is in place between the Audit and Risk Committee and the internal auditors;
- (l) review the hedging carried out by the Company and review and approve the hedging policies which have been implemented by the Company;
- (m) review procedures and policies of the Company for the purposes of internal accounting controls;
- (n) review arrangements by which the Company's staff may, in confidence, raise concerns about possible impropriety in matters of financial reporting and other matters and the adequacy of procedures for independent investigation and appropriate follow-up action in response to such complaints;
- (o) review the effectiveness of the proposed safeguards on a regular basis to prevent future breaches of the relevant rules and regulation by the Group;
- (p) in relation to risk assessment;
 - (i) keep under review the Group's overall risk assessment processes that inform the Board's decision making;
 - (ii) review regularly the effectiveness of the risk management policies adopted by the Group;
 - (iii) review regularly and approve the parameters used in these measures and the methodology adopted;
 - (iv) set a process for the accurate and timely monitoring of large exposures and certain risk types of critical importance;
 - (v) review reports on any material breaches of risk limits and adequacy of proposed action;
 - (vi) oversee the scope and nature of work undertaken by the risk committee formed by

- the management team and considering the adequacy and effectiveness of resources;
and
- (vii) review all relevant risk reports on the Group;
 - (q) monitor and review the regulatory developments, and review plans to mitigate risks which may affect the business of the Group;
 - (r) monitor and review the use of the net proceeds;
 - (s) undertake such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the Audit and Risk Committee; and
 - (t) generally undertake such other functions and duties as may be required by statute, the Catalist Rules, or by such amendments as may be made thereto from time to time.

Nominating Committee comprises:-

Name of Current Members

Lam Shiao Ning	(Chairman, Independent)
Foong Daw Ching	(Member, Independent)
Tse Man Kit Gilbert	(Member)

The responsibilities of the NC, based on the written terms of reference, are as follows:-

- (a) reviewing and recommending the nomination or re-nomination of the Directors having regard to each Director's contribution and performance;
- (b) determining the composition of the Board, taking into account the future requirements of the Company, the need for diversity in regard to the Board composition and other considerations such as those set out in the Code;
- (c) determining annually, and as and when circumstance require, whether or not a Director is independent;
- (d) deciding whether or not a director is able to and has been adequately carrying out his/her duties as a director;
- (e) assessing the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board;
- (f) reviewing and approving any new employment of related persons and the proposed terms of their employment;
- (g) reviewing the training and professional development programmes for the Board;
- (h) reviewing the succession plans for the Executive Directors and key management personnel;
- (i) in respect of a Director who has multiple board representations on various companies, if any, to review and decide whether or not such Director is able to and has been adequately carrying out his duties as Director, having regard to the competing time commitments that are faced by the Director when serving on multiple Boards and discharging his duties towards other principal commitment; and
- (j) undertake such other functions and duties as may be required by statute of the Act, the Rules of Catalist and the Code, or by such amendments as may be made thereto from time to time.

Each member of the NC shall abstain from voting on any resolutions in respect of his re-nomination as Director.

Remuneration Committee comprises:-

Name of Current Members

Foong Daw Ching	(Chairman, Independent)
Lam Shiao Ning	(Member, Independent)
Tse Man Kit Gilbert	(Member)

The functions of the RC are as follows:-

- (a) review and recommend to the Board a general framework of remuneration for the Board, and the specific framework of remuneration packages for each director, CEO (if CEO is not a director) and key management personnel, and submit such recommendations for endorsement by the entire Board;
- (b) function as the committee referred to in the employee share option scheme (the “**Scheme**”) and shall have all the powers as set out in the Scheme.
- (c) review all aspects of remuneration, including but not limited to directors’ fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind. As part of its review, the RC shall take into consideration the following factors:
 - (i) the remuneration packages should be comparable within the industry and in comparable companies and shall include a performance-related element coupled with appropriate and meaningful measures of assessing individual directors’ and key management personnel’s performance. A significant and appropriate proportion of executive directors’ and key management personnel’s remuneration should be structured so as to link rewards to corporate and individual performance.
 - (ii) the remuneration packages of employees related to executive directors, CEO (if CEO is not a director) and substantial or controlling shareholders of the Group are in line with the Group’s staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.
 - (iii) the level and structure of remuneration should be aligned with the long-term interests and risk policies of the Company and the Code.
 - (iv) the Company’s obligations arising in the event of termination of the executive directors and key management personnel’s contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses.
- (d) undertake such other functions and duties as may be required by statute of the Act, the Rules of Catalist and the Code, or by such amendments as may be made thereto from time to time.

The RC ensures that a formal and transparent procedure is in place for fixing the remuneration packages of each individual Director and key management personnel of the Group. The recommendations of the RC are submitted for endorsement by the Board. Each member of the RC shall abstain from voting on any resolution in respect of his or her own remuneration package.

TABLE B

Attendance at Board, Board Committees and General Meetings for FY2020										
Name of Directors	Board of Directors Meetings held in February, May, August and November 2020 [#]		Audit and Risk Committee Meetings held in February, May, August and November 2020 [#]		Remuneration Committee Meeting held in February 2020 [#]		Nominating Committee Meeting held in February 2020 [#]		Extraordinary General Meeting held on 3 March 2020 [#]	Annual General Meeting held on 17 August 2020*
	No. of Meetings held as a Director	No. of Meetings attended	No. of Meetings held while as a Member	No. of Meetings attended	No. of Meetings held while as a Member	No. of Meetings attended	No. of Meetings held while as a Member	No. of Meetings attended	Attended while as a Director	Attended while as a Director
<input type="checkbox"/> Foo Fatt Kah	4	4	4	4	N/A	N/A	N/A	N/A	✓	✓
<input type="checkbox"/> Foong Daw Ching	4	4	4	4	1	1	1	1	✓	✓
<input type="checkbox"/> Lam Shiao Ning	4	4	4	4	1	1	1	1	✓	✓
<input type="checkbox"/> Tse Man Kit Gilbert	4	4	N/A	N/A	1	1	1	1	✓	✓

Notes:

N/A - Not applicable as he is not a member of the respective Board Committees.

The Board and Board Committees' meetings held on February 2020 and Extraordinary General Meeting of the Company held on 3 March 2020 were conducted through physical means. The Board of Directors and Audit and Risk Committee meetings of the Company held on May, August and November 2020 were conducted through electronic means, in line with the safe-distancing measures and regulations imposed by the Singapore Government amidst Coronavirus disease (COVID-19) transmission risks.

* The Annual General Meeting in respect of the financial year ended 31 December 2019 of the Company held on 17 August 2020 was conducted through electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

TABLE C

Ms Lam Shiao Ning is the Director seeking re-election as a Director of the Company, pursuant to Regulation 117 of the Company's Constitution respectively, at the forthcoming annual general meeting of the Company under Ordinary Resolution No. 2 as set out in the Notice of AGM dated 13 April 2021 (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Catalist Rule 720(5), the information on the Retiring Directors as set out in Appendix 7F to the Catalist Rule is set out below:

Name of Directors	Lam Shiao Ning
Date of Appointment	22 February 2018
Date of last re-appointment (if applicable)	28 June 2019
Age	47
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Board, having considered the recommendation of the Nominating Committee and assessed Ms Lam Shiao Ning's overall contributions and performance, is of the view that she is suitable for re-appointment as Independent Director of the Company.</p> <p>The Board considers Ms Lam Shiao Ning to be independent for the purposes of Rule 704(7) of Listing Manual Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	<input type="checkbox"/> Independent Director <input type="checkbox"/> Nominating Committee Chairman <input type="checkbox"/> Audit and Risk Committee Member <input type="checkbox"/> Remuneration Committee Member
Professional qualifications (if any)	<input type="checkbox"/> Advocate and Solicitor of the Supreme Court of Singapore <input type="checkbox"/> Barrister-At-Law (Inner Template), England & Wales <input type="checkbox"/> Diploma in Financial Management (ACCA)

Name of Directors	Lam Shiao Ning
Any relationship (including immediate family relationship) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil
Conflict of interest (including any competing business)	Nil
Working experience and occupation(s) during the past 10 years	<input type="checkbox"/> April 2020 – Present: Managing Director, Rubicon Law LLC <input type="checkbox"/> March 2016 – March 2020: Partner, Oon & Bazul LLP <input type="checkbox"/> June 2007 – February 2016: Director, Drew & Napier LLC <input type="checkbox"/> 2005 – Present: Senior Teaching Fellow, Singapore Institute of Legal Education, Board of Legal Education
Undertaking submitted to the listed issuer in the form of Appendix 7H (Catalist Rule 704(6))	Yes
Shareholding interest in the listed issuer and its subsidiaries	Ms Lam Shiao Ning holds 100,000 ordinary shares in the Company.
Other Principal Commitments including Directorships	
Past (for the last 5 years)	<u>Directorships:</u> Nil <u>Other Principal Commitments:</u> <input type="checkbox"/> Drew & Napier LLC – Director <input type="checkbox"/> Oon & Bazul LLP - Partner
Present	<u>Directorships:</u> <input type="checkbox"/> Rubicon Law LLC <input type="checkbox"/> TH Chia Medical Practice Pte. Ltd. <u>Other Principal Commitments:</u> <input type="checkbox"/> Rubicon Law LLC – Managing Director

Name of Directors	Lam Shiao Ning
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No

Name of Directors	Lam Shiao Ning
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given. (cont’d)	
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	Yes. See Explanatory Notes set out on page 47 of this Annual Report for full details.
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No

Name of Directors	Lam Shiao Ning
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	Yes. See Explanatory Notes set out on page 47 of this Annual Report for full details.
Disclosure applicable to the appointment of Director only.	
Any prior experience as a director of an issuer listed on the Exchange? If Yes, Please provide details of prior experience	Not applicable as this is a re-election of director.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	Not applicable as this is a re-election of director.

Explanatory Notes:

- (1) In March 2020, the Company and some of its existing and former directors including Ms Lam Shiao Ning (“**Ms Lam**”) received a private show-cause letter (“**Letter**”), respectively, from the Singapore Exchange Regulation (“**SGX Regco**”) to make representations for potential breaches of the listing rules of the SGX-ST (the “**Show Cause**”). As at the date of this Annual Report, there is no outcome on the Show Cause.
- (2) In September 2020, the Company received an Order from the Market Conduct Investigations (Enforcement Department) of Monetary Authority of Singapore (the “**Authority**”) pursuant to Section 20 of the Criminal Procedure Code (Chapter 68) requiring the Company to provide certain information and documents in relation to an investigation into a possible offence under the Securities and Futures Act (Chapter 289) (the “**Investigation**”).

Certain Directors including Ms Lam, attended interviews conducted by the Authority in conjunction with the Commercial Affairs Department in relation to the Investigation. As at the date of this Annual Report, the Investigation is still ongoing and remain confidential and no charges have been made against any person or entity. There are also no restrictions or conditions imposed by the Authority on each of the Directors who has attended the interviews with the Authority and no travel documents were required to be retained by the Authority.
- (3) With reference to the guidance provided in Practice Note 7A of the Catalist Rules, the Nominating Committee (“**NC**”) (excluding Ms Lam) and the Board (excluding Ms Lam) have assessed the Show Cause and the Investigation and are of the view that Ms Lam remains suitable to continue as director of the Company, given that both Show Cause and Investigation are still ongoing, and no charges have been brought against Ms Lam.
- (4) The NC and the Board under the guidance of the Sponsor, will re-assess its position and the suitability of Ms Lam to continue as director of the Company as and when there is any basis to do so, and when further information / outcome is available from SGX RegCo and the Authority, respectively

TABLE D

The tables below show the remuneration bands of the Directors and the key management personnel of the Company, who are not directors as well as the approximate percentage breakdown of the remuneration during FY2020.

(a) Remuneration of Directors of the Company

Name of Director	Salary (%)	Bonus (%)	Directors' Fees (%)	Allowance and other benefits (%)	Total (%)
Up to S\$250,000					
Foo Fatt Kah	-	-	100	-	100
Tse Man Kit Gilbert	-	-	100	-	100
Foong Daw Ching	-	-	100	-	100
Lam Shiao Ning	-	-	100	-	100

(b) Remuneration of Key Management Personnel

Name	Salary* (%)	Bonus (%)	Directors' Fees (%)	Allowance and other benefits (%)	Total (%)
Up to S\$250,000					
Dominic Anthony Morris	100	-	-	-	100

* The salary amount shown is inclusive of Central Provident Fund (“CPF”), if applicable, all fees other than directors’ fees and other emoluments.

There were no terminations, retirement or post-employment benefits granted to Directors and key management personnel in FY2020.

No shares have been issued under the 2018 ayondo ESOS during FY2020.

(c) Remuneration of employee related to Director or CEO

There was no employee of the Group who is an immediate family member of any Director or the Executive Director and CEO whose remuneration exceeds S\$100,000 in FY2020.

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Directors' statement

for the financial year ended 31 December 2020

During the financial year ended 31 December 2019, the Company disposed of its key operating subsidiary, ayondo Markets Limited, and placed the remaining subsidiaries under liquidation. The Group consists of the Company. Having either disposed of or lost control over all its subsidiaries, only the Company remains in the Group as at 31 December 2019 and 31 December 2020.

The directors submit this statement to the members together with the audited financial statements of ayondo Ltd. (the "**Company**") for the financial year ended 31 December 2020.

In our opinion:

- (a) the financial statements of the Company are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, having regard to the information as disclosed in Note 2(a) to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Names of directors

The directors in office at the date of this report are:

Foo Fatt Kah
Foong Daw Ching
Lam Shiao Ning
Tse Man Kit Gilbert

Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects were, or one of the objects was, to enable the directors of the Company to acquire benefits by means of the acquisitions of shares in, or debentures of the Company or of any other corporate body other than as disclosed in this statement.

Directors' interest in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Companies Act, Chapter 50, the following directors who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations, except as follows:

The Company - ayondo Ltd. (Ordinary shares)	<u>Direct interest</u>		<u>Deemed interest</u>	
	As at <u>1.1.2020</u>	As at <u>31.12.2020</u>	As at <u>1.1.2020</u>	As at <u>31.12.2020</u>
Foo Fatt Kah	6,688,057	6,688,057	44,514,009 ⁽¹⁾	44,514,009⁽¹⁾
Foong Daw Ching	150,000	150,000	-	-
Lam Shiao Ning	100,000	100,000	-	-

Directors' statement

for the financial year ended 31 December 2020

Directors' interest in shares or debentures (Cont'd)

Notes:

- ⁽¹⁾ Foo Fatt Kah, is a director and shareholder of Luminor Capital Pte. Ltd., the fund manager of Luminor Pacific Fund 2 Ltd which manages Luminor Pacific Fund 2 Ltd on a discretionary basis. By virtue of Section 4 of the SFA, Foo Fatt Kah is deemed interested in the 44,514,009 Shares of the Company held by Luminor Pacific Fund 2 Ltd.

There are no changes to the above shareholdings as at 21 January 2021.

Share options

No options were granted during the financial year to take up unissued shares of the Company or of its subsidiaries.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or of its subsidiaries.

There were no unissued shares of the Company or of its subsidiaries under option at the end of the financial year.

ayondo Employee Share Option Scheme

In conjunction with the Company's listing on the Catalist Board of Singapore Exchange Securities Trading Limited, the Company has adopted the ayondo Employee Share Option Scheme (the "ESOS") which was approved by members of the Company on 23 February 2019.

The ESOS is administered by the Remuneration Committee of the Company, comprising Mr Foong Daw Ching, Mr Tse Man Kit Gilbert and Ms Lam Shiao Ning.

No share options have been awarded pursuant to the ESOS during the financial year.

Details of all the options to subscribe for ordinary shares of the Company pursuant to the above share option schemes outstanding as at 31 December 2020 are as follows:

Expiry date	Exercise price (\$)	Number of options
9 December 2024	0.215	3,780,000
31 December 2024	0.215	17,679,600
	0.251	810,000
	0.259	3,780,000
30 March 2025	0.215	270,000
10 February 2026	0.003	540,000
31 March 2026	0.003	891,000
	0.251	2,700,000
2 August 2026	0.259	270,000
		<u>30,720,600</u>

\$ denotes Singapore dollars

Directors' statement

for the financial year ended 31 December 2020

Share options (Cont'd)

ayondo Employee Share Option Scheme (Cont'd)

Since the commencement of the share option plans till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company and their associates.
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted.
- The following former employees have received 5% or more of the total options outstanding under the plans.

Name of former employees	Options granted during the financial year ended <u>31.12.2020</u>	Aggregate options granted since commencement of plan to <u>31.12.2020</u>	Aggregate options exercised since commencement of plan to <u>31.12.2020</u>	Aggregate options lapsed during the financial year ended <u>31.12.2020</u>	Aggregate options outstanding as at <u>31.12.2020</u>
Thomas Winkler	-	9,244,800	-	-	9,244,800
Robert Lempka	-	10,864,800	-	-	10,864,800
Edward Drake	-	3,780,000	-	-	3,780,000
Raza Perez	-	3,591,000	-	-	3,591,000
	-	27,480,600	-	-	27,480,600

Audit and Risk Management Committee

The Audit and Risk Management Committee during the financial year and at the date of this statement comprises the following members:

Foong Daw Ching	Chairman, Independent Non-executive Director
Foo Fatt Kah	Non-independent Non-executive Director
Lam Shiao Ning	Independent Non-executive Director

The Audit Risk Management Committee reviews the Company's statutory financial statements, and the Independent Auditor's Report thereon, with the auditor.

The Audit Risk Management Committee may examine any aspect of the Company's financial affairs it deems appropriate and also reviews the Company's internal controls over its internal and external exposures to risks including operational, credit, market, legal and regulatory risks. It will keep under review the Company's system of accounting and internal financial controls, for which the Directors are responsible.

The Audit and Risk Management Committee has full access to, and the co-operation of the Company's management and has full discretion to invite any Director or executive officer to its meetings. The auditor will have unrestricted access to the Audit and Risk Management Committee. The Audit and Risk Management Committee has reasonable resources available to enable it to discharge its functions properly and may require the Company to appoint third parties to undertake independent audits of specific area as it deems appropriate.

Directors' statement

for the financial year ended 31 December 2020

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

.....
FOO FATT KAH

.....
FOONG DAW CHING

Dated: 13 April 2021

Independent auditor’s report to the shareholders of ayondo Ltd.

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of ayondo Ltd. (the “Company”), which comprise the statement of financial position of the Company as at 31 December 2020, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

We do not express an opinion on the accompanying financial statements of the Company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

(1) Going concern assumption (Note 2(a) to the financial statements)

The Company reported a net loss of \$1,686,000 and has net operating cash outflows of \$828,000 for the financial year ended 31 December 2020. As at 31 December 2020, the Company had a deficit in equity of \$3,635,000 and net current liabilities of \$2,910,000 and cash at bank of \$25,000.

The trading of the Company’s shares has been suspended since February 2019. Subsequent to disposal and commencement of liquidation of subsidiaries in the financial year ended 31 December 2019, the Company has not embarked on any new business ventures.

The abovementioned conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern.

On 13 April 2020, the Company entered into a non-binding term sheet with an investor in relation to the proposed acquisition of the entire equity interest in Rich Glory International Investment Limited by the Company (the “Proposed Acquisition”). The Proposed Acquisition, if undertaken and completed, is expected to result in a “Reverse Take-over” of the Company and is subject to, inter alia, the approval of shareholders of the Company at an extraordinary general meeting to be convened and the approval of the SGX-ST. As at 31 December 2020, professional works on the Proposed Acquisition are on-going.

The ability of the Company to continue as a going concern depends on the holder of Convertible Note 3’s (“CN 3” - Note 10) continued support in subscribing for further tranches of CN3 at its discretion. As at 31 December 2020, the Company had issued first tranche of CN 3 of \$675,000. On 19 January 2021, 5 March 2021 and 31 March 2021, the Company issued the second, third and fourth tranche of CN3 for total proceeds of \$405,000.

We were unable to obtain sufficient appropriate audit evidence on the holder of CN3’s continuing support in subscribing for further tranches of CN3.

Consequently, we were unable to form a view as to whether the going concern basis of presentation of these financial statements is appropriate.

Independent auditor's report to the members of ayondo Ltd. (Cont'd)

Basis for Disclaimer of Opinion (Cont'd)

(1) Going concern assumption (Note 2(a) to the financial statements) (Cont'd)

If the Company is unable to continue as a going concern, the Company may be unable to discharge its liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Company may have to provide for further liabilities that might arise, and may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements.

(2) Other payables (Note 12 to the financial statements)

At 31 December 2019, other payables of \$1,662,000 included accruals of approximately \$402,000 (equivalent to CHF288,000) which were not supported by evidence that underlying services had been received by the Company. As we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the existence, completeness, accuracy, rights and obligations in respect of the liabilities as at 31 December 2019 and the profit or loss of continuing operations for the year ended 31 December 2019, our opinion on the financial statements for the prior financial year ended 31 December 2019 was modified accordingly.

During the financial year ended 31 December 2020, the \$402,000 was addressed as follows:

- an amount \$106,000 was substantiated with supporting documentation; and
- the remaining balance of \$296,000 was recorded as prior year adjustments (Note 25) to the financial statements for the financial year ended 31 December 2019 following management's assessment that the underlying liabilities did not exist on initial recognition during the prior financial year. We are, however, unable to determine if the underlying liabilities should have been adjusted in opening balances at 1 January 2020, or at 1 January 2019 and prior.

Independent auditor's report to the members of ayondo Ltd. (Cont'd)

Responsibilities of Management and Directors for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

Independent auditor's report to the members of ayondo Ltd. (Cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Company's financial statements in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis of Disclaimer of Opinion section of our report, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Company 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 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.

Report on Other Legal and Regulatory Requirements

In our opinion, except for the significance of the matters referred to in the Basis of Disclaimer of Opinion section of our report, the accounting and other records required by the Act to be kept by the Company 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 Toh Kim Teck.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore,

Dated: 13 April 2021

Statements of financial position

as at 31 December 2020

		The Company	
		31	31
		December	December
	Note	2020	2019
		\$'000	\$'000
ASSETS			
Non-Current			
Plant and equipment	3	-	-
Intangible assets	4	-	-
Subsidiaries	5	-	-
Total non-current assets		-	-
Current			
Other receivables	6	31	6
Cash at bank		25	43
Total current assets		56	49
Total assets		56	49
EQUITY			
Capital and Reserves			
Share capital	7	46,333	44,393
Merger reserve	8	-	-
Other reserves	9	4,296	4,170
Accumulated losses		(54,264)	(52,578)
Total equity attributable to owners of the Company		(3,635)	(4,015)
LIABILITIES			
Non-Current			
Convertible notes	10	614	-
Borrowings	11	111	1,168
Total non-current liabilities		725	1,168
Current			
Other payables	12	2,057	1,662
Borrowings	11	861	1,189
Loan from a former director	13	48	45
Total current liabilities		2,966	2,896
Total liabilities		3,691	4,064
Total equity and liabilities		56	49

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

**Statement of profit or loss
and other comprehensive income**
for the financial year ended 31 December 2020

	Note	Year ended 31 December 2020 \$'000	Year ended 31 December 2019 \$'000
Continuing operations			
Revenue		-	-
Other income	14	43	659
Employee benefit expense	15	(134)	(107)
Other operating expenses		(1,298)	(2,128)
Total operating expenses and operating loss		(1,389)	(1,576)
Finance costs	16	(297)	(181)
Loss from continuing operations, before taxation	16	(1,686)	(1,757)
Income tax expense	17	-	-
Loss from continuing operations, after taxation		(1,686)	(1,757)
Discontinued operations			
Gain on disposal of subsidiary	16,18	-	24,220
Gain on deconsolidation of subsidiaries arising from liquidation	16,18	-	3,421
Loss from discontinued operations, net of tax	18	-	(4,634)
Profit from discontinued operations, after taxation		-	23,007
(Loss)/profit for the year, net of tax		(1,686)	21,250
(Loss)/profit for the year, net of tax, attributable to:			
Equity holders of the Company		(1,686)	21,279
Non-controlling interests		-	(29)
		(1,686)	21,250
Other comprehensive income:			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		-	185
Total comprehensive (loss)/income for the year, net of tax		(1,686)	21,435
Total comprehensive (loss)/income, attributable to:			
Equity holders of the Company		(1,686)	21,464
Non-controlling interests		-	(29)
		(1,686)	21,435

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

**Statement of profit or loss
and other comprehensive income (Cont'd)**
for the financial year ended 31 December 2020

	Note	Year ended 31 December 2020 \$	Year ended 31 December 2019 \$
(Loss)/Earnings per share	19		
<u>From continuing operations</u>			
- basic		(0.003)	(0.003)
- diluted		(0.003)	(0.003)
<u>From discontinued operations</u>			
- basic		-	0.045
- diluted		-	0.045
<u>From both continuing and discontinued operations</u>			
- basic		(0.003)	0.042
- diluted		(0.003)	0.042

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Statement of changes in equity

for the financial year ended 31 December 2020

The Company	Share capital	Merger reserve	Foreign currency translation reserve	Employee share option reserve	Convertible notes reserve	Premium paid on acquisition of non-controlling interest	Accumulated losses	Equity attributable to owners of the parent	Non-controlling interests	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January 2019	44,393	70,705	185	4,170	-	(4,416)	(128,179)	(13,142)	(61)	(13,203)
Profit for year	-	-	-	-	-	-	21,279	21,279	(29)	21,250
Other comprehensive income										
Foreign currency translation	-	-	(185)	-	-	-	185	-	-	-
Deconsolidation of subsidiaries	-	(70,705)	-	-	-	4,416	54,137	(12,152)	90	(12,062)
Other comprehensive income/(loss) for the year	-	(70,705)	(185)	-	-	4,416	54,322	(12,152)	90	(12,062)
At 31 December 2019	44,393	-	-	4,170	-	-	(52,578)	(4,015)	-	(4,015)
At 31 December 2019, as reported	44,393	-	-	4,170	-	-	(53,102)	(4,539)	-	(4,539)
Prior year adjustments (Note 25)	-	-	-	-	-	-	524	524	-	524
At 31 December 2019, as restated	44,393	-	-	4,170	-	-	(52,578)	(4,015)	-	(4,015)
Loss for year and comprehensive loss for the year	-	-	-	-	-	-	(1,686)	(1,686)	-	(1,686)
Equity transactions										
Issuance of Convertible Notes – equity component	-	-	-	-	541	-	-	541	-	541
Issuance of new shares arising from conversion of Convertible Notes	1,940	-	-	-	(415)	-	-	1,525	-	1,525
Total equity transactions	1,940	-	-	-	126	-	-	2,066	-	2,066
At 31 December 2020	46,333	-	-	4,170	126	-	(54,264)	(3,635)	-	(3,635)

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Statement of cash flows

for the financial year ended 31 December 2020

	Year ended 31 December 2020	Year ended 31 December 2019
Note	\$'000	\$'000
Cash Flows from Operating Activities		
Loss before income tax from continuing operations	(1,686)	(1,757)
Profit before income tax from discontinued operations	-	22,687
(Loss)/profit before income tax, total	(1,686)	20,930
Adjustments for:		
Fair value on interest-free loan	(43)	(294)
Loss from extinguishment of loan	234	-
Gain on disposal of subsidiary	16,18	(24,220)
Gain on deconsolidation of subsidiaries arising from liquidation	16,18	(3,421)
Depreciation of plant and equipment	3,16	59
Amortisation of IT platform development costs	4,16	3
Finance costs	16	181
Unrealised exchange gain	-	(365)
Operating loss before working capital changes	(1,198)	(7,127)
Change in trade and other receivables	(25)	598
Change in trade and other payables	395	2,873
Cash used in operations	(828)	(3,656)
Net cash used in operating activities	(828)	(3,656)
Cash Flows from Investing Activities		
Net cash outflow on disposal of subsidiary	-	(282)
Net cash outflow on deconsolidation of subsidiaries	-	(265)
Net cash used in investing activities	-	(547)
Cash Flows from Financing Activities		
Proceeds from borrowings	135	2,472
Proceeds from issuance of convertible note	675	-
Receipts of loan from a former director	-	43
Repayment of loans from related parties	-	(401)
Net cash generated from financing activities	810	2,114
Net decrease in cash and cash equivalents	(18)	(2,089)
Cash and cash equivalents at beginning of the year	43	2,122
Effects of exchange rate changes on cash and cash equivalents	-	10
Cash and cash equivalents at end of the year	25	43

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Statement of cash flows (Cont'd)

for the financial year ended 31 December 2020

Note:

The following is the disclosures of the reconciliation of liabilities arising from financing activities, excluding equity items:

	As at 1 January 2020 \$'000	Cash-flow - Proceeds \$'000	Conversion from loans \$'000	Transfer to convertible notes reserve \$'000	Conversion in shares \$'000	Fair value changes \$'000	Non-cash changes- interest expense \$'000	As at 31 December 2020 \$'000
Convertible note (Note 10)	-	675	1,902	(541)	(1,525)	-	103	614
Borrowings (Note 11)	2,357	135	(1,668)	-	-	(43)	191	972
Loan from a former director (Note 13)	45	-	-	-	-	-	3	48

	As at 1 January 2019 \$'000	Cash-flow - Proceeds \$'000	Cash-flow - Repayment \$'000	Fair value changes \$'000	Non-cash changes- interest expense \$'000	As at 31 December 2019 \$'000
Borrowings (Note 11)	-	2,472	-	(294)	179	2,357
Loan from a former director (Note 13)	-	43	-	-	2	45
Loans from related parties	401	-	(401)	-	-	-

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

Notes to the financial statements

for the financial year ended 31 December 2020

1 General information

The financial statements of the Company for the year ended 31 December 2020 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

The Company was incorporated as a private limited company domiciled in Singapore on 4 October 2017. On 23 February 2018, the Company was converted into a public company limited by shares and changed its name to ayondo Ltd.

On 26 March 2018, the Company was listed on the Catalist board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office of the Company is at 20 Collyer Quay, #01-02, Singapore 049319.

The Company is an investment holding company.

During the financial year ended 31 December 2019, the Company disposed of its key operating subsidiary, ayondo Markets Limited, and placed the remaining subsidiaries under liquidation. The Group consists of the Company. Having either disposed of or lost control over all its subsidiaries, only the Company remains in the Group as at 31 December 2019 and 31 December 2020.

2(a) Basis of preparation

The financial statements are prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") promulgated by the Accounting Standards Council ("ASC").

These financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

The financial statements are presented in Singapore dollar which is the Company's functional currency. All values in the tables are rounded to the nearest thousand (\$'000), except when otherwise indicated.

Notes to the financial statements

for the financial year ended 31 December 2020

2(a) Basis of preparation (Cont'd)

Going concern assumption

The Company reported a net loss of \$1,686,000 and net operating cash outflows of \$828,000 for the financial year ended 31 December 2020. As at 31 December 2020, the Company had a deficit in equity of \$3,635,000 and net current liabilities of \$2,910,000 and cash at bank of \$25,000.

The trading of the Company's shares has been suspended since February 2019. Subsequent to disposal and commencement of liquidation of subsidiaries in the financial year ended 31 December 2019, the Company has not embarked on any new business ventures.

The abovementioned conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

On 13 April 2020, the Company entered into a non-binding term sheet with an investor in relation to the proposed acquisition of the entire equity interest in Rich Glory International Investment Limited by the Company (the "Proposed Acquisition"). The Proposed Acquisition, if undertaken and completed, is expected to result in a "Reverse Take-over" of the Company and is subject to, inter alia, the approval of shareholders of the Company at an extraordinary general meeting to be convened and the approval of the SGX-ST. As at 31 December 2020, professional works on the Proposed Acquisition are on-going.

The ability of the Company to continue as a going concern depends on the holder of Convertible Note 3's ("CN 3" - Note 10) continued support in subscribing for further tranches of CN3 at its discretion. As at 31 December 2020, the Company had issued first tranche of CN 3 of \$675,000. On 19 January 2021, 5 March 2021 and 31 March 2021, the Company issued the second, third and fourth tranche of CN3 for total proceeds of \$405,000.

If the Company is unable to continue as a going concern, the Company may be unable to discharge its liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Company may have to provide for further liabilities that might arise, and may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements.

Notes to the financial statements

for the financial year ended 31 December 2020

2(a) Basis of preparation (Cont'd)

Change in the functional currency

On 31 December 2019, the Company announced the resignation of non-executive director and non-executive Chairman, a founding shareholder of the legacy social trading business, following the disposal and initiation of liquidation proceedings of subsidiaries during the year ended 31 December 2019, and the resultant pivot in the Company's business focus from Europe to Asia.

Effective 1 January 2020, the Company changed its functional currency and presentation currency from Swiss Franc to Singapore dollars.

The change in functional currency on 1 January 2020 is appropriate based on the fact cash flows generated from debt funding and expenses, except salary of the sole employee which is denominated in the currency (foreign) of his home country for personal reasons, are denominated in Singapore dollars. The change in presentation currency is to better reflect the Company's business environment.

Significant accounting estimates and judgements

The preparation of the financial statements in conformity with SFRS(I) requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

The critical accounting estimates and assumptions used and areas involving a significant judgement are described below.

Significant judgements in applying accounting policies

Identification of functional currency

Determination of functional currency involves significant judgment and other companies may make different judgments based on similar facts. The functional currency of the Company is principally determined by the primary economic environment in which the Company operates. The Company reconsiders its functional currency if there is a change in the underlying transactions, events and conditions which determine its primary economic environment. The determination of functional currency affects the carrying value of non-current assets included in the statement of financial position and, as a consequence, the amortisation of those assets included in the income statement. It also impacts exchange gains and losses included in the income statement.

Key sources of estimation uncertainty

Fair value of convertible notes (Note 10) and interest-free loans (Note 11)

Assessing the fair value of convertible notes and interest-free loan requires an analysis of comparable listed instruments and an estimation of the market interest rate of the liability component.

Notes to the financial statements

for the financial year ended 31 December 2020

2(b) Adoption of new and revised SFRS(I) effective for the current financial year

On 1 January 2020, the Company has adopted all the new and revised SFRS(I), SFRS(I) interpretations (“SFRS(I) INT”) and amendments to SFRS(I), effective for the current financial year that are relevant to them. The adoption of these new and revised SFRS(I) pronouncements does not result in significant changes to the Company’s accounting policies and has no material effect on the amounts or the disclosures reported for the current or prior reporting periods.

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to References to the Conceptual Framework in SFRS(I)		1 January 2020
Amendments to SFRS(I) 3	Definition of a Business	1 January 2020
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8	Definition of Material	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7	Interest Rate Benchmark Reform	1 January 2020

2(c) Standards issued but not yet effective

The following are the new or amended SFRS(I) and SFRS(I) INT issued that are not yet effective but may be early adopted for the current financial year:

Amendment to SFRS(I) 16	Covid-19-Related Rent Concessions	1 June 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7, SFRS(I) 4, SFRS(I) 16	Interest Rate Benchmark Reform – Phase 2	1 January 2021
Amendments to SFRS(I) 1-16	Property, Plant and Equipment – Proceeds Before Intended Use	1 January 2022
Amendments to SFRS(I) 1- 37	Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022

The Company has performed a preliminary assessment and the directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

Notes to the financial statements

for the financial year ended 31 December 2020

2(d) Summary of significant accounting policies

Subsidiary

Subsidiaries are carried at cost less any impairment losses.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(I) Financial assets

Measurement

Initial recognition and measurement

Financial assets are recognised when, and only when, the entity becomes party to the contractual provisions of the instruments.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income ("OCI"), it needs to give rise to cash flows that are "solely payments of principal and interest" ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments).
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments).
- Financial assets designated as fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

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 the amortisation process.

Subsequent measurement of debt instruments depends on the Company's business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual cash terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notes to the financial statements

for the financial year ended 31 December 2020

2(d) Summary of significant accounting policies (Cont'd)

Financial instruments (Cont'd)

(I) Financial assets (Cont'd)

Subsequent measurement (Cont'd)

The Company's financial assets at amortised cost include other receivables and cash at bank.

The Company does not hold financial assets at fair value through other comprehensive income or financial assets fair value through profit or loss.

Derecognition

A financial asset (or, where applicable, part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses ("ECL") associated with its debt instrument assets carried at amortised cost and FVOCI. ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company 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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company applies a simplified approach in calculating ECLs for other receivables. The Company recognises a loss allowance based on lifetime ECLs at each reporting date.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Notes to the financial statements

for the financial year ended 31 December 2020

2(d) Summary of significant accounting policies (Cont'd)

Financial instruments (Cont'd)

(II) Financial liabilities

Initial recognition and measurement

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

Financial liabilities are recognised initially at fair value less directly attributable transaction costs. These financial liabilities comprise other payables, borrowings, convertible notes, and loan from a former director.

Borrowings which are due to be settled within 12 months after the end of reporting period are included in current borrowings in the statement of financial position even though the original terms was for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of reporting period. Borrowings to be settled within the Company's operating cycle are classified as current. Other borrowings due to be settled more than twelve months after the end of reporting period are included in non-current borrowings in the statement of financial position.

Subsequent measurement

They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

Derecognition

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(III) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options.

Convertible notes

Convertible notes that can be converted into share capital where the number of shares issued does not vary with changes in the fair value of the notes are accounted for as compound financial instruments. The gross proceeds of the convertible notes issued (including any directly attributable transaction costs) are allocated to the equity and liability components, with the equity component being assigned the residual amount after deducting the fair value of the liability component from the fair value of the compound financial instrument.

Notes to the financial statements

for the financial year ended 31 December 2020

2(d) Summary of significant accounting policies (Cont'd)

Convertible notes (Cont'd)

Subsequent to initial recognition, the liability component of convertible notes is measured at amortised cost using the effective interest method. The equity component of convertible notes is not re-measured. When the conversion option is exercised, the carrying amount of the liability and equity components will be transferred to the share capital. When the conversion option lapses, the carrying amount of the equity component will be transferred to revenue reserve.

When a convertible note is being repurchased before its maturity date, the purchase consideration (including directly attributable costs, net of tax effects) is allocated to the liability and equity components of the convertible bond at the date of transaction. Any resulting gain or loss relating to the liability component is recognised in the profit or loss. In an exchange of convertible bond, the difference between the net proceeds of new convertible bond and the carrying value of the existing convertible bond (including its equity component) is recognised in the profit or loss.

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.

Functional currency

The financial statements are presented in Singapore dollars (\$), which is also the Company's functional currency.

Foreign currency transactions and balances

Transactions in foreign currencies are translated to the respective functional currencies of the Company's at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting date are translated to the functional currency at the exchange rate prevailing at that date. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising from translation are recognised in the profit or loss.

Income taxes

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

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

Income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Notes to the financial statements

for the financial year ended 31 December 2020

2(d) Summary of significant accounting policies (Cont'd)

Income taxes (Cont'd)

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

- Where the deferred tax 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;
- In respect of temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future; and
- In respect of deductible temporary differences and carry-forward of unutilised tax losses, if it is not probable that taxable profits will be available against which those deductible temporary differences and carry-forward of unutilised tax losses can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Current and deferred income taxes are recognised as income or expense in the profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authorities on the same taxable entity, or on different tax entities, provided they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Employee share-based compensation

In prior years, certain employees of the Company received remuneration in the form of share options as consideration for the services rendered. The cost of these equity settled share-based payment transactions with employees are measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share-based payment reserve, over the vesting period. The cumulative expense recognised at each date until the vesting date reflected the extent to which the vesting period has expired and the Company's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period recognised in employee benefit expense.

The employee share-based payment reserve is transferred to retained earnings upon expiry of the share option.

Notes to the financial statements

for the financial year ended 31 December 2020

2(d) Summary of significant accounting policies (Cont'd)

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and Chief Technology Officer cum Interim Chief Executive Officer are considered key management personnel.

Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Company or the Company or of a parent of the Company.

- (b) An entity is related to the Company if any of the following conditions applies:
 - (i) the entity and the Company are members of the same Company (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.

Discontinued operations

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and:

- (a) represents a separate major line of business or geographical area of operations; or
- (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- (c) is a subsidiary acquired exclusively with a view to resale.

Results from operations qualifying as discontinued operations are presented separately as a single amount on the income statement.

Notes to the financial statements

for the financial year ended 31 December 2020

3 Plant and equipment

	Leasehold improvements \$'000	Furniture and fittings \$'000	Office equipment \$'000	Total \$'000
<u>Cost</u>				
At 1 January 2019	51	91	460	602
Disposal of subsidiary (Note 18)	-	(79)	(158)	(237)
Liquidation of subsidiaries (Note 18)	(51)	(12)	(299)	(362)
Translation differences	-	-*	(3)	(3)
At 31 December 2019 and 31 December 2020	-	-	-	-
<u>Accumulated depreciation</u>				
At 1 January 2019	44	79	395	518
Depreciation (discontinued operations)	7	12	40	59
Disposal of subsidiary (Note 18)	-	(77)	(134)	(211)
Liquidation of subsidiaries (Note 18)	(51)	(12)	(299)	(362)
Translation differences	-	(2)	(2)	(4)
At 31 December 2019 and 31 December 2020	-	-	-	-
<u>Net carrying amount</u>				
At 31 December 2019 and 31 December 2020	-	-	-	-

* Amount less than \$1,000

4 Intangible assets

	Development costs - IT platform \$'000	Goodwill \$'000	Total \$'000
<u>Cost</u>			
At 1 January 2019	8,991	45,556	54,547
Disposal of subsidiary (Note 18)	(8,941)	-	(8,941)
Liquidation of subsidiaries (Note 18)	-	(45,556)	(45,556)
Translation differences	(50)	-	(50)
At 31 December 2019 and 31 December 2020	-	-	-
<u>Accumulated amortisation</u>			
At 1 January 2019	4,121	-	4,121
Amortisation	3	-	3
Disposal of subsidiary (Note 18)	(4,124)	-	(4,124)
At 31 December 2019 and 31 December 2020	-	-	-
<u>Accumulated impairment</u>			
At 1 January 2019	4,843	45,556	50,399
Disposal of subsidiary (Note 18)	(4,843)	-	(4,843)
Liquidation of subsidiaries (Note 18)	-	(45,556)	(45,556)
At 31 December 2019 and 31 December 2020	-	-	-
<u>Net carrying amount</u>			
At 31 December 2019 and 31 December 2020	-	-	-

Notes to the financial statements

for the financial year ended 31 December 2020

5 Subsidiaries

	31 December 2020 \$'000	31 December 2019 \$'000
Unquoted equity shares, at cost	-	17,258
Impairment losses	-	(17,258)
	-	-

During the financial year ended 31 December 2019, the Company commenced liquidation of the subsidiaries. Accordingly, the subsidiaries were deconsolidated.

Details of the subsidiaries are as follows:

<u>Name of subsidiary</u>	<u>Country of incorporation/ principal place of business</u>	<u>Effective equity interest</u>		<u>Principal activities</u>
		2020 %	2019 %	
ayondo Holding AG	<i>Swiss-ZUG</i>	-	99.97	Deregistered
<i>Held through ayondo Holding AG</i>				
Sycap Company (UK) Ltd.	<i>UK-London</i>	99.91	99.91	Dormant
ayondo GmbH	<i>GER- Frankfurt a. M.</i>	100	100	Under liquidation
Social Trading Netzwerk GmbH	<i>GER- Frankfurt a. M.</i>	100	100	Dormant
ayondo Asia Pte. Ltd.	<i>Singapore</i>	-	100	Struck off
<i>Held through ayondo Asia Pte Ltd</i>				
Typhoon Technology Limited	<i>Hong Kong</i>	100	100	Dormant

6 Other receivables

	31 December 2020 \$'000	31 December 2019 \$'000
Other receivable #	25	-
Deposit	6	6
	31	6

Other receivable represents payment of professional services made on behalf of a shareholder who is also the holder of CN3 (Note 10).

Notes to the financial statements

for the financial year ended 31 December 2020

7 Share capital

	31	31	31	31
	December	December	December	December
	2020	2019	2020	2019
	No. of ordinary shares		\$'000	\$'000
	'000	'000	\$'000	\$'000
Issued and fully paid, with no par value:				
At beginning of year	509,785	509,785	44,393	44,393
Issuance of new shares arising from conversion of convertible notes (Note 10)	273,482	-	1,940	-
At end of year	783,267	509,785	46,333	44,393

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

On 22 July 2020, the Company issued 273,481,723 ordinary shares upon conversion of the convertible notes together with accrued interest (Note 10).

8 Merger reserve

	31	31
	December	December
	2020	2019
	\$'000	\$'000
The Company		
At beginning of year	-	70,705
Deconsolidation of subsidiaries	-	(70,705)
At end of year	-	-

The merger reserve represented the difference between the consideration paid and the share capital of the subsidiaries under common control are accounted for by applying the pooling of interest method.

9 Other reserves

	31	31
	December	December
	2020	2019
	\$'000	\$'000
Employee share-based payments reserve (Note 20)	4,170	4,170
Convertible notes reserve	126	-
	4,296	4,170

Notes to the financial statements

for the financial year ended 31 December 2020

10 Convertible notes

	31	31
	December	December
	2020	2019
	\$'000	\$'000
At beginning of year	-	-
Conversion of loans during the year into convertible notes	1,902	-
Proceeds from issue of convertible notes	675	-
Amount classified as equity - Convertible notes reserve	(541)	-
Accretion of interest	103	-
Conversion of convertible notes	(1,525)	-
At end of year	614	-

On 1 June 2020, the Company converted Loan 1 with accrued interest of \$1,227,000 and Loan 3 of \$675,000 into Convertible Note 1 and Convertible Note 2, respectively, and issued Convertible Note 3 of \$675,000.

CN1 and CN3 were issued to the same corporate lender.

CN1 carried interest rate at 8% per annum and was due 1 June 2021 (the “Maturity Date (1)”). The principal and accrued interest, including unpaid interest before and after conversion of the Loan 1 to CN1, at the Maturity Date (1) were convertible by the holder into new ordinary shares in the capital of the Company (the “Shares”) at the conversion price of \$0.007 per share. If the holder did not exercise its option to convert CN1 on the Maturity Date (1), unless the Maturity Date was extended by the Company and the holder (the “Parties”), the Company would repay the together with accrued interest to the holder within 30 business days from the Maturity Date (1).

CN2 was interest-free and due 1 June 2023 (the “Maturity Date (2)”). The principal was convertible by the holder, in whole or in part, into the Shares at the conversion price of \$0.007 per share between 1 June 2020 and 31 May 2023. Unless the Maturity Date (2) was extended by the Parties, the Company would repay the principal not converted into the Shares together with accrued interest to the holder within 30 business days from the Maturity Date (2).

On 22 July 2020, CN1 together with accrued interest thereon and CN2 were converted into the Shares.

CN3 carries interest rate at 12% per annum and is due 1 June 2021 (the “Maturity Date (3)”). The principal is convertible by the holder, in whole or in part, into the Shares at the conversion price of \$0.007 per share between 1 June 2020 and 31 May 2023. Unless the Maturity Date (3) was extended by the Parties, the Company would repay the principal not converted into the Shares together with accrued interest to the holder within 30 business days from the Maturity Date (3).

Notes to the financial statements

for the financial year ended 31 December 2020

11 Borrowings

	31 December 2020 \$'000	31 December 2019 \$'000
Current liabilities		
Loan 1	-	1,189
Loan 2	861	-
	861	1,189
Non-current liabilities		
Loan 2	-	760
Loan 3	-	408
Loan 4	111	-
	111	1,168
	972	2,357

Loan 1

As at 31 December 2019, Loan 1 from an unrelated corporate lender was unsecured and bore interest at 8% per annum.

Loan 2

Loan 2 from an unrelated corporate lender bears interest at 15% per annum, and is unsecured and repayable on 30 June 2021.

Loan 3

As at 31 December 2019, Loan 3 from an unrelated individual lender was unsecured, interest-free and repayable on 21 August 2022. The fair value of interest-free Loan 3 of \$294,000 was recorded within "Other income" in the statement of profit or loss for the year ended 31 December 2019.

On 1 June 2020, Loan 1 and Loan 3 were converted into Convertible Note 1 ("CN 1") and Convertible Note 2 ("CN 2"), respectively (Note 10).

Loan 4

Loan 4, obtained from the same lender as the holder of CN2, is unsecured, interest-free and repayable on 16 January 2022. On 22 July 2020, the individual lender converted CN2 into new ordinary shares in the capital of the Company and became a shareholder of the Company. The fair value of interest-free Loan 4 of \$43,000 was recorded within "Other income" in the statement of profit or loss for the year ended 31 December 2020.

12 Other payables

	31 December 2020 \$'000	31 December 2019 \$'000
Other payables	361	373
Accruals	1,646	1,289
Advance payment #	50	-
	2,057	1,662

At 31 December 2020, other payables were non-interest bearing and normally settled on 30 to 90-day terms.

This relates to down payment of \$50,000 received from the lender in respect of the second tranche of CN3 of \$135,000 in December 2020. On 19 January 2021, the Company issued second tranche of CN3 to the lender upon receipt of the remaining balance of \$85,000.

Notes to the financial statements

for the financial year ended 31 December 2020

13 Loan from a former director

	31	31
	December	December
	2020	2019
	\$'000	\$'000
Loan from a former director	48	45

Loan from a former director bears interest at 7% per annum and is unsecured and repayable on 23 May 2020 pursuant to the loan agreement. As at 31 December 2020, no renewal of the loan agreement has been entered into with the lender. Interest accrual on the loan continues after 23 May 2020.

14 Other income

	Continuing operations		Total	
	2020	2019	2020	2019
The Company	\$'000	\$'000	\$'000	\$'000
Exchange gain (Note 16)	-	365	-	365
Fair value on interest-free loan (Note 11)	43	294	43	294
	43	659	43	659

15 Employee benefits expense

	Continuing operations		Total	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Salaries and bonuses	134	23	134	23
Other short-term benefits	-	84	-	84
	134	107	134	107

Notes to the financial statements

for the financial year ended 31 December 2020

16 (Loss)/profit before taxation

The following items have been included in arriving at (loss)/profit for the year:

	Note	Continuing operations		Discontinued operations		Total	
		2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Gain on disposal of subsidiary		-	-	-	24,220	-	24,220
Gain on deconsolidation of subsidiaries arising from liquidation		-	-	-	3,421	-	3,421
Depreciation of plant and equipment	3	-	-	-	59	-	59
Amortisation of IT platform development costs	4	-	-	-	3	-	3
Audit services		80	150	-	-	80	150
Non-audit services		-	-	-	-	-	-
Reporting accountant fees		-	-	-	-	-	-
Legal, other professional fees and consultancy fees		700	458	-	-	700	458
Bank charges		1	1	-	-	1	1
Exchange gain	14	-	(365)	-	-	-	(365)
Fair value on interest-free loan	14	(43)	(294)	-	-	(43)	(294)
Loss from extinguishment of loan		234	-	-	-	234	-
Interest on loan from a former director		3	2	-	-	3	2
Interest on loan from third parties		172	179	-	-	172	179
Interest on loan from shareholder		19	-	-	-	19	-
Interest on convertible notes		103	-	-	-	103	-
Finance costs		297	181	-	-	297	181

17 Income tax expense

	2020 \$'000	2019 \$'000
Current tax expense		
Current year	-	-
Reconciliation of tax expense:		
	2020 \$'000	2019 \$'000
(Loss)/profit before taxation		
- Continuing operations	(1,686)	(1,757)
- Discontinued operations	-	22,687
	(1,686)	20,930
Tax at statutory rate of 17% (2019 - 17%)	287	3,558
Tax effect on non-deductible expenses	(287)	(3,558)
	-	-

The Company, as an investment holding company, is not allowed to carry forward its tax losses.

Notes to the financial statements

for the financial year ended 31 December 2020

18 Discontinued operations

During the financial year ended 31 December 2019, the Company disposed of its key operating subsidiary, ayondo Markets Ltd (Note 5), and filed for insolvency proceedings with courts in Germany for liquidation of subsidiaries' assets (Note 5).

Disposal of subsidiary

On 5 June 2019, the Company disposed of its key operating subsidiary, ayondo Markets Ltd ("AML") to BUX Holding B.V. (the "Acquirer"). The sale proceeds of \$9,877,000 (GBP5.7 million) was applied towards settlement of amounts owed by the Company and subsidiaries to AML.

The carrying amounts of assets and liabilities at the disposal date based on management accounts for the five months ended 31 May 2019 and pro-rated accounts for the period from 1 June 2019 to 5 June 2019 extracted from June 2019 management accounts provided by the Acquirer, and the cash flows arising from loss of control are as follows:

	2019 \$'000
Plant and equipment	26
Intangible assets	26
Trade and other receivables	1,374
Cash and bank balances	1,031
Segregated client funds	42,284
Trade and other payables	(58,335)
Bank overdraft	(749)
Net identified liabilities on disposal	(14,343)
Proceeds from sale	(9,877)
Gain on disposal of subsidiary	(24,220)
Proceeds from sale	9,877
Utilisation of proceeds as settlement of the Company entities' amounts due to AML	(9,877)
Cash and cash equivalent disposed of (cash and bank balances less bank overdraft)	(282)
Net cash outflow on disposal of subsidiary	(282)

Deconsolidation of subsidiaries

The Company filed for insolvency proceedings with courts in Germany for liquidation of ayondo GmbH on 14 August 2019 and ayondo Holding AG on 22 August 2019. ayondo GmbH is a wholly-owned subsidiary of ayondo Holding AG.

Arising therefrom, these subsidiaries, together with other subsidiaries of ayondo Holding AG, were deconsolidated from the Company's financial statements effective the respective liquidation dates (the "Liquidation Dates") at which the Company lost control over these subsidiaries whose management of affairs were managed to the court-appointed insolvency administrator.

The carrying amounts of assets and liabilities at the Liquidation Dates based on management accounts are as follows:

	2019 \$'000
Trade and other receivables	544
Cash and bank balances	281
Trade and other payables	(4,180)
Bank overdraft	(16)
Employee benefit liabilities	(140)
Non-controlling interest	90
Gain on deconsolidation of subsidiaries arising from liquidation	(3,421)
Net cash outflow on deconsolidation of subsidiaries	(265)

Notes to the financial statements

for the financial year ended 31 December 2020

18 Discontinued operations (Cont'd)

Deconsolidation of subsidiaries (Cont'd)

Financial performance of subsidiary disposed of and subsidiaries deconsolidated arising from liquidation

	2020 \$'000	2019 \$'000
Net operating income	-	2,742
Other income	-	26
Marketing expenses	-	(136)
Operating expenses	-	(7,106)
Finance costs	-	(480)
Loss before tax	-	(4,954)
Income tax expense	-	320
Loss from discontinued operations	-	(4,634)

The impact of the discontinued operations on the cash flow of the Company

	2020 \$'000	2019 \$'000
Net cash inflow from operating activities	-	146
Net cash outflow from investing activities	-	(411)
Net cash inflow from financing activities	-	-
Net decrease in cash of subsidiaries	-	(265)

19 (Loss)/earnings per share

	2020 \$'000	2019 \$'000
Loss from continuing operations	(1,686)	(1,757)
Profit from discontinued operations	-	23,036
(Loss)/Profit attributable to equity holders of the Company	(1,686)	21,279

	31 December 2020 No. of shares '000	31 December 2019 No. of shares '000
Weighted average number of ordinary shares for basic earnings per share computation	585,461	509,785
Weighted average number of ordinary shares for diluted earnings per share computation	819,517	640,468

Notes to the financial statements

for the financial year ended 31 December 2020

19 (Loss)/earnings per share (Cont'd)

	2020	2019
	\$	\$
From continuing operations		
Loss per share:		
Basic	(0.003)	(0.003)
Diluted	(0.003)	(0.003)
From discontinued operations		
Earnings per share:		
Basic	-	0.045
Diluted	-	0.045
From both continuing and discontinued operations		
(Loss)/Earnings per share:		
Basic	(0.003)	0.042
Diluted	(0.003)	0.042

The diluted loss per share is the same amount as the basic loss per share because the outstanding employee share options and convertible note are considered anti-dilutive.

20 Employee share-based payments reserve

	2020	2019
	\$'000	\$'000
At beginning and end of year (Note 9)	4,170	4,170

ayondo Employee Share Option Scheme

Share options had been granted to the Company's employees, directors and consultants by ayondo Holdings AG ("AG Options"), giving them the right to purchase shares in ayondo Holdings AG. The exercise price of the options is equal to the market price of the shares on the date of the grant. The options generally become exercisable over four years (with approximately 25 percent of the total grant vesting each year on the anniversary of the grant date or 25% at the end of the first year, 25% at the end of the second year and 50% at the end of the end of the 4th year). There are no cash settlement alternatives except for in the event of termination of the employment relationship upon death of the employee.

On 12 March 2018, the Company granted pre-IPO options to replace all the AG Options. There was no option purchase price and all the pre-IPO options were vested on the listing date.

The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, stock options during the year.

	2020	2019
	No.	No.
Outstanding at beginning of year	30,720,600	47,017,800
Forfeited during the year	-	(16,297,200)
Outstanding at end of year ⁽¹⁾	30,720,600	30,720,600
	2020	2019
	WAEP	WAEP
Outstanding at beginning of year	\$0.22	\$0.22
Forfeited during the year	-	\$0.22
Outstanding at end of year ⁽¹⁾	\$0.22	\$0.22

⁽¹⁾ The range of exercise prices for options outstanding at the end of the year was \$0.003 to \$0.259 (2019 - \$0.003 to \$0.259). The weighted average remaining life for these options is 4.41 years (2019 - 5.41 years).

Notes to the financial statements

for the financial year ended 31 December 2020

20 Employee share-based payments reserve (Cont'd)

ayondo Employee Share Option Scheme (Cont'd)

Information on fair value

The fair value of stock options as at the date of grant was estimated using actuarial valuations, taking into account the terms and conditions upon which the options and the rights were granted. The following table lists the inputs to the model used:

<u>Employee stock option</u>		
Dividend yield	(%)	0.0%
Volatility	(%)	25.0%
Risk-free interest rate	(%)	0.452%
Expected life	(years)	4 years
Weighted average stock price	(CHF)	100 (CHF)

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of the option grant were incorporated into the measurement of fair value.

21 Related party transactions

Compensation of key management personnel

	The Company 2020 \$'000	The Company 2019 \$'000
Short-term employee benefits	278	#
<i>Comprise amounts paid to:</i>		
Directors of the Company	144	#
Chief Technology Officer cum Interim Chief Executive Officer	134	#
	278	#

Disclosure of key management personnel compensation for the year ended 31 December 2019 was not presented due to unavailability of information.

22 Financial risk management

The Company is exposed to financial risks arising from its use of financial instruments. The key financial risks are foreign currency risk and liquidity risk.

The carrying amounts of financial assets and financial liabilities at the reporting date by categories are as follows:

	Financial assets at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Total \$'000
31 December 2020			
Financial assets			
Other receivables (Note 6)	31	-	31
Cash at bank	25	-	25
	56	-	56

Notes to the financial statements

for the financial year ended 31 December 2020

22 Financial risk management (Cont'd)

	Financial assets at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Total \$'000
Financial liabilities			
Convertible notes (Note 10)	-	614	614
Borrowings (Note 11)	-	972	972
Other payables (Note 12)	-	2,057	2,057
Loan from a former director (Note 13)	-	48	48
	-	3,691	3,691
31 December 2019			
Financial assets			
Other receivables (Note 6)	6	-	6
Cash at bank	43	-	43
	49	-	49
Financial liabilities			
Borrowings (Note 11)	-	2,357	2,357
Other payables (Note 12)	-	1,662	1,662
Loan from a former director (Note 13)	-	45	45
	-	4,064	4,064

Credit risk

At the reporting date, no loss allowance was required in respect of the security deposit of \$6,000 (Note 6) placed with the Company's contract finance staff and other receivable of \$25,000 (Note 6) related to payment made on behalf of a shareholder cum the holder of CN3.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company does not hold any variable rate financial assets or financial liabilities.

Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign translation rates. Currency risk arises when transactions are denominated in foreign currencies.

The Company is exposed to currency risk on financial liabilities that are denominated in a currency other than its functional currency brought forward from the prior financial year. The currencies that give rise to foreign currency risk are the British Pound ("GBP") and Euro.

Notes to the financial statements

for the financial year ended 31 December 2020

22 Financial risk management (Cont'd)

Foreign currency risk (Cont'd)

At the reporting date, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the Company's functional currency were as follows:

	GBP \$'000	Euro \$'000	Total \$'000
31 December 2020			
Other payables	360	7	367
31 December 2019			
Other payables	369	7	376

Sensitivity analysis - Foreign currency risk

A 3% (2019 - 3%) strengthening of the above currencies against the functional currency of the Company at the reporting date would have increased loss before tax by approximately \$11,000 (2019: decreased profit before tax by approximately \$11,000) and decreased equity by the same amount (2019: decreased equity by the same amount). This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account the associated tax effects.

A 3% (2019 - 3%) weakening of the above currencies against the functional currency of the Company at the reporting date would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

Notes to the financial statements

for the financial year ended 31 December 2020

22 Financial risk management (Cont'd)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

Analysis of financial instruments by remaining contractual maturities

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

	Carrying amount \$'000	-----Contractual undiscounted cash flows-----			
		Total \$'000	Less than 1 year \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000
The Company					
31 December 2020					
Financial liabilities					
Convertible notes	614	878	81	797	-
Other payables	2,057	2,057	2,057	-	-
Borrowings	972	1,047	912	135	-
Loan from a former director	48	48	48	-	-
	3,691	4,030	3,098	932	-

	Carrying amount \$'000	-----Contractual undiscounted cash flows-----			
		Total \$'000	Less than 1 year \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000
The Company					
31 December 2019					
Financial liabilities					
Borrowings	2,357	2,776	1,376	1,400	-
Other payables	1,662	1,662	1,662	-	-
Loan from a former director	45	45	45	-	-
	4,064	4,483	3,083	1,400	-

23 Fair values measurement

Definition of fair value

FRSs define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company 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.

Notes to the financial statements

for the financial year ended 31 December 2020

23 Fair values measurement (Cont'd)

Fair value measurement of other financial instruments

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including other receivables (Note 6), cash at bank, borrowings (Note 11), other payables (Note 12), and loan from a former director (Note 13), approximate their fair values because of the short period to maturity. The fair value of interest-free loan approximates its carrying amount at the reporting date.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, therefore a change in interest rates at the reporting date would not affect profit or loss.

Fair value measurement of non-financial instruments

Below is a summary of the significant unobservable inputs of Level 3 instruments together with a quantitative sensitivity analysis as at 31 December 2020.

Type	Valuation technique	Significant unobservable inputs	Sensitivity of fair value to 5% increase in unobservable input
Convertible notes	Income approach	Estimated market interest rate of the liability component: 21%	Decrease in fair value by \$31,000

Notes to the financial statements

for the financial year ended 31 December 2020

24 Capital management

The Company monitors capital based on total equity attributable to owners of the Company as presented in the balance sheet.

25 Prior year adjustments

Other payables - accruals

- (i) One of the matters included in the basis for the disclaimer of opinion on the financial statements for the year ended 31 December 2019 was unavailability of evidence supporting accrued liabilities of \$402,000 as at 31 December 2019.

During the financial year ended 31 December 2020, the \$402,000 was addressed as follows:

- an amount of \$106,000 was substantiated with supporting documentation; and
- the remaining balance of \$ 296,000 was recorded as prior year adjustments to the financial statements for the financial year ended 31 December 2019 following management's assessment that the underlying liabilities did not exist on initial recognition during the prior financial year.

- (ii) A prior year adjustment has been recorded to account for an under-accrual of salary of a former employee of \$39,000 for the year ended 31 December 2019.

Interest-free loan

A prior year adjustment has been recorded to account for the fair value of an interest-free loan of \$294,000 (Loan 2 in Note 11) and accretion of interest expense thereon of \$27,000 for the year ended 31 December 2019.

The prior year adjustments, at nil tax effect, to the extent that they are applied retrospectively, have the following impact:

	As previously reported \$'000	Adjustment \$'000	As restated \$'000
The Company			
Statement of financial position as at 1 January 2020			
Accumulated losses	(53,102)	524	(52,578)
Other payables	1,919	(257)	1,662
Borrowings	2,624	(267)	2,357
Statement of profit or loss and other comprehensive income for the financial year ended 31 December 2019			
Other income	365	294	659
Employee benefit expense	(68)	(39)	(107)
Other operating expenses	(2,424)	296	(2,128)
Finance costs	(154)	(27)	(181)
Statement of cash flows for the financial year ended 31 December 2019			
Loss before income tax from continuing operations	(2,281)	524	(1,757)
Profit before income tax, total	20,406	524	20,930
Finance costs	154	27	181
Operating loss before working capital changes	(7,384)	257	(7,127)
Change in trade and other payables	3,130	(257)	2,873

Notes to the financial statements

for the financial year ended 31 December 2020

26 Subsequent events

Claim by ex-employee

The Company received a letter of claim dated 4 February 2021 from an ex-employee (the “Ex-employee”) of a subsidiary, through his solicitors.

The Ex-employee cited text messages and email correspondence between the Ex-employee and, amongst others, members of the Company’s board of directors and a former interim Chief Executive Officer (the “Former Interim CEO”) of the Company as evidence of a legally binding agreement between the Ex-employee and the Company for his services (the “Services”) rendered in connection with completion of winding up of ayondo GmbH and ayondo Portfolio Management GmbH. There was no documentary evidence of the Company’s engagement of the ex-employee’s in connection with the Services.

Management would like to highlight that liquidation of these two subsidiaries are in progress as at 31 December 2020.

The Ex-employee demanded a payment of Euro55,000 (equivalent to S\$89,000) from the Company in settlement of the outstanding fees for the Services by 18 February 2021.

In a written reply dated 19 February 2021 to the Ex-employee, the Company:

- requested supporting documentation substantiating the claim from the Ex-employee;
- rebutted the basis of Ex-employee’s claim as without merit; and
- indicated that the Company reserves all rights to counter-claim against the Ex-employee for his persistent.

Management and directors are of the opinion that there are grounds of defences to the claim. No provision has been made for this claim.

27 Comparative information

Comparative figures have been restated due to prior year adjustments (Note 25).

SHAREHOLDINGS STATISTICS

As at 26 March 2021

Issued and Fully Paid-Up Capital	- S\$44,972,379.36
Number of Shares	- 783,267,291
Treasury Shares	- Nil
Subsidiary Holdings Held	- Nil
Class of Shares	- Ordinary Shares
Voting Rights	- 1 vote for each ordinary share

% of the aggregate number of treasury shares and subsidiary holdings held against the total number of issued shares in issue (excluding treasury shares and subsidiary holdings) – 0%

ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 - 99	0	0.00	0	0.00
100 -1,000	166	20.42	163,100	0.02
1,001 - 10,000	273	33.58	2,053,458	0.26
10,001 - 1,000,000	343	42.19	32,409,084	4.14
1,000,001 and above	31	3.81	748,641,649	95.58
TOTAL	813	100.00	783,267,291	100.00

SHAREHOLDING HELD IN HANDS OF PUBLIC

As at 26 March 2021, the percentage of shareholdings held in the hands of the public was approximately 49.06% and Rule 723 of the Listing Manual Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited is complied with.

TOP 20 SHAREHOLDERS LIST

S/No.	Name of Shareholder	Number of Shares	%*
1.	GOLDEN NUGGET JINZHUAN LIMITED	177,053,150	22.60
2.	MAMORU TANIYA	96,428,571	12.31
3.	HSBC (SINGAPORE) NOMINEES PTE LTD	88,211,875	11.26
4.	DBS NOMINEES PTE LTD	76,231,620	9.73
5.	CITIBANK NOMINEES SINGAPORE PTE LTD	76,154,398	9.72
6.	LUMINOR PACIFIC FUND 1 LTD (IN MEMBERS' VOLUNTARY LIQUIDATION)	56,660,756	7.23
7.	LUMINOR PACIFIC FUND 2 LTD	44,514,009	5.68
8.	RAFFLES NOMINEES (PTE) LIMITED	33,493,904	4.28
9.	KWAN CHEE SENG	17,386,507	2.22
10.	BPSS NOMINEES SINGAPORE (PTE.) LTD.	10,324,880	1.32
11.	GLOBAL MONEY VENTURES AG	8,767,710	1.12
12.	PHILLIP SECURITIES PTE LTD	6,770,900	0.86
13.	FOO FATT KAH	6,688,057	0.85
14.	STARLAND HOLDINGS LIMITED	6,547,324	0.84
15.	UOB KAY HIAN PTE LTD	5,861,300	0.75
16.	DB NOMINEES (SINGAPORE) PTE LTD	5,356,000	0.68
17.	HENRY CHEONG YING CHEW	4,018,369	0.51
18.	TERENCE TAN ENG CHUAN	4,018,369	0.51
19.	BALTISCHE BAUENTWICKLUNGSGESELLSCHAFT MBH	3,788,100	0.48
20.	DOMINIC ANTHONY MORRIS	2,968,178	0.38
	TOTAL	731,243,977	93.33

* The percentage of shareholdings is calculated based on the total number of issued share capital of 783,267,291 ordinary shares (excluding treasury shares and subsidiary holdings) of the Company (“Shares”) as at 26 March 2021.

SHAREHOLDINGS STATISTICS

As at 26 March 2021

Name of Substantial Shareholder	Direct Interest		Deemed Interest	
	Number of Shares	Percentage (%) ⁽¹⁾	Number of Shares	Percentage (%) ⁽¹⁾
Golden Nugget Jinzhuan Limited	177,053,150	22.60	-	-
Mamoru Taniya	96,428,571	12.31	-	-
Luminor Pacific Fund 1 Ltd (IN MEMBERS' VOLUNTARY LIQUIDATION)	56,660,756	7.23	-	-
Luminor Pacific Fund 2 Ltd	44,514,009	5.68	-	-
Luminor Capital Pte. Ltd. ⁽²⁾	-	-	44,514,009	5.68
Kwan Chee Seng ⁽³⁾	17,386,507	2.22	51,061,333	6.52
Foo Fatt Kah ⁽⁴⁾	6,688,057	0.85	44,514,009	5.68
Kwan Yu Wen ⁽⁵⁾	-	-	44,514,009	5.68

Notes:

- (1) The percentage of shareholdings is calculated based on the total number of issued share capital of 783,267,291 ordinary shares (excluding treasury shares and subsidiary holdings) of the Company (“**Shares**”) as at 26 March 2021.
- (2) By virtue of section 4 of the SFA, Luminor Capital Pte. Ltd. (“**Luminor Capital**”), a fund manager which manages Luminor Pacific Fund 2 Ltd. (“**LPF2**”) on a discretionary basis is deemed to have an interest in the 44,514,009 Shares held by LPF2.
- (3) Kwan Chee Seng holds 30% of the share capital of Luminor Capital, the fund manager of LPF2 which manages LPF2 on a discretionary basis. Kwan Chee Seng is deemed to have an interest in the 44,514,009 Shares held by LPF2 by virtue of the percentage of shares held by him in the share capital of Luminor Capital. Starland Holdings Limited is a 83.17%-owned subsidiary of GRP Chongqing Land Pte. Ltd., a wholly-owned subsidiary of GRP Land Pte. Ltd. which is in turn wholly-owned by GRP Limited. Kwan Chee Seng has a shareholding interest of 35.55% in GRP Limited. By virtue of Section 7 of the Companies Act, Kwan Chee Seng is deemed to have an interest in the 6,547,324 Shares held by Starland Holdings Limited.
- (4) Foo Fatt Kah holds 50% of the share capital of Luminor Capital, the fund manager of LPF2 which manages LPF2 on a discretionary basis. Foo Fatt Kah is deemed to have an interest in the 44,514,009 Shares held by LPF2 by virtue of the percentage of shares held by him in the share capital of Luminor Capital.
- (5) Kwan Yu Wen holds 20% of the share capital of Luminor Capital, the fund manager of LPF2 which manages LPF2 on a discretionary basis. Kwan Yu Wen is deemed to have an interest in the 44,514,009 Shares held by LPF2 by virtue of the percentage of shares held by her in the share capital of Luminor Capital.