



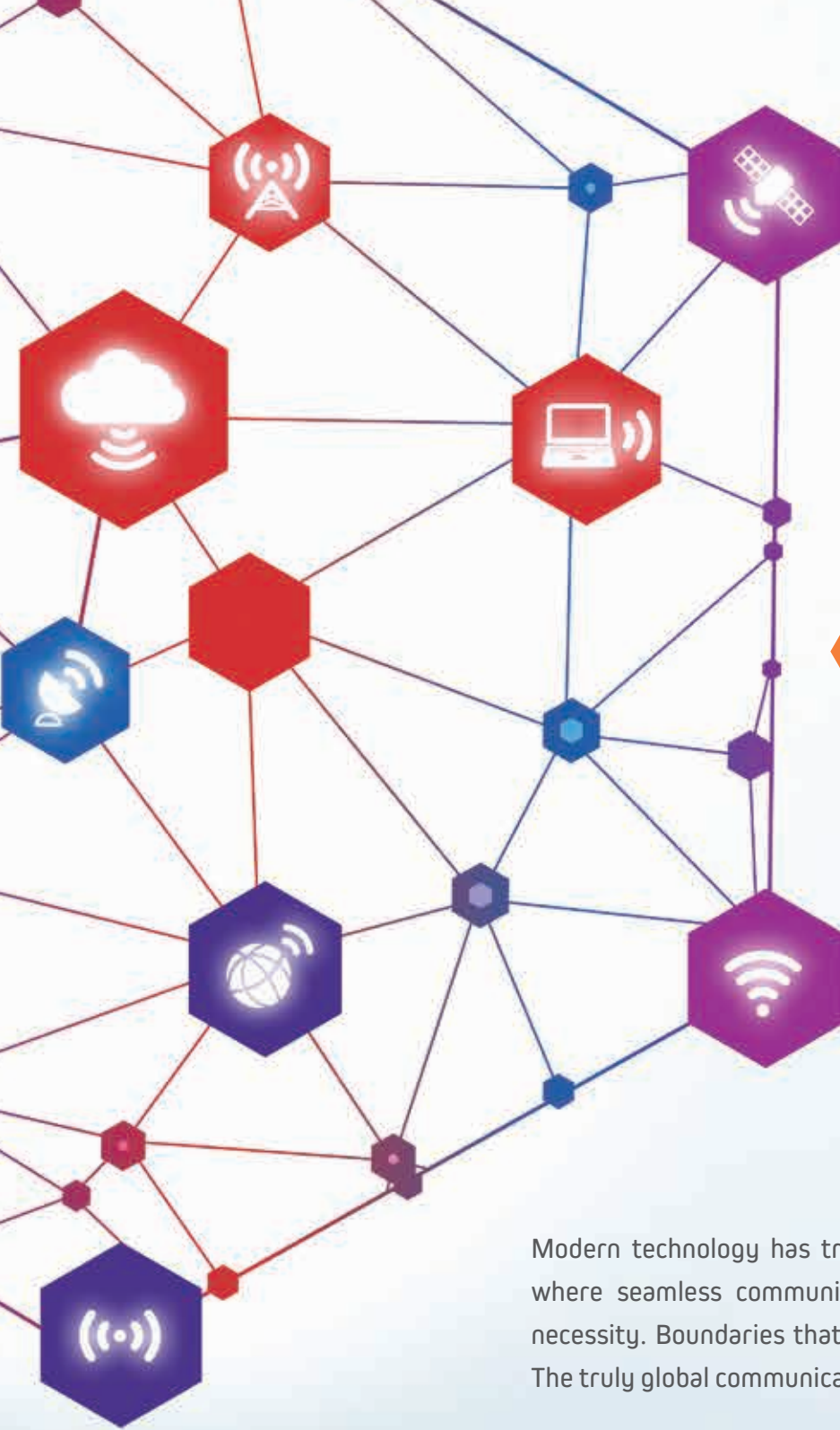
INNOVATE IMPROVE INTEGRATE

ANNUAL REPORT 2015

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INNOVATE

AND DEVELOP
GROWTH BUSINESSES
IN THE AREAS OF
TELECOMMUNICATIONS
AND INFOCOMMUNICATIONS
TECHNOLOGY

Modern technology has transformed the way we communicate, where seamless communication is no longer an option, but a necessity. Boundaries that existed before, no longer exist today. The truly global communications framework, has become a reality.

With over 37 years' of experience, NERA TELECOMMUNICATIONS LTD is a leading global communications company and a premier IT solutions provider with local presence in over 17 countries globally. Our wireless technology allows communication across vast areas of land and sea, helping individuals and organisations stay connected with one another. We also partner with some of the best technology partners worldwide to provide advanced, powerful and robust Infocomm Network Infrastructure solutions for our customers.

We tap the power of technology to keep the world connected.

A woman with dark hair, wearing a black blazer over a light blue collared shirt and a pearl necklace, stands with her arms crossed on a rooftop terrace. The background features a city skyline with tall buildings and trees under a soft, hazy sky. A semi-transparent orange box contains text on the right side of the image.

We will continue to focus on providing high performance best-of-breed IP, Optical and Broadcast network infrastructure solutions in both existing and new strategic markets.

MS WONG SU-YEN

Chairman

CHAIRMAN'S STATEMENT

On behalf of the Board, I am pleased to present the Annual Report and Financial Statements of Nera Telecommunications Ltd for the year ended 31 December 2015.

Amidst a volatile economic environment, in FY2015 the Group achieved \$181.5 million in turnover, a slight decline of 0.5% from the \$182.4 million recorded for FY2014. Profit before tax ("PBT") fell 16.7% from \$20.2 million to \$16.8 million due to higher operating expenses and higher foreign exchange losses. Basic earnings per ordinary share for the year, based on the net profit attributable to shareholders, was recorded at 3.70 cents compared to 4.48 cents in FY2014. Net Asset value per ordinary share, based on issued share capital of 361,897,000 ordinary shares, was recorded at 15.48 cents compared to 16.84 cents in FY2014.

For FY2015, the Group secured approximately \$207.0 million in order in-take, a decline of 4.6% over the \$217.0 million achieved in FY2014. The Group ended the year with \$21.0 million cash.

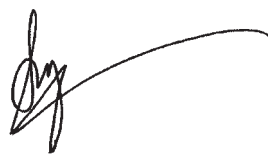
The Board is pleased to recommend a final one-tier tax exempt dividend of 1 cent per ordinary share for FY2015. The proposed dividend, if approved at the Annual General Meeting on 28 April 2016, will be paid on 20 May 2016. This, including the 2.5 cents interim dividend paid on 28 August 2015, will bring the total dividend for FY2015 to 3.5 cents per ordinary share.

We continue to see robust growth in the Infocomm industry in the Asia Pacific, Africa, and Middle East regions with social media, messaging services, mobile content, subscription video-on-demand, online commerce, multimedia applications and services driving consumer demand for increased internet bandwidth, coverage and speed. Increased awareness of network security and cloud technology is also encouraging our customers to upgrade and enhance the functionalities of their existing networks. We will continue to focus on providing high performance best-of-breed IP, Optical and Broadcast network infrastructure solutions in both existing and new strategic markets.

Increased banking penetration with the gradual acceptance of mobile and internet payments in the region continues to drive the demand for cashless payment solutions. We also see business opportunities with emerging trends of new alternative card payment technologies and standards.

The Telecommunications industry is expected to remain highly competitive, with mobile operators' expansion of existing network coverage, capacity and bandwidth to cope with the increased demand for internet bandwidth driven by the adoption of smart devices. We will constantly review our operational efficiency to enhance productivity and provide quality products and services to our customers. In addition, we will continuously upgrade the skill and competency of our workforce to better serve our customers in this challenging business environment.

On behalf of the Board, I would like to thank our shareholders, valued customers and business partners for their confidence and continued support, and express a special thanks to the Management and Staff for their dedication and commitment.



MS WONG SU-YEN

Chairman

A portrait of Mr. Ang Seong Kang Samuel, President and CEO, standing outdoors in a modern architectural setting. He is wearing a dark blue suit, a light blue shirt, and a patterned tie. The background features a large glass and metal structure, possibly a bridge or a modern building facade, with a warm, golden light suggesting a sunset or sunrise. The overall tone of the image is professional and optimistic.

The Group believes that market opportunities remain positive and there will be a continued demand for wireless network equipment with higher capacity, better coverage and technical capabilities, both indoor and outdoor, as Mobile operators upgrade their wireless and backhaul networks to support the increased demand for internet data traffic.

MR ANG SEONG KANG SAMUEL

President and CEO

PRESIDENT AND CEO'S STATEMENT

BUSINESS REVIEW

FY2015 was a challenging year for the NeraTel Group. However, despite the highly competitive business environment against the backdrop of global economic uncertainties, we managed to secure an order in-take of \$207.0 million.

A turnover of \$181.5 million was registered for the Group compared to \$182.4 million in FY2014, a slight decline of 0.5%. This was attributed to a higher turnover from the Infocomm business segment, offset by a lower turnover from the Telecom business segment. Profit before tax ("PBT") declined 16.7% from \$20.2 million to \$16.8 million, mainly due to lower gross profit, higher operating expenses and higher exchange loss arising from the weakening of the Malaysian Ringgit and Indonesian Rupiah. Profit after tax ("PAT") decreased from \$16.2 million to \$13.4 million. At the end of the year, the Group registered positive cash and cash equivalents of \$20.8 million compared to \$24.7 million in FY2014. This decrease in cash and cash equivalents for the year was mainly due to the payments of final dividend of \$7.2 million for FY2014 in May 2015, \$9.1 million interim dividend for FY2015 in August 2015 and \$4.8 million outlay on capital expenditure.

The Telecom business segment recorded a turnover of \$57.8 million in FY2015 compared to \$61.9 million in FY2014, a decrease of 6.7%. This decrease was attributed to lower sales in the Middle East and Africa markets, partially offset by higher sales in the Asia Pacific market.

The Infocomm business segment registered a turnover of \$123.7 million in FY2015 compared to \$120.5 million recorded in FY2014, an increase of 2.7%. This increase was attributed to higher contribution from terminal sales and leasing in the Payment Solutions business area, offset by lower sales in the Network Infrastructure business area.

BUSINESS OUTLOOK

Telecommunications (Telecom)

The Telecommunications business segment comprises Wireless Infrastructure Networks ("WIN"), encompassing both radio transmission systems and indoor coverage solutions.

The global radio transmission market remains highly competitive as Mobile operators continue to demand for cost savings on their capital and operational expenditures for network roll-out, expansion and refresh to support the demand for mobile data

services. At the same time, major global wireless equipment vendors are competing aggressively, resulting in intense price competition. The current global economic uncertainties are also causing Mobile operators to be cautious in their spending.

Nonetheless, the Group believes that market opportunities remain positive and there will be a continued demand for wireless network equipment with higher capacity, better coverage and technical capabilities, both indoor and outdoor, as Mobile operators upgrade their wireless and backhaul networks to support the increased demand for internet data traffic. The Group will continue to provide comprehensive end-to-end wireless infrastructure network solutions, comprising point-to-point and point-to-multipoint radio transmission systems, DAS ("Distributed Antenna Systems") In-building coverage solutions, wifi 3G data offload, RF optimisation and other network performance and management solutions to address increasing market demands.

Infocommunications (Infocomm)

The Infocomm business segment comprises two business areas, namely Network Infrastructure and Payment Solutions.

Network Infrastructure

The Network Infrastructure business area focuses on providing products, solutions and services to the Service Providers, Enterprise and Government, Transport and Utilities market sectors.

In the Service Providers market sector, the Group believes that the increased adoption of network-connected devices like tablets, smart phones and connected televisions will drive the demand for internet data traffic, mobile broadband services, IPTV, social networking and other applications, especially video traffic, and encourage Service Providers to build, expand and upgrade their networks. Competition is expected to remain strong from local resellers, distributors, system integrators as well as global network equipment manufacturers competing for market share.

The Group will also continue to focus on providing robust, high performance Optical and Broadcast equipment to enable our customers – the Service Providers and Broadcasters, to scale up their networks for increased geographical coverage and deployment of new services.

PRESIDENT AND CEO'S STATEMENT

In the Government, Transport and Utilities market sector, we believe that Government IT initiatives to enable greater connectivity and support innovation will lead to greater business opportunities in network infrastructure, security and integrated communication solutions.

In the Enterprise Banking, Finance and Retail market sectors, we believe that Corporate IT expenditure is expected to grow as companies increasingly rely on information systems to run their operations and harness the Cloud to achieve greater flexibility and lower cost. We also believe that there will be increased investments in both Data Centre and Cloud infrastructure, and will focus on providing best of breed and cost effective network infrastructure products and services to help enterprises deploy efficient, secured and cost-effective networks.

Payment Solutions

The global payment business is experiencing robust growth, driven by the increased usage of credit and debit cards, higher regulatory and payment industry standards as well as government initiatives to go cashless. The Group is also seeing a gradual adoption of new payment methods, for example via the mobile phone or tablets, with technology driving the evolution of faster and safer electronic payments.

The Group will continue to provide secured end-to-end electronic payment network infrastructure, payment terminal variants and related services to our customers, as well as increase our recurring revenue from terminal leasing.

Finally, I would like to thank our customers, business partners and shareholders for their continued support. I would like to express my appreciation to the Board of Directors for their guidance and my colleagues for their commitment and contributions. I look forward to their continued support.



MR ANG SEONG KANG SAMUEL

President & CEO

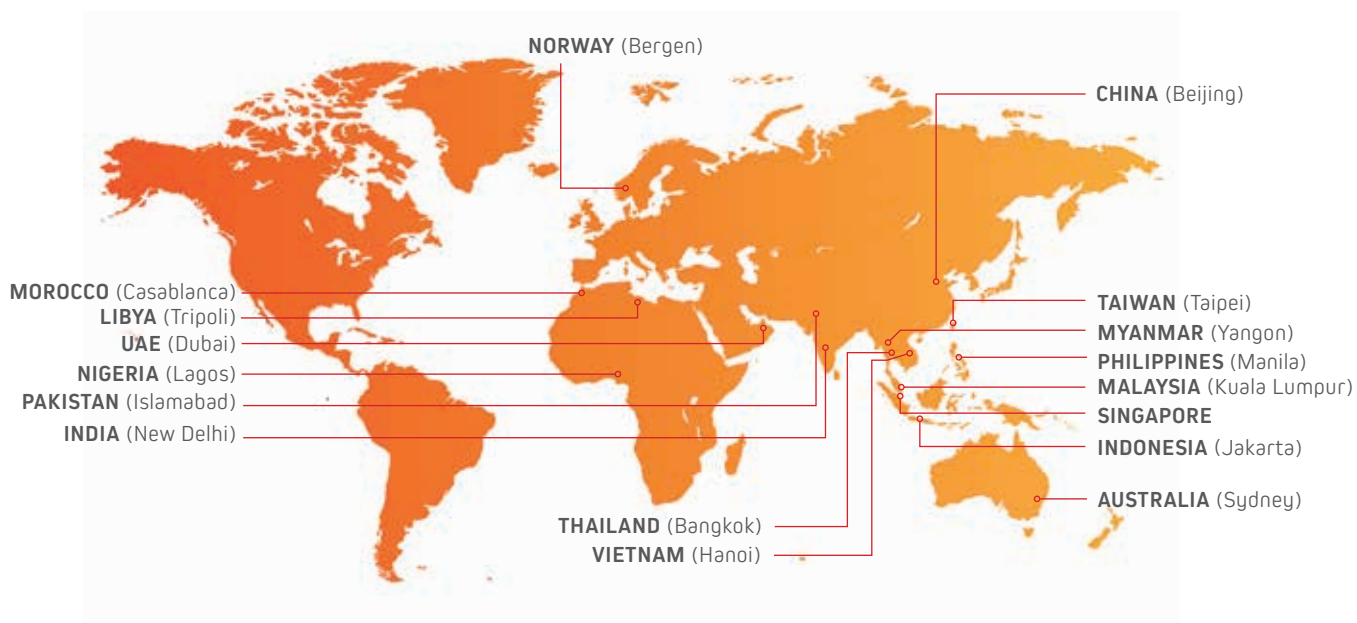




IMPROVE

WE CONTINUALLY STRIVE
TO UPGRADE OUR SKILLS
AND KNOWLEDGE TO BETTER
SERVE OUR CUSTOMERS

GEOGRAPHICAL PRESENCE



NAME OF NERA TELECOMMUNICATIONS LTD SUBSIDIARY COMPANY

- Nera Networks (S) Pte. Ltd., Singapore
- Nera Payment Solutions Pte. Ltd., Singapore
- Nera (Malaysia) Sdn Bhd, Malaysia
- Nera Infocom (M) Sdn Bhd, Malaysia
- PT. Nera Indonesia, Indonesia
- Nera (Thailand) Limited, Thailand
- Nera (Philippines), Inc., Philippines
- Nera Telecommunications (Myanmar) Co., Ltd., Myanmar
- Nera Telecommunications (Taiwan) Co., Ltd, Taiwan
- Nera Telecommunications (India) Pvt Ltd., India
- Nera Telecommunications (Australia) Pty Ltd, Australia
- Nera Telecommunications (Vietnam) Co., Ltd., Vietnam
- Nera Telecommunications (Vietnam) Co., Ltd –
Ho Chi Minh City Branch, Vietnam

SUBSIDIARIES OF NERA NETWORKS (S) PTE. LTD.

- Nera Telecommunications AS, Norway
- Nera Telecommunications AS, Libya Branch, Libya
- Nera Telecommunications Maroc S.A.R.L AU, Morocco
- Nera Telecommunications (Pakistan) (Private) Limited, Pakistan
- Nera Telecommunications FZ-LLC, United Arab Emirates
- Nera Networks (Nigeria) Limited, Nigeria

SUBSIDIARIES OF NERA PAYMENT SOLUTIONS PTE. LTD.

- Nera Payment Solutions (M) Sdn Bhd, Malaysia
- Nera Payment Solutions (Thailand) Limited, Thailand
- Nera Solutions Philippines Inc., Philippines
- PT. Nera Payment Solutions, Indonesia

REPRESENTATIVE OFFICES

- Nera Telecommunications Ltd, Beijing Representative Office, China



INTEGRATE

WE PARTNER WITH GLOBAL
TECHNOLOGY LEADERS TO
PROVIDE BEST-OF-BREED
NETWORK SOLUTIONS FOR
OUR CUSTOMERS.

BOARD OF DIRECTORS



MS WONG SU-YEN (aged 45)
Independent Director since 23 December 2013
Chairman of the Board since 30 April 2014
Chairman, Nominating Committee since 23 December 2013
Member, Remuneration Committee since 23 December 2013
Last re-elected on 29 April 2014

Ms Wong brings with her over 20 years of experience in driving business strategy, strategic talent development, organisation transformation, operation redesign and risk management. She is the Chief Executive Officer of the Human Capital Leadership Institute, and she serves as a Director at MediaCorp, Yoma Strategic Holdings, and NTUC First Campus. She is a Member of the Governing Council of the Singapore Institute of Directors, and a Member of the Remuneration Committee at the National Kidney Foundation, Singapore.

Previously she was Chairman – Singapore for Marsh & McLennan Companies Inc, a global professional services firm specialising in risk, strategy, and human capital advice and solutions. She was also a Senior Partner of Mercer, a global leader in human resource consulting and related financial services, and the Managing Director of Mercer in ASEAN. Earlier, she was Asia Managing Partner for the Communications, Information & Entertainment practice at Oliver Wyman, a leading strategy consulting firm. She has advised clients across North America and Asia, and has previously been based in Boston, Bangkok, Hong Kong, Beijing and Seoul.



MR ANG SEONG KANG SAMUEL (aged 60)
Executive Director

Mr Ang is the President & CEO of the Company. He was appointed to the Board on 2 October 1996. He is responsible for the overall performance of the NeraTel Group. In addition, he serves on the Board of many NeraTel Group of Companies. Mr Ang previously served as the managing director, vice president and general manager of NeraTel. He was a director of Nera Electronics Ltd and committee member of the Norwegian Business Association of Singapore.

Mr Ang holds a diploma in Electronics and Telecommunications from Singapore Polytechnic and a degree in Business Administration from Oklahoma City University.



MR TAN LYE HUAT (aged 67)
Independent Director since 28 January 2013
Chairman, Audit and Risk Management Committee since 2 April 2013
Member, Nominating Committee since 2 April 2013
Last re-elected on 28 April 2015

Mr Tan had previously been engaged in corporate governance advocacy, consulting and training work under HIM Governance Private Limited including, until recently, being the Regional Adviser of Governance for Owners LLP as well as volunteering at a number of other governance-related associations.

Besides senior professional and management experiences in the banking, audit and commercial sectors, Mr Tan sits on the boards of other Singapore listed companies, namely, SP Corporation Limited, Japan Foods Holding Ltd, Neo Group Limited and Dynamic Colours Limited. He was a director of Singapore Kitchen Equipment Limited (listed on the Singapore Exchange), from which he resigned in 2013.

Mr Tan is a member of the Institute of Singapore Chartered Accountants (ISCA), Fellow of the Association of Chartered Certified Accountants (FCCA), member of the Australian Institute of Company Directors (AICD) as well as a Chartered Director Fellow (C. Dir FloD) of the Institute of Directors (IOD, UK). He attended the Executive Management Program at Columbia University and the International Directors' Course at INSEAD.



DR LEE KWOK CHEONG (aged 61)
Independent Director since 8 March 2013
Chairman, Remuneration Committee since 2 April 2013
Member, Audit and Risk Management Committee since 2 April 2013
Last re-elected on 26 April 2013



MR ASHISH JAIPRAKASH SHASTRY (aged 40)
Non-Executive Director since 28 January 2013
Member, Nominating Committee since 28 January 2013
Last re-elected on 29 April 2014



MR TAN CHOON HONG (aged 42)
Non-Executive Director since 28 January 2013
Member, Audit and Risk Management Committee and Remuneration Committee since 28 January 2013
Last re-elected on 28 April 2015

Dr Lee is the Chief Executive Officer (“CEO”) of Singapore Institute of Management Pte Ltd and an Adjunct Professor at SIM University. He was previously an Adjunct Associate Professor of NTU Business School. Dr Lee serves on the Boards of Inland Revenue Authority of Singapore and Singapore Institute of Management Pte Ltd.

Dr Lee was awarded the MIT Scholarship and graduated from the Massachusetts Institute of Technology (MIT) with a Bachelor of Science in Management. He also holds a Master of Science in Management Science from University of California at Berkeley. He attended the ISEAD Avira Program and Stanford Executive Program at Stanford University Business School.

Dr Lee had a 27-year successful career in IT consulting and services before moving to education in 2005.

Mr Shastri is a Managing Partner at Northstar Advisors. Prior to joining Northstar, Mr Shastri was at TPG Capital for over 13 years, most recently as the partner responsible for TPG’s business in Southeast Asia. Before joining TPG, Mr Shastri was an investment banker at Lehman Brothers in New York. He currently serves as a non-executive director on the boards of PT. Bank Tabungan Pensiunan Nasional Tbk, PT. Tripura Agro Persada, Realty Partners Group Pte Ltd, Asia Pacific Realty Partners Pte Ltd and ERA Realty Network Pte Ltd.

Mr Shastri attended Princeton University and graduated with an A.B. degree in Economics (Honors).

Mr Tan is a Managing Director at Northstar Advisors. Prior to joining Northstar, Mr Tan was a director for special projects at CS Partners and a vice president at GIC Special Investments Pte Ltd. Earlier, he spent five years in Corporate Finance at Deutsche Bank. He began his career with the Ministry of Trade and Industry as an Assistant Director. He currently serves on the board of The Thai Credit Retail Bank, ERA Realty Network and Samudra Energy.

Mr Tan is a Chartered Financial Analyst and holds a Master of Engineering and Bachelor of Arts from Cambridge University. He was awarded the Overseas Merit Scholarship by the Singapore Public Service Commission.

SENIOR MANAGEMENT

MR ODD KARE FOSSMO, aged 63, is the Managing Director of Nera Telecommunications AS and the Deputy Head of Wireless Infrastructure Networks. He oversees the NeraTel Group's business in the Middle East and Africa markets. Mr Fossmo has more than thirty-eight years working experience mainly in the areas of project management and sales. Mr Fossmo holds a Bachelor degree of Electronics from Trondheim, Norway.

DATO AHMAD FAUZAN HASHIM, aged 58, is the Managing Director for Nera (Malaysia) Sdn Bhd. Dato Fauzan has more than thirty-four years of working experience and had worked with Petronas, International Franchising and Philips before joining Nera in 1991. He obtained a Malaysian Government scholarship to study in the United States in 1975 and graduated with a Bachelor of Science (Business Administration) from the California State University, Chico and a Master of Administration (Business Administration) from the University of California, Riverside.

MAJOR CHOAKDEE DHAMASAROJ, aged 58, is the Country Manager for Nera (Thailand) Ltd. Major Dhamasaroj has more than thirty-two years of working experience in engineering and management in the telecommunications field. Prior to joining Nera (Thailand) Ltd., he was the Chief of Operation and Support, Telecommunications Center, Royal Thai Army, Chief of Satellite Engineer for Royal Thai Army Television (Channel 5), and a member of the Army Telecommunication Committee of Thailand. Major Dhamasaroj holds a Bachelor degree in Electronics and Telecommunications Engineering from Feati University Sta.Cruz, Manila in the Philippines in 1978. He is also a Board Director of the Telecommunications Association of Thailand under the Royal Patronage and a Vice President of Thai-Norwegian Chamber of Commerce.

MS NIMFA TANACIO MARIANO, aged 52, is the Country Manager of Nera (Philippines) Inc., since 1996. Ms Mariano is a degree holder of Bachelor of Science in Electronics Engineering with Post Graduate units in Civil Law from the University of Santo Tomas. She has more than twenty-seven years of working experience in the field of telecommunications and information technology. Ms Mariano is a licenced professional electronics engineer and is a lifetime member of the Institute of Electronics Engineer of the Philippines and a Board of Director of the Integrated Electronics Suppliers Association of the Philippines.

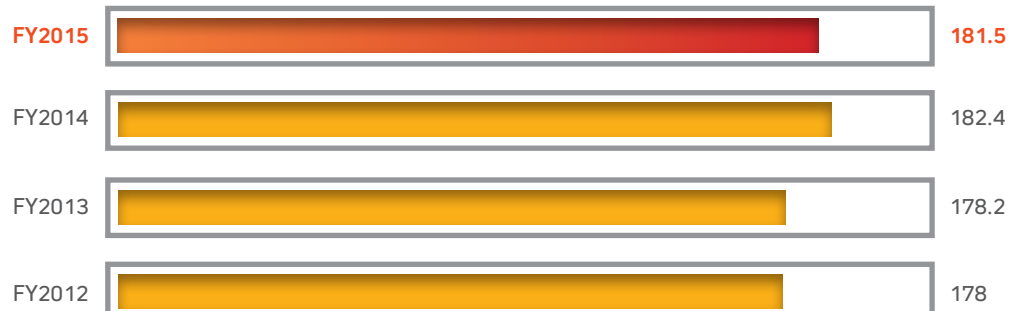
MR CHAN HENG CHEW MICHAEL, aged 50, is the Senior Vice President for Contracts & Corporate Secretariat. He is responsible for contractual, commercial risk management, contract matters and corporate secretarial functions of the NeraTel Group. He has more than twenty-five years of experience in marketing, logistics, investment, merger and acquisitions, business and corporate development in various industries such as shipping, healthcare, leisure, printing and publishing, telecommunications and information technology. Mr Chan holds a Bachelor of Science degree in Finance from the Indiana University and a Master of Business Administration degree from the Monash University.

MS CHIANG HOCK CHIN JESSIE, aged 52, is the Senior Vice President for Corporate Affairs & Staff. She is responsible for the Group's HR functions, investor relations and corporate communications which include crisis management, corporate identity and the strategic positioning of the NeraTel Group. She has more than twenty-six years of experience in the areas she is currently serving. In addition, she oversees the Group's functions of Administration and Information Services. Ms Chiang is a member of the Institute of Public Relations of Singapore.

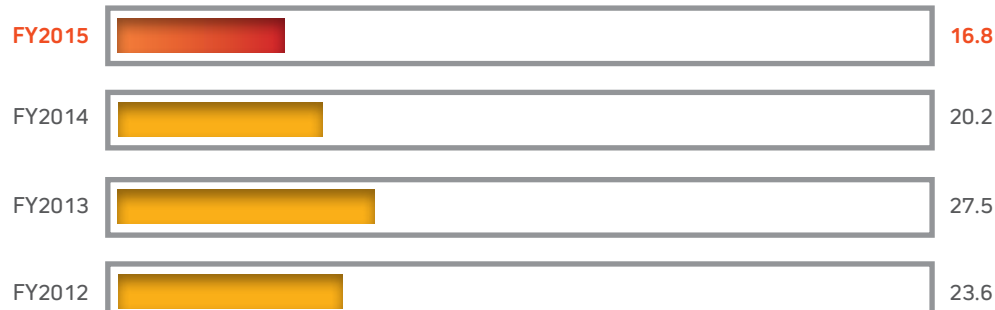
MR MARK WENG KWAI, aged 49, is the Financial Controller. He is responsible for the financial planning, analysis and budgeting as well as taxation, treasury functions and related financial matters of the NeraTel Group. In addition, he is responsible for the compliance with the accounting and financial policies and procedures within the NeraTel Group. He has more than twenty-five years of experience including seven years in audit with Price Waterhouse, Singapore (now known as PricewaterhouseCoopers, Singapore) and senior finance positions in two public listed companies in Singapore. Mr Mark obtained his Bachelor of Accountancy (Honours) degree from the National University of Singapore. He is a Fellow Chartered Accountant (FCA Singapore) with the Institute of Singapore Chartered Accountants.

FINANCIAL HIGHLIGHTS

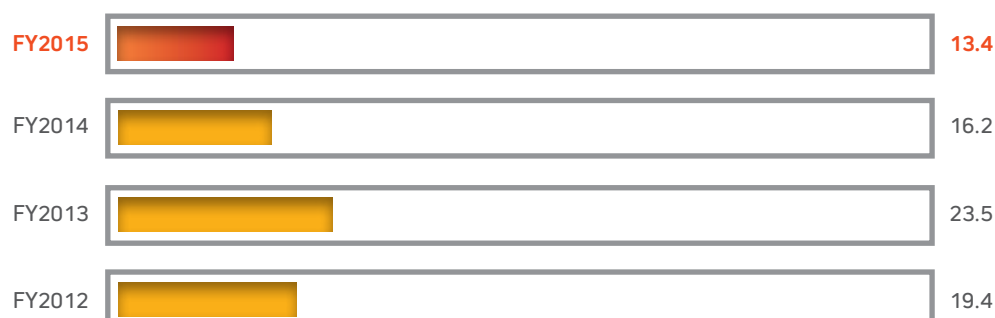
TURNOVER (S\$M)



PROFIT BEFORE TAX (S\$M)



PROFIT AFTER TAX (S\$M)



BUSINESS SEGMENT: TELECOMMUNICATIONS



WIRELESS INFRASTRUCTURE NETWORKS (WIN)

We provide wireless infrastructure networks, end-to-end solutions and services in the wireless space. We address various market sectors such as Service Providers, ISPs, Broadcasters, Enterprises, Government Organisations, Offshore and Utilities. Our WIN portfolio covers in-building solutions, outdoor coverage enhancement, RF access network optimisation, benchmarking, 3G/LTE base stations, licensed and unlicensed point-to-point and point-to-multi-point microwave. We provide end to-end solutions such as 3G data offloading, RAN benchmarking, optimisation and QoS. These solutions cater to the needs of green field and brown field deployments.

Our world class Evo series microwave radio is built around a software defined core which enables a wide range of radio applications based on one common product platform. Supporting Native IP and TDM and managed by a single network management, we are at the forefront of technology. NERA passive and active solutions are vendor agnostic and focus on delivering quality solutions for their indoor coverage needs. Our outdoor solutions add tremendous value for improved total cost of ownership. With a comprehensive portfolio for RAN optimisation and performance benchmarking, we are very well poised to navigate cellular operators aspiring to achieve high quality of experience.

3G data offloading solutions using Wi-Fi are gaining a lot of traction with operators and we are uniquely positioned with a complete solution. Being vendor agnostic we are flexible in customising to customer needs and provide best of class products.

In addition, we undertake turnkey projects covering the complete life cycle of projects. Our highly trained and experienced resources provide planning, designing, installation, commissioning, testing and post sales service and support.



BUSINESS SEGMENT: INFOCOMMUNICATIONS

THE INFOCOMM BUSINESS FOCUSES ON OFFERING PRODUCTS AND SERVICES IN TWO MAIN BUSINESS AREAS, NAMELY NETWORK INFRASTRUCTURE AND PAYMENT SOLUTIONS, TO THREE KEY MARKET SECTORS COMPRISING SERVICE PROVIDERS, ENTERPRISE AND GOVERNMENT, TRANSPORT & UTILITIES.

NETWORK INFRASTRUCTURE

IP Networks

We provide high-performance IP Network Infrastructure to enable Service Providers to deploy differentiated cost effective services and new revenue streams, Enterprise customers to improve network accessibility, security and productivity, and Government Organisations to deliver services efficiently and securely.

Our IP Network Infrastructure product portfolio comprises routers (core/edge), switches (Ethernet/carrier Ethernet), security devices (firewalls, intrusion, detection and prevention), application performance systems (optimisation/aggregation), controlling access, network operating systems and management systems.

Broadcast Networks

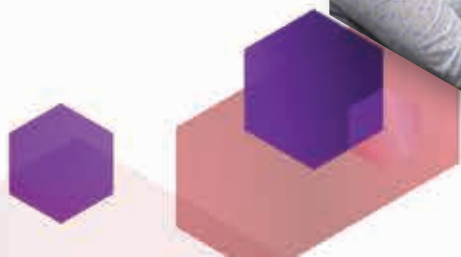
We provide various digital TV broadcast network infrastructure products, networks and services to the Broadcasters and Service Providers. Our range of products include content creation, acquisition, aggregation and play-out, fixed/mobile contribution link (IP video transport solutions), head-end compression and multiplexing (encoders/multiplexers), distribution links and transmission (digital transmitters, fibre/radio transmission system) as well as coverage studies.

Optical Networks

We provide technology driven and carrier grade optical network platform solutions to Service Providers, Mobile Carriers,

Business Enterprises, Multi-Service Operators, Government, Transport and Utilities customers.

Our range of products include high capacity digital cross connect systems, micro MSPP for CLE/CPE and metro access applications, optical multi-service platforms which integrate SDH/SONET, WDM/ROADM and Carrier Class Ethernet, mobile front-haul solutions and carrier Ethernet service edge routers/switches. This comprehensive combination of products aim to provide a seamless and cost effective solution in the access, backhaul and metro core of network infrastructure towards an Ethernet driven packet optical transport system.



BUSINESS SEGMENT: INFOCOMMUNICATIONS



PAYMENT SOLUTIONS

We provide end-to-end electronic payment solutions for brick and mortar, internet and mobile commerce to the Banking, Financial Services and Retail industries. Our solutions enable customers to have fast and secure transmission of vital financial business data.

Our range of products comprises the various types of EMV, PCI PED approved point-of-sales payment terminals for countertop, mobile and unattended applications, as well as wireless, contact-less and IP products, network devices, terminal/application software and value added services such as signature capture, loyalty programmes etc.



BUSINESS SEGMENT: **WIRELESS INFRASTRUCTURE NETWORKS**



HUMAN CAPITAL



TRAINING PROGRAMMES

In an ever-changing business environment, we are committed to constantly developing our human capital to handle the challenges of tomorrow.

Our training programmes, which cater to different levels of employees, have provided them both the skills and knowledge to better perform in their jobs with the aim of raising productivity and better serve our customers. These also provide them the opportunities for career development within the organisation.

Quarterly and ad hoc staff briefings are held to engage the employees in the development and performance of the Company. Social activities and festive celebrations are organised to provide a platform for employees to interact across all levels.

COMMUNITY

At NERA, we believe in sharing our success with the community, and developing a right balance between business performance and social engagement.



CORPORATE GOVERNANCE REPORT

Nera Telecommunications Ltd (the “Company”) is committed to high standards of corporate governance so as to ensure greater transparency and protect the interests of its employees, customers and shareholders. The Board of Directors (“**Board**”) and Management believe that good corporate governance is key to the integrity of the Group and essential to the long-term sustainability of the Group’s businesses and performance.

To discharge its governance function, the Board and its committees have established policies and rules to govern their activities. The Board and its committees are guided by their respective Terms of References.

The Board is pleased to report to its shareholders on the Company’s corporate governance practices for the financial year ended 31 December 2015 with specific reference to each guideline of the Code of Corporate Governance 2012 (the “**Code**”). Deviations from the Code are explained. The Company has complied with the principles and guidelines of the Code where appropriate.

BOARD MATTERS

The Board oversees the overall strategy and business direction of the Group and is collectively responsible for its success. The Management also plays a pivotal role in providing Board members with complete, adequate and timely information to assist the Board in the fulfilment of its responsibilities.

PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

Guideline 1.1

Board’s Role

The principal functions of the Board include, inter alia, providing entrepreneurial leadership, setting strategic objectives, monitoring Management’s performance, establishing a framework for prudent and effective control for risk management, safeguarding shareholders’ interests and the Company’s assets as well as setting values and standards (including ethical standards) for the Company. The Board is also mindful of the Company’s social responsibilities.

The Board’s Conduct of Affairs

The principal functions of the Board include, inter alia:

- (a) Providing entrepreneurial leadership, setting key business and financial strategic objectives and strategies and ensuring necessary financial and human resources are in place for the Company to meet those objectives;
- (b) Approving the annual budget, major investments and divestments, and funding proposals;
- (c) Reviewing and monitoring Management’s performance;
- (d) Establishing a framework for the oversight of prudent and effective internal controls, risk management, financial reporting and compliance; and
- (e) Assuming the responsibility for good corporate governance to protect the Company’s assets and enhancing the long-term value of the Company for its shareholders.

CORPORATE GOVERNANCE REPORT

Guideline 1.2

Objective Decision Making

The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group and works with the Management to take objective decisions in the interest of the Group.

Guideline 1.3

Delegation of Authority to Board Committees

The Board is supported by a number of committees to assist it in the discharge of its responsibilities and also enhance the Company's corporate governance framework. These committees include the Nominating Committee ("NC"), the Remuneration Committee ("RC") and the Audit and Risk Management Committee ("ARMC"). Each Board committee has its own specific Terms of Reference setting out the scope of its duties and responsibilities, rules and regulations, and procedures governing the manner in which it is to operate and how decisions are to be taken.

Guideline 1.4

Meetings of Board and Board Committees

The Board and its committees meet regularly through scheduled meetings and as warranted by particular circumstances. A schedule of meetings is provided in advance to each Director prior to the commencement of each Financial Year. If Directors are unable to attend meetings in person, telephonic means of communication are allowed under the Constitution of the Company. To enable members of the Board and its committees to prepare for the meetings, agendas are circulated at least seven days in advance, with board papers and related materials dispatched within five working days before the meetings.

A record of the Directors' attendance at the Board and Board Committee meetings for the financial year ended 31 December 2015 is set out below:

	Board Meetings	Audit and Risk Management Committee	Remuneration Committee	Nominating Committee
Number of meetings held FY2015	6	4	1	1
Name of Directors	Number of meetings attended			
Ms Wong Su-Yen, Chairman	6	Nil	1	1
Mr Ang Seong Kang Samuel	6	4*	1*	1*
Mr Ashish Jaiprakash Shastri	5	Nil	Nil	1
Dr Lee Kwok Cheong	6	4	1	1*
Mr Tan Choon Hong	6	4	1	1*
Mr Tan Lye Huat	6	4	Nil	1

* Attended as invitees

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Guideline 1.5

Internal Guidelines on Matters Requiring Board Approval

The Company has adopted internal guidelines governing matters that require the Board's approval. During the year, the Board reviews and approves the Group's annual budget and business plans, and the terms of reference of the Board and its committees.

Guideline 1.6

Continuous Training and Development of Directors

Management and Professional Advisors keep the Directors up-to-date on pertinent developments in the business including changes to laws and regulations, corporate governance, financial reporting standards and industry-related matters. Such periodic updates are provided to Directors to facilitate the discharge of their duties.

The Directors also attend other appropriate courses, conferences and seminars conducted by various Regulatory Authorities, Financial Institutions and Professional Consultants, including the Singapore Institute of Directors (SID), Security Investors Association Singapore (SIAS), Accounting and Corporate Regulatory Authority (ACRA), Centre for Non-Profit Leadership (CNPL), Singapore Association of the Institute of Chartered Secretaries and Administrators (SAICSA) and Institute of Singapore Chartered Accountants (ISCA).

During FY2015, Ms Wong Su-Yen, Dr Lee Kwok Cheong and Mr Tan Lye Huat attended the courses listed below, with attendance hours totalling approximately 110 hours in aggregate.

ACRA-Audit Quality Indicators Feedback Session
ACRA-SGX-SID Audit Committee Seminar
ACRA-SGX-SID-Launch of Nominating Committee Guide
ACRA-SGX-SID-The Director and CFO Forum: Strengthening Financial Governance
CNPL Board Dynamics: Board-ED Staff Partnership and Board Meetings
CNPL NPO's Board Structure and its Terms of Reference
CNPL Understanding the Regulations and Code of Governance for Charities & IPCs
CPA Australia-Governance & Transparency Forum 2015
Deloitte-Being Risk Intelligent
EY-Roundtable Discussion on the Key Audit Matters (KAM) Reporting
SAICSA-Forum: Shareholder Meetings in Singapore
SIAS-Boards and Shareholders – Partners or Adversaries?
SIAS-Governance Evaluation for Mid and Small Caps (GEMS)
SID Board of Directors Survey 2015
SID Corporate Governance Roundup 2015
SID ISCA-Director Financial Reporting Essentials

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SID-Financial Reporting Challenges in 2014 and beyond
SID-KPMG – Cyber Security – What Does It Mean For The Board?
ISS-DAC Roundtable with Institutional Investors
SID – An Evening with Prof Noel Tichy
Unveiling the Top 100 Singapore Listcos in the ASEAN Corporate Governance Scorecard
SID-DPI Chairmen Conversations: The Role of the Board in Growing a Company
SID Director's Conference 2015
SGX Conference on Women as Board Directors
SID Launch of Singapore Board of Directors Survey 2015
SID-SMU Directorship Program on "Assessing Strategic Performance"
SID-SMU Directorship Program on "Effective Succession Planning & Compensation"
Remuneration Committee Chairmen Conversation
ACRA Audit Committee Seminar

Directors are also encouraged to read and actively engage in informal discussions on subjects which are relevant to the Group's business.

Guideline 1.7

Appointment and Training for First-time Directors

Orientation programmes will be organised during the year for new incoming Directors to ensure that they are familiar with the Company's key businesses and corporate governance practices. This also allows the new director to get acquainted with Senior Management, thereby facilitating board interaction and independent access to Senior Management. Directors may also at any time request further explanations, briefings and informal discussions on any aspect of the Company's operations or business.

PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

Guideline 2.1

Independent Element of the Board

The Board comprises six Directors, two of whom are non-Executive Directors with another three of them being independent, thus providing a strong independent element on the Board, capable of open, constructive and robust debate on pertinent issues affecting the affairs and business of the Company and the Group.

Guideline 2.2

Composition of Independent Directors on the Board

Half of the Board including the Chairman are independent.

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Guidelines 2.3 & 2.4

Independence of Directors

The NC, in its deliberation as to the independence of a Director, takes into account examples of relationships as set out in the Code, and considers whether a Director has business relationships with the Group, and if so, whether such relationships can interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent judgment.

The NC, having considered the assessment made by the Directors on the independent status of Ms. Wong Su-Yen, Dr Lee Kwok Cheong and Mr Tan Lye Huat and other relevant factors, has determined that each has no relationship with the Company, its related corporations or its officers and is also independent of the executive functions of the Company. In the discharge of their duties, they had exercised their independent business judgment to the best interest of the Company. In this respect, the NC affirmed that Ms Wong Su-Yen, Dr Lee Kwok Cheong and Mr Tan Lye Huat remain as Independent Directors of the Company.

Guideline 2.5

Composition and Size of the Board

The NC conducts an annual review on the composition of the Board which comprises members from different backgrounds and whose core competencies, qualifications, skills and experiences are extensive. Having reviewed and considered the composition of the Board and its committees, the NC has determined that the current Board size and structure is adequate for the existing business operations of the Company.

The Board is also well supported by accurate, complete and timely information, and has unrestricted access to Management.

A summary of the composition of the Board and its Committees is set out below:

Director	Board	ARMC	NC	RC
Ms Wong Su-Yen	Chairman, Independent Director	–	Chairman	Member
Mr Ang Seong Kang Samuel	Executive Director	–	–	–
Dr Lee Kwok Cheong	Independent Director	Member	–	Chairman
Mr Tan Choon Hong	Non-Executive Director	Member	–	Member
Mr Ashish Jaiprakash Shastri	Non-Executive Director	–	Member	–
Mr Tan Lye Huat	Independent Director	Chairman	Member	–

Non-Executive Directors

Ms Wong Su-Yen, Chairman*

Mr Ashish Jaiprakash Shastri

Dr Lee Kwok Cheong*

Mr Tan Choon Hong

Mr Tan Lye Huat*

* Independent Director

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Executive Director

Mr Ang Seong Kang Samuel (President & CEO)

The NC reviews, on an annual basis, the composition and size of the Board and each Board Committee, as well as the skills and core competencies of its members, to ensure a good balance and diversity of skills, knowledge and experience. Amongst the directors are IT, accounting, finance, corporate governance and human resource/talent professionals who possess the relevant expertise and skill sets in their respective fields for effective decision making. Mr Tan Lye Huat is a Chartered Accountant and is also a member of the Institute of Singapore Chartered Accountants and Chartered Fellow of the Institute of Directors (UK). Dr Lee Kwok Cheong, currently the CEO of the Singapore Institute of Management, has more than 20 years' experience in the IT industry, and has also served as the president of the Singapore Computer Society and as the chairman of the National InfoComm Competency Council. Their combined core competencies and experience provide management with a diverse and objective perspective to enable balanced and well-considered decisions to be made. The directors' profiles are set out in pages 10 and 11 of this Annual Report.

The Board is well supported by accurate, complete and timely information, and has unrestricted access to Management.

Guideline 2.6

Competency of the Board

To assist the NC in its annual review of the Directors' mix of skills and experiences that the Board requires for it to function competently and efficiently, the Directors complete a Board of Directors Competency Matrix form providing information on their areas of specialisation and expertise.

The NC reviews and subsequently presents the results to the Board for further consultation, highlighting key areas for improvement.

Guideline 2.7

Role of Non-Executive Directors

During the year, the Non-Executive Directors constructively challenge and help develop both the Group's short-term and long-term business strategies. Management's progress in implementing such agreed business strategies are monitored by the Non-Executive Directors.

Guideline 2.8

Regular Meetings of Non-Executive Directors

During the year, the Non-Executive Directors communicate among themselves without the presence of Management as and when the need arises. The Company also benefits from Management's ready access to its Directors for guidance and exchange of views both within and outside the formal environment of the Board and Board committees meetings.

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PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Guideline 3.1

Separate role of Chairman and CEO

The functions of the Chairman and the CEO are assumed by two separate individuals so as to ensure effective supervision and maintenance of an appropriate balance of power and authority. There is a clear demarcation between the roles of the Chairman and the CEO, which promotes increased accountability and a greater capacity of the Board for independent decision making.

The Chairman, Ms Wong Su-Yen, manages the business of the Board whilst the President & CEO, Mr Samuel Ang, and his management team translate the Board's decisions into executive action. The CEO has executive responsibilities for the Group's business and is accountable to the Board.

The Chairman and CEO are not related.

Guideline 3.2

Roles and Responsibilities of Chairman

Ms Wong Su-Yen is both an independent Director and Chairman of the Board. She is responsible for the overall leadership of the Board and engages the senior management regularly on pertinent issues. She approves the agendas for Board Meetings and promotes a culture of open and free discussion amongst the Directors. She also ensures that the Board receives timely and accurate information from Management, and provides valuable insight, guidance and advice on corporate governance systems and processes.

PRINCIPLE 4: BOARD MEMBERSHIP

Guideline 4.1

NC Membership and Terms of Reference

The NC comprises three members, a majority of whom, including the Chairman, are Independent Directors. The composition of the NC is as follows:

Ms Wong Su-Yen (Chairman)*
Mr Ashish Jaiprakash Shastri
Mr Tan Lye Huat*

* Independent Director

The principal functions of the NC are:

- (a) To identify candidates, review nominations for both appointment and reappointment of the Directors to the Board for its approval. For the appointment of new candidates to the Board, the proposed appointee's background, experience and other board memberships will be taken into account. The NC also reviews the Board's succession plans for the Directors;

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- (b) To review the Board structure, size and competencies including the composition of the Board generally and the balance between executive and non-executive Directors appointed to the Board, and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- (c) To review the independence of each Director annually;
- (d) To decide whether a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when the Director has multiple Board representations; and
- (e) To assess the effectiveness of the Board and contribution of each director to the effectiveness of the Board.

Guideline 4.2

NC Responsibilities

New Directors are at present appointed by way of Board resolution or Board meeting based on the evaluation and recommendation made by the NC. Before making a recommendation to the Board for approval, extensive searches are conducted and the NC ensures that the potential candidate possesses the necessary skills, knowledge, qualifications, working experience and other relevant factors that could facilitate the Board in making sound and well considered decisions. The incoming Director will also be required to undertake an assessment of independence.

Each member of the NC abstains from voting on any resolution and making any recommendation and/or participating in respect of matters in which he/she is interested.

In accordance with the Constitution of the Company, new Directors must submit themselves for re-election at the next Annual General Meeting of the Company and one third of the Directors (other than the CEO) must retire by rotation at each Annual General Meeting and they shall be available for re-election.

The NC has recommended the nomination of Directors retiring under Article 87 and Article 94 of Articles of the Constitution of the Company, namely Dr Lee Kwok Cheong and Mr Ashish Jaiprakash Shastry for re-election at the forthcoming Annual General Meeting.

Dr Lee Kwok Cheong and Mr Ashish Jaiprakash Shastry had duly abstained from making recommendations on their own nominations.

Guideline 4.3

Determining Directors' Independence

Each Director completes a checklist to confirm his/her independence on an annual basis. The NC has reviewed the independence of the Directors as mentioned under guidelines 2.3 and 2.4 above. The Board also recommends a maximum tenure for all Independent Directors of two consecutive terms of three years each.

Guideline 4.4

Multiple Board Representations

All Directors are required to declare their Board Representations. The NC has set guidelines on the maximum number of Board appointments in listed companies that Directors can hold to ensure that the Directors are able to commit their time to effectively

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discharge their responsibilities. The NC recommends that Independent Directors serve concurrently on no more than five listed company Boards, and that the Executive Director and Senior Management serve concurrently on no more than two listed company Boards besides the Company.

Guideline 4.5

Alternative Directors

There are currently no Alternative Directors on the Board.

Guideline 4.6

Process for the Selection and Appointment of New Directors

As mentioned in Guideline 2.5 above, the NC determines a suitable size and composition of the Board, and evaluates the balance of skills, knowledge and experience of members of the Board required to add value and facilitate effective decision-making, after taking into consideration the scope and nature of the operations of the Company. For the appointment of a new Director, a rigorous search process is undertaken by the NC which evaluates the academic and professional qualifications, knowledge and experience in relation to the business of the Group, independence status and other directorships of the candidate(s). Subsequently, the NC makes a recommendation to the Board for approval of the new Director.

Guideline 4.7

Key Information on Directors

Key information of each member of the Board including directorships and chairmanships in other listed companies, other major appointments, academic/professional qualifications, membership/chairmanship in the Company's Board committees, date of first appointment and last re-election, etc. can all be found under the Directors' Profile section on pages 10 and 11.

PRINCIPLE 5: BOARD PERFORMANCE

Guideline 5.1

Board Performance

The Company has implemented a formal process to assess the Board as a whole and its committees in its ability to discharge their responsibilities in providing stewardship, corporate governance and oversight of Management's performance.

For the year under review, Directors participated in the evaluation by providing feedback to the NC in the form of completing a Board Performance Evaluation form. To ensure confidentiality and frank assessment, the evaluation returns completed by Directors were submitted to the Company Secretary for collation and the consolidated responses were presented to the NC for review and discussion. The NC has reported to the Board on its review of the Board's performance for the year.

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Guideline 5.2

Performance Criteria for Board Evaluation

The Board Performance Evaluation form is circulated and completed by each member of the Board annually. This involves scoring and an invitation for feedback on a number of key areas, including:

- (a) Board composition and size;
- (b) Board access to timely and accurate information;
- (c) Board processes;
- (d) Internal controls and risk management;
- (e) Board accountability to the shareholders;
- (f) Performance of each Board Committee;
- (g) Board interaction with CEO/Senior Management; and
- (h) Board's standards of conduct

Guideline 5.3

Evaluation of Individual Directors

The performance of Individual Directors is also evaluated annually by the NC. A peer review process is carried out, assessing each Director's contribution to the Board on a number of key areas, including the individual Director's knowledge of the Group's business and operations, business acumen, knowledge of Corporate Governance and Committee work, contribution and engagement, communication and integrity, and any other special contributions made.

Following the foregoing assessment the Board is of the view that the Board and its Board Committees operate efficiently and that each director is contributing to the overall effectiveness of the Board.

PRINCIPLE 6: ACCESS TO INFORMATION

Guideline 6.1 and 6.2

Board's Access to information

Management places a high priority on providing timely and accurate information to the Board on an on-going basis, in order for the Directors to discharge their duties efficiently and effectively. Board members receive quarterly management reports pertaining to the operational and financial performance of the Company, including updates on the Company's financials, cash flow positions and forecasts, budget variance reports, order in-take, order backlog and sales pipelines. The Board will also be updated on industry trends and developments. Board members will receive all Board papers not less than five days in advance of the meeting to enable them to have sufficient time to fully consider and deliberate issues to be considered at the meetings.

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The Board has at all times separate and independent access to the Management and Company Secretary, and are entitled at all times to request for any additional information needed to make informed decisions. Similarly, key Management staff, the Company's auditors or external consultants are invited to attend Board and Board Committee meetings to update and provide independent professional advice on specific issues, where necessary.

Guideline 6.3

Board's Access to Company Secretary

Directors have separate and independent access to the Company Secretary through electronic mail, telephone and face-to-face meetings.

The role of the Company Secretary includes the responsibility for ensuring that Board procedures are followed and applicable rules and regulations are complied with. Further, the Company Secretary also assists in coordinating the flow of information within the Board and Board Committees as well as between the Management and the Board. She also assists the Chairman and the Board in implementing and strengthening corporate governance practices and processes.

Guideline 6.4

Appointment and Removal of Company Secretary

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

Guideline 6.5

Board's Access to Independent Professional Advice

Where required, procedures are also in place for the Board and individual Board Committees to seek independent professional advice, paid for by the Company.

REMUNERATION MATTERS

Matters concerning remuneration of the Board, senior executives and employees who are related to the controlling shareholders and/or Directors (if any) are handled by the RC whose primary functions include development of formal and transparent policies on remuneration matters in the Company.

PRINCIPLE 7: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Guideline 7.1

Remuneration Committee and Terms of Reference

The Remuneration Committee ("RC") comprises the following three Directors, all of whom are Non-Executive and the majority, including the Chairman, are independent:

Dr Lee Kwok Cheong (Chairman)*

Ms Wong Su-Yen*

Mr Tan Choon Hong

* Independent Director

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The RC is guided by its written Terms of Reference, which sets out its authority and duties. During the year, the RC held one meeting which was attended by all members.

The principal functions of the RC are:

- (a) To review and recommend to the Board a general framework for remuneration for the directors, CEO and senior management of the Company;
- (b) To recommend the remuneration of the Non-Executive Directors to the Board for approval at the Annual General Meeting;
- (c) To determine specific remuneration packages for each Executive Director, CEO, Senior Management and any relative of a Director and/or its 10% shareholders who is employed in a managerial position by the Company;
- (d) To review the Company's obligations arising in the event of termination of the Executive Directors, CEO and Senior Management's service contracts and to ensure that these service contracts contain fair and reasonable termination clauses which are not overly generous; and
- (e) To review the remuneration packages of employees related to Executive Directors, CEO and substantial or controlling shareholders of the Group and to ensure that the remuneration of such employees are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

Guideline 7.2

Remuneration Framework

To attract, retain and motivate Directors and employees, the RC establishes appropriate remuneration frameworks for the Directors and key management personnel of the Company. Such frameworks are reviewed periodically to ensure that they remain relevant.

During the year, the RC considered and approved the CEO's remuneration package which included salary, bonus and benefits-in-kind. In addition, the RC reviewed the performance of the key management personnel and considered the CEO's recommendation for bonus and remuneration proposal for the key management personnel.

The framework for Non-Executive Directors' fees on per annum basis (unless otherwise indicated) is as follows:

	Chairman	Member
	S\$	S\$
Board of Directors	60,000	30,000
Audit and Risk Management Committee	18,000	12,000
Nominating Committee	12,000	6,000
Remuneration Committee	12,000	6,000

No member of the RC was involved in deciding his or her own remuneration.

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Guideline 7.3

RC's Access to Advice on Remuneration Matters

The RC has access to the professional advice of external experts in the area of remuneration, where required.

Guideline 7.4

Service Contract

The Executive Director has an employment contract with the Company which can be terminated by either party giving notice of resignation/termination. His appointment is on a long term basis and no onerous removal clauses are contained in his letter of employment.

PRINCIPLE 8: LEVEL AND MIX OF REMUNERATION

Guideline 8.1

Remuneration of Executive Directors and Key Management Personnel

The Company's remuneration structure for its Executive Director and Key Management personnel comprises both fixed and variable components. The variable component is performance related and is linked to the Group/Company's performance as well as individual's performance. Such performance-related remuneration is designed to align with the interests of shareholders and promote long term success of the Group.

For the purpose of assessing the performance of the Executive Director and Key Management personnel, key performance indicators ("KPIs") are set out for each year.

Guideline 8.2

Long-term Incentive Scheme

To increase the Company's overall effectiveness in its continuing efforts to reward, retain and motivate employees whose contributions are essential to the well-being and prosperity of the Group, a long term incentive scheme ("LTI") has been implemented to promote an ownership mind set within the Group and provide further incentives to strive for long-term shareholder value. The LTI also serves as an additional motivational tool to recruit talented senior executives. Furthermore, the LTI will act as an enhancement to the Group's overall compensation packages, and will strengthen the Group's ability to attract and retain high performing talent.

Guideline 8.3

Remuneration of Non-Executive Directors

The Board concurred with the RC's proposal for Non-Executive Directors' fees for the financial year ended 31 December 2015. The RC and the Board are of the view that the remuneration of the Directors is appropriate and not excessive taking into account factors such as effort and time spent, and the increasingly onerous responsibilities of the Directors.

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Guideline 8.4

Contractual Provisions

The Company does not have any contractual provisions in the employment contracts for the Company to reclaim incentive components of remuneration from Executive Directors and Key Management personnel.

PRINCIPLE 9: DISCLOSURE ON REMUNERATION

Guideline 9.1

Remuneration Report

Details on the remuneration of Directors and Key Management personnel for the year under review are presented in the following table.

Guideline 9.2

Remuneration of Directors

The table below shows the breakdowns (in dollar terms) of the remuneration and fees of the Directors for the year ended 31 December 2015. Shareholders' approval will be sought at the Annual General Meeting ("AGM") for such payment to be made to the Directors.

Remuneration Bands/Name of Directors	Fees (S\$)	Salary ⁽¹⁾ (S\$)	Bonus ⁽¹⁾ (S\$)	Total (S\$)
S\$1,250,000 to S\$1,500,000 Remuneration paid to Executive Director Mr Ang Seong Kang Samuel ⁽¹⁾	–	631,000	764,706	1,395,706
Below S\$250,000 Fees paid to Independent and Non-Executive Directors				
Ms Wong Su-Yen	78,000	–	–	78,000
Dr Lee Kwok Cheong	54,000	–	–	54,000
Mr Ashish Jaiprakash Shastry	36,000	–	–	36,000
Mr Tan Choon Hong	48,000	–	–	48,000
Mr Tan Lye Huat	54,000	–	–	54,000

Note:

⁽¹⁾ Executive Director/CEO does not receive director's fee. His salary and bonus disclosed above include employer's CPF contributions.

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Guideline 9.3

Remuneration of Key Management Personnel

Top five highest paid key executives of the Company who received remuneration in the S\$250,000 and S\$500,000 band (in percentage terms) during the calendar year are as follows:

Remuneration Band/Name and Position of Key Management Personnel	Salary ⁽¹⁾ %	Bonus ⁽²⁾ %	Total %
Dato Ahmad Fauzan Hashim Managing Director, Malaysia	57	43	100
Mr Odd Kare Fossmo Managing Director, Norway Deputy Head, Wireless Infrastructure Networks	78	22	100
Ms Chiang Hock Chin Jessie Senior Vice President, Corporate Affairs & Staff	60	40	100
Mr Beck Tong Hong Vice President, Network Infrastructure	61	39	100
Mr Png Keng Geok Albert Vice President, Network Infrastructure, Singapore	50	50	100

Notes:

⁽¹⁾ Salary includes allowances and statutory contributions.

⁽²⁾ Bonus includes statutory contributions.

The Code recommends the full disclosure of the remuneration of the CEO to the nearest thousand dollars, and the disclosure of total remuneration of the top five highest paid Key Management personnel in aggregate. The information can be found in the Financial Statements of the Company/Group under item 31(b) Compensation of the Key Management personnel.

Guideline 9.4

Employee Related to Directors/CEO

There is no employee who is an immediate family member of a Director or the CEO, whose remuneration exceeded S\$50,000 during the year.

Guideline 9.5

Performance Share Plan

The LTI, approved at an extraordinary general meeting held on 29 April 2014, was put in place to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees. No shares were issued in FY2015.

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Guideline 9.6

Link between Remuneration and Performance

In determining the remuneration of the Executive Director and Key Management personnel, the RC reviewed their respective KPIs achievement and assessed their performance for the year.

ACCOUNTABILITY AND AUDIT

The Board recognises the importance of providing accurate and relevant information on a timely basis. In this respect, the ARMC reviews all financial statements and recommends them to the Board for approval. In addition, the ARMC ensures that the Company maintains a sound system of internal controls to safeguard the shareholders' investments and the Group's assets as well as to manage potential risks.

The Board is accountable to the shareholders and is committed to ensure compliance with the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Directors have each signed the respective undertaking in the form set out in Appendix 7.7 of Listing Rules to undertake to use their best endeavours to comply with the SGX-ST Listing Rules and to procure that the Company shall so comply. A similar undertaking has been executed by the Senior Vice President for Corporate Affairs & Staff, Senior Vice President for Contracts & Corporate Secretariat, and the Financial Controller in their capacity as Executive Officers.

PRINCIPLE 10: PRESENTATION OF A BALANCED AND UNDERSTANDABLE ASSESSMENT OF THE COMPANY'S PERFORMANCE, POSITION AND PROSPECTS

Guideline 10.1

Accountability for Accurate Information

In discharging its responsibility, the Board ensures that the Group's financial results provide shareholders with a balanced and understandable assessment of the Group's performance, position and prospects and that the results are released in a timely manner.

The Company has adopted quarterly results reporting. News releases and quarterly results announcements are published through SGXNET. Results for the first three quarters are released within 45 days from the end of the quarter, and full-year results within 60 days from the financial year end. For the full financial year under review, the Board will provide shareholders reassurance that in their opinion, the financial statements presented a true and fair view of the state of affairs of the Group and of the Company. For interim financial statements, the Board provides negative assurance confirmations to shareholders on the same in compliance with the SGX-ST Listing Rules.

Guideline 10.2

Compliance with Legislative and Regulatory Requirements

The Board works closely with professionals to ensure compliance with legislative and regulatory requirements, including requirements under the listing rules of the SGX-ST.

Guideline 10.3 Management Accounts

The Management updates the Board on the Group's business activities and financial performance through quarterly reports. Such reports compare the Group's actual performance against the approved budget and results of the previous year and where

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appropriate, against forecast. They also highlight key business indicators and major issues that are relevant to the Group's performance from time to time, in order for the Board to make balanced and informed assessments of the Group's performance, position and prospects.

PRINCIPLE 11: RISK MANAGEMENT AND INTERNAL CONTROLS

Guideline 11.1

Risk Management and Internal Controls System

The Board recognises the importance of maintaining sound systems of risk management and internal controls to safeguard shareholders' interests and the Group's assets. The AC was re-designated as the ARMC to reflect its additional risk management functions. The ARMC oversees and ensures that such system have been appropriately implemented and monitored.

A summary of the Company's risk management and internal controls system is appended below.

Risk Management

The Group adopts a comprehensive and systematic approach towards Enterprise Risk Management ("ERM") to help identify, measure, prioritise and respond to the risks challenging its objectives, initiatives, and day-to-day operating activities.

As part of ERM, the Group has conducted on an annual basis a Risk Assessment exercise where a total of ten key risks have been identified and classified under two categories, namely Financial risk and Operational risk. In addition, the Group evaluates its risk exposure by adopting a Four-by-Four Matrix Model where risks are assigned risk exposure ratings based on the likelihood and consequences of each risk identified.

The Group recognises risk management as a collective effort beginning with the individual subsidiaries and business units, followed by the operating segments and ultimately the Management and the Board, working as a team.

Internal Controls

An internal control system has been implemented to enhance the Group's internal control function in areas such as finance, operations, compliance and information technology. The internal control measures aim to ensure that the Group's assets are safeguarded, proper accounting records are maintained, and that financial information used within the business and for publication is reliable.

Guideline 11.2

Adequacy and Effectiveness of Risk Management and Internal Control Systems

ERM has become an essential part of the Group's business planning and monitoring process, and has been incorporated into its business cycle. On an annual basis, the Group engages the professional firm Foo Kon Tan Advisory Services Pte Ltd ("FKTAS") to evaluate and report to the Board on the Group's risk profile, evaluation results and counter-measures to mitigate or transfer identified potential risks.

During the year, the ARMC also reviewed reports submitted by the internal auditors relating to the effectiveness of the Group's internal controls, including the adequacy of the Group's financial, operational, compliance and information technology controls.

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Guideline 11.3

Board's Comment on Adequacy and Effectiveness of Internal Controls

The Board is satisfied that the Company worked closely with the internal and external auditors to implement the recommended measures and procedures, and strived to achieve high standards in risk management and internal controls.

Based on the framework of risk management controls and internal controls established and maintained in the Company, the work performed by the internal auditors and the review undertaken by the external auditors as part of their statutory audit, the assurance from the CEO and Financial Controller and reviews performed by Management and the various Board Committees, the Board, with the concurrence of the ARMC, is of the opinion that

- (a) the financial records have been properly maintained and nothing has come to the Board's attention which may render the financial statements to be false or misleading in any material aspect; and
- (b) the Group's risk management and internal control systems are adequate and effective to address the risks relating to financial, operational, compliance and information technology controls which the Group considers relevant and material to its operations.

The Board notes that the system of internal controls provides reasonable but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

Guideline 11.4

Risk Committee

The responsibility of overseeing the Company's risk management framework and policies is undertaken by the ARMC with the assistance of the internal auditors. Having considered the Company's business operations as well as its existing internal control and risk management systems, the Board is of the view that a separate risk committee is not required for the time being.

PRINCIPLE 12: ESTABLISHMENT OF AUDIT COMMITTEE WITH WRITTEN TERMS OF REFERENCE

Guideline 12.1

ARMC Membership

The ARMC comprises the following three Directors, all of whom are Non-Executive and the majority, including the Chairman, are independent:

Mr Tan Lye Huat, Chairman	(Independent and Non-Executive)
Dr Lee Kwok Cheong	(Independent and Non-Executive)
Mr Tan Choon Hong	(Non-Independent and Non-Executive)

During the year, the ARMC held four scheduled meetings, which all members attended.

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Guideline 12.2

Expertise of ARMC Members

The ARMC members bring with them invaluable professional expertise in the accounting and financial management domains. The Board has ensured that all the ARMC members are appropriately qualified to discharge their responsibilities.

Guidelines 12.3 and 12.4

Roles, Responsibilities and Authorities of ARMC

The ARMC is guided by its Terms of Reference which stipulate that its principal functions include, inter alia, reviewing the annual audit plans (internal and external), the system of internal controls and management of financial risks, the effectiveness and adequacy of the internal audit function which is outsourced to a professional services firm, regulatory compliance matters, the risk management framework, recommendation on the appointment/re-appointment/removal of external auditors and their remuneration.

The key functions of the ARMC are:

- (a) Review the adequacy and effectiveness of financial, operational, compliance controls and risk management;
- (b) To consider the appointment and re-appointment of the external auditors, audit fee and matters relating to the removal of the auditors;
- (c) To review the audit plans and reports of the internal and external auditors and consider the effectiveness of the actions taken by Management on the auditors' recommendations, review and evaluate the Group's internal accounting controls system;
- (d) To review the quarterly and annual financial statements for recommendation to the Board for approval, focusing in particular, on:
 - (i) Significant financial reporting issues and judgments
 - (ii) Changes in accounting policies and practices
 - (iii) Major risk areas
 - (iv) Significant adjustments resulting from the audit
 - (v) Going Concern statement
 - (vi) Compliance with accounting standards
 - (vii) Compliance with statutory and regulatory requirements
- (e) To review any suspected fraud or irregularity, or suspected infringement of any law, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position;

CORPORATE GOVERNANCE REPORT

- (f) To review Interested Party Transactions;
- (g) To review the scope and results of the internal audit procedures; and
- (h) To review the assistance given by the Management to the auditors.

On a quarterly basis, the ARMC reviews the Interested Person Transactions and the financial results announcements of the Company before their submission to the Board for approval.

The ARMC has explicit authority to investigate any matter within its Terms of Reference. It has full access to, and has had the full co-operation of the Management and staff. It also has full discretion to invite any Director or any member of the Management to attend its meetings.

Guideline 12.5

Meeting with External and Internal Auditors

During the year, the Company's internal and external auditors were invited to attend the ARMC meetings and make presentations as appropriate. They also met separately with the ARMC without the presence of Management.

Guideline 12.6

Independence of External Auditors

The ARMC has reviewed the non-audit services provided by the external auditors as part of the ARMC's assessment of the external auditors' independence. A breakdown of the fees paid to the external auditors for audit and non-audit services can be found in the Notes to the Financial Statements in this Annual Report. The ARMC is of the view that the non-audit services (namely as Tax returns compliance service and agreed-upon procedures) provided by the external auditors in 2015 did not prejudice their objectivity and independence.

The Company has complied with Rule 712 and 716 of the Listing Manual issued by the SGX-ST in the appointment of its auditors.

Guideline 12.7

Whistle-blowing Policy

To encourage proper work ethics and eradicate any internal improprieties, unethical acts, malpractices, fraudulent acts, corruption and/or criminal activities in the Group, the Company has implemented a Whistle-blowing Policy. The policy provides mechanism by which concerns about plausible improprieties in matters of financial reporting, etc, may be raised. A Whistle-blowing Committee ("WBC") had been established for this purpose. In addition, e-mail addresses are provided for the whistle-blowers to contact the WBC and the ARMC directly.

The Company's Whistle-blowing Policy allows not just employees but also external parties to raise concerns and offer reassurance that they will be protected from reprisals or victimisation for whistle-blowing in good faith.

Assisted by the WBC, the ARMC addresses issues/concerns raised and arranges for investigation and/or follow-up of appropriate action. The ARMC reports to the Board any issues/concerns received by it and the WBC, at the ensuing Board meeting. Should the ARMC or WBC receive reports relating to serious offences, and/or criminal activities in the Group, they and the Board have access to the appropriate external advice where necessary. Where appropriate or required, a report shall be made to the relevant governmental authorities for further investigation/action.

CORPORATE GOVERNANCE REPORT

Whistle-blowing Committee ("WBC")

The WBC consists of:

- CEO
- Senior Vice President for Corporate Affairs & Staff
- Financial Controller

The WBC is empowered to:

- look into all issues/concerns relating to the Group (except for those directed specifically to or affecting any member of the WBC which are dealt with by the ARMC);
- make the necessary reports and recommendations to the ARMC or the Board for their review and further action, if deemed required by them; and
- access the appropriate external advice where necessary and, where appropriate or required, report to the relevant governmental authorities for further investigation/action.

The Group takes concerns with the integrity and honesty of its employees very seriously. A copy of the Whistle-blowing Policy has been disseminated to all staff to encourage the report of any behavior or action that anyone reasonably believes might be suspicious, against any rules/regulations/accounting standards as well as internal policies. Whistle-blowers can also email to the ARMC directly and in confidence.

Guideline 12.8

ARMC to Keep Abreast of Changes to Accounting Standards

In addition to the activities undertaken to fulfil its responsibilities, the ARMC is kept up to date by the Management, external and internal auditors on changes to accounting standards, SGX-ST rules and other codes and regulations which can have an impact on the Group's business and financial statements.

Guideline 12.9

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

No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the ARMC.

PRINCIPLE 13: INDEPENDENT INTERNAL AUDIT FUNCTION

Guidelines 13.1 & 13.2

Internal Auditors

The ARMC's responsibilities over the Group's internal controls and risk management are complemented by the work of the internal auditors ("IA").

CORPORATE GOVERNANCE REPORT

The Company has outsourced its internal audit function to FKTAS. The Board has approved the recommendation of the ARMC to re-engage FKTAS as IA of the Company. The IA has unrestricted access to all the Company's documents, records, properties and personnel, including access to the ARMC. The IA's primary line of reporting is to the Chairman of the ARMC.

Guidelines 13.3 & 13.4

Internal Audit Function

The Company's internal audit function is independent of the activities it audits. The IA, FKTAS, is a corporate member of the Institute of Internal Auditors Singapore and staffed with professionals with relevant qualifications and experience. The internal audit is performed in accordance with the International Standards for the Professional Practice of Internal Auditing (IIA Standards) issued by the Institute of Internal Auditors.

The ARMC is satisfied that the Company's internal audit function is adequately resourced to perform the job for the Group.

Guideline 13.5

Adequacy and Effectiveness of Internal Audit Function

The ARMC reviews the adequacy of the internal audit function to ensure that internal audits are conducted effectively and that Management provides the necessary co-operation to enable the IA to perform its function. The ARMC also reviews the IA's reports and remedial actions implemented by Management to address any internal control inadequacies identified.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

The Company believes in treating all shareholders fairly and equitably by recognising, protecting and facilitating the exercise of shareholders' rights and continually reviewing and updating such governance arrangements. In addition, the Company embraces effective as well as fair communication with its shareholders and encourages shareholders to participate at general meeting(s).

PRINCIPLE 14: SHAREHOLDER RIGHTS

Guideline 14.1

Sufficient Information to Shareholders

The Company believes in providing sufficient and regular information to its shareholders. In this respect, the Board adopts a comprehensive policy to provide clear, timely and fair disclosure of information about the Company's business developments and financial performance that may have a material impact on the price or value of its shares.

Guideline 14.2

Providing Opportunity for Shareholders to Participate and Vote at General Meetings

Shareholders are informed of general meetings through notices published in the newspaper and the Company's announcements via SGXNET and the reports/circulars sent to all shareholders. All resolutions tabled at general meetings are put to vote by poll voting.

CORPORATE GOVERNANCE REPORT

Guideline 14.3

Proxies for Nominee Companies

The Constitution of the Company allows all shareholders (who are not relevant intermediaries as set out in the Companies Act) to appoint up to two proxies to attend general meetings and vote on their behalf. The Companies Act allows relevant intermediaries such as the Central Provident Fund (CPF) agent bank nominees to appoint multiple proxies, and empower CPF investors to attend and vote at general meetings of the Company as their CPF agent banks' proxies.

The Company will amend its Constitution to allow no limit to be imposed on nominee companies in accordance with the Companies Amendment Act.

PRINCIPLE 15: COMMUNICATION WITH SHAREHOLDERS

Guideline 15.1

Communication with Shareholders

In line with the continuous disclosure obligations under the listing rules of the SGX-ST and the Singapore Companies Act, Chapter 50, the Board informs shareholders promptly of all major developments that may have material impact on the Group.

The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests. Material information on the Group is being released to the public through the Company's announcements via the SGXNET.

Guideline 15.2

Timely Information to Shareholders

The Company communicates with its shareholders and the investment community through the timely release of announcements to the SGX-ST via SGXNET. Financial results of the Group are released within 45 days from the end of each quarter and within 60 days from the financial year end. In addition, Annual Reports are distributed to shareholders at least 14 days before each AGM.

Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings. The Company provides regular briefings to analysts on its quarterly and full year results.

Guideline 15.3

Regular Dialogue with Shareholders

General Meetings have been and are still the principal forum for dialogue with shareholders. The Company also communicates with its shareholders, both institutional and retail, on a regular basis. Annual Reports and Notices of Annual General Meetings are forwarded to all shareholders of the Company. Notices of Annual General Meetings are also advertised in the newspaper. All Directors, including chairpersons of the ARMC, NC and RC are encouraged to be present at the Annual General Meeting. At the Annual General Meeting, shareholders are given the opportunity to engage the Board and Management on the Group's business activities, financial performance and other business-related matters. To further enhance its communication with investors, the Company maintains a corporate website which includes a dedicated Investor Relations section. (<http://www.nera.net/>)

CORPORATE GOVERNANCE REPORT

The Company's website also contains the latest and past annual reports, quarterly results and results' presentation slides as presented to analysts. The Company's Investor Relations contact is also reflected on the website, to enable shareholders to contact the Company, if required.

Guideline 15.4

Soliciting and Understanding Views of Shareholders

To promote a better understanding of shareholders' views, the Board actively encourages shareholders to participate during the Company's General Meetings. These meetings provide excellent opportunities for the Company to obtain shareholders' views on value creation.

All resolutions at AGMs are put to vote by electronic poll to allow greater transparency and more equitable participation by shareholders. An independent scrutineer, RHT Corporate Advisory Pte Ltd, was appointed by the Company to ensure the satisfactory procedure of the electronic polling process and to direct and supervise the counting of votes during the last Annual General Meeting held in 2015.

PRINCIPLE 16: CONDUCT OF SHAREHOLDER MEETINGS

Guideline 16.1

Effective Shareholders' Participation

To facilitate shareholders' effective participation at General Meetings, the Company holds its General Meetings at a location which is considered convenient and accessible to shareholders.

Guideline 16.2

Separate Resolutions at General Meetings

The Board ensures that separate resolutions are proposed for approval on each distinct issue at General Meetings. Shareholders can vote either in person or through proxies.

Guideline 16.3

Attendees at General Meetings

The Chairman of the Board and its committees attend all General Meetings to address issues raised by shareholders. The Company's external auditors are also present to address any relevant queries from shareholders.

Guideline 16.4

Minutes of General Meetings

The minutes of General Meetings, are available to shareholders upon written request.

CORPORATE GOVERNANCE REPORT

OTHER CORPORATE GOVERNANCE MATTERS

The Company has in place internal codes of conduct and practices for its Board members and employees on securities transactions while in possession of price-sensitive information and their conduct of business activities.

Dealings in Securities – listing Manual Rule 1207(19)

The Company has adopted a policy on securities dealing by Directors and officers of the Company and its subsidiaries (comprising Directors and Key Personnel) in the form of a Code of Best Practices on Security Dealings (the “Code”) to govern and regulate transactions relating to securities in the Company. The Code is based on the best practices on dealings in securities issued by SGX-ST and has been circulated to all relevant parties.

The Company issues circulars informing them that they, while in possession of price-sensitive information, must not trade in the listed securities of the Company one month before the announcement of the Company’s full year results or two weeks before quarterly results and ending on the date of the announcement of such results. They are also informed not to deal in the Company’s securities on short-term considerations.

The Directors are required to notify the Company of any dealings in the Company’s securities (during the open window period) within two (2) business days of the transactions. The Board is satisfied with the Group’s commitment in compliance with the Code.

Material Contracts

Pursuant to Rule 1207.8 of the Listing Manual issued by SGX-ST, no material contract had been entered to by the Company or its subsidiaries involving the interests of the CEO, each Director or Controlling Shareholder.

Interested Party Transactions

The Company has established procedures to ensure that all transactions with interested persons are reported to the ARMC and the transactions are carried out at arm’s length and under normal commercial terms. There are no interested person transactions for the financial year ended 31 December 2015.

CODE OF CONDUCT AND PRACTICES

The Group recognises the importance of integrity, professionalism on the conduct of its business activities. Employees are expected to embrace, practice and adopt these values while performing their duties and always to act in the best interest of the Group and avoid situations that may create conflicts of interest.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Nera Telecommunications Ltd (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2015.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the balance sheets and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2015 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (b) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Wong Su-Yen	(Chairman)
Ang Seong Kang Samuel	(President and Chief Executive Officer)
Tan Lye Huat	
Lee Kwok Cheong	
Ashish Jaiprakash Shastry	
Tan Choon Hong	

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under section 164 of the Singapore Companies Act, Cap. 50, an interest in shares and share options of the Company and related corporations as stated below:

Name of directors	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Ordinary shares of The Company				
Ang Seong Kang Samuel	–	–	25,000*	25,000*
Ashish Jaiprakash Shastry	–	–	193,173,439**	193,173,439**

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

Name of directors	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Ordinary shares of the immediate holding company				
Ashish Jaiprakash Shastry	–	–	11***	11***
Ordinary shares of the ultimate holding company				
Ashish Jaiprakash Shastry	1	1	–	–

* Shares are held by the spouse of Ang Seong Kang Samuel.

** Shares are held through the immediate holding company where Ashish Jaiprakash Shastry has 100% interest.

*** Shares are held through the ultimate holding company where Ashish Jaiprakash Shastry has 100% interest.

Name of directors	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Subsidiaries				
Nera Payment Solutions Pte Ltd				
Ordinary shares of SGD 1 each				
Ashish Jaiprakash Shastry	–	–	2	2
Nera Networks (S) Pte Ltd				
Ordinary shares of SGD 1 each				
Ashish Jaiprakash Shastry	–	–	1,000,000	1,000,000
Nera (Thailand) Ltd				
Ordinary shares of BHT 100				
Ashish Jaiprakash Shastry	–	–	102,900	102,900
Nera Telecommunications (Australia) Pty Ltd				
Ordinary shares of AUD 1 each				
Ashish Jaiprakash Shastry	–	–	500,000	500,000
Nera (Malaysia) Sdn Bhd				
Ordinary shares of RM 1 each				
Ashish Jaiprakash Shastry	–	–	100,000	100,000
Nera Infocom (M) Sdn Bhd				
Ordinary shares of RM 1 each				
Ang Seong Kang Samuel	1****	1****	–	–
Ashish Jaiprakash Shastry	–	–	500,000	500,000

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

Name of directors	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Nera (Philippines) Inc.				
Ordinary shares of Peso 100 each				
Ang Seong Kang Samuel	1****	1****	–	–
Ashish Jaiprakash Shastry	–	–	252,500	252,500
P.T. Nera Indonesia				
Ordinary shares of US\$2,000 each				
Ang Seong Kang Samuel	1****	1****	–	–
Ashish Jaiprakash Shastry	–	–	100	100
Nera Telecommunications (Taiwan) Co., Ltd				
Ordinary shares of NT\$10 each				
Ang Seong Kang Samuel	1****	1****	–	–
Ashish Jaiprakash Shastry	–	–	1,000,000	1,000,000
Nera Telecommunications (India) Pvt Ltd				
Ordinary shares of 10 Rupees each				
Ang Seong Kang Samuel	5,000****	5,000****	–	–
Ashish Jaiprakash Shastry	–	–	1,500,000	1,500,000
Nera Telecommunications (Myanmar) Co Ltd				
Ordinary shares of US\$100 each				
Ang Seong Kang Samuel	1****	1****	–	–
Ashish Jaiprakash Shastry	–	–	499	999
Nera Telecommunications (Vietnam) Co Ltd				
Ashish Jaiprakash Shastry	–	–	US\$50,000	US\$50,000
Nera Telecommunications (Pakistan) (Private) Limited				
Ordinary shares of 100 Pakistan Rupees each				
Ang Seong Kang Samuel	1****	1****	–	–
Nera Solutions Philippines Inc				
Ordinary shares of Peso 1 each				
Ang Seong Kang Samuel	–	1****	–	–

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONTINUED)

Name of directors	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
PT Nera Payment Solutions				
Ordinary shares of US\$100 each				
Ang Seong Kang Samuel	–	25****	–	–

**** Shares are held in trust for the Company.

Ang Seong Kang Samuel has a minority stake in Canopus Asia Systems, L.P., the sole shareholder of the immediate holding company, Asia Systems Ltd.

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and on 21 January 2016.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options or debentures of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year or on 21 January 2016.

DIRECTORS' CONTRACTUAL BENEFITS

Except as disclosed in the financial statements, since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

SHARE PLAN

At an Extraordinary General Meeting held on 29 April 2014, shareholders approved the Nera Telecommunications Performance Share Plan 2014 ("NeraTel PSP 2014") for the granting of fully-paid ordinary shares of the Company or their equivalent cash value or combinations thereof, upon the satisfaction of certain prescribed performance condition(s), to eligible directors and other employees.

The NeraTel PSP 2014 is administered by the Remuneration Committee (the "Committee") comprising three directors, Wong Su-Yen, Lee Kwok Cheong and Tan Choon Hong.

Since the commencement of the NeraTel PSP 2014 till the end of the financial year:

- No shares have been granted to the controlling shareholders of the Company and their associates
- No participant has received 5% or more of the total shares available under the plan
- No shares have been granted to directors and employees of the holding company and its subsidiaries
- No shares that entitle the holder to participate, by virtue of the plan, in any share issue of any other corporation have been granted
- No shares have been granted at a discount

DIRECTORS' STATEMENT

SHARE PLAN (CONTINUED)

There were no shares granted under the NeraTel PSP 2014 during the financial year.

AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee ("ARMC") carried out its functions in accordance with section 201B(5) of the Singapore Companies Act, Cap. 50, including the following:

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

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

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

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

DIRECTORS' STATEMENT

AUDITOR

Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the board of directors,



Wong Su-Yen
Director



Ang Seong Kang Samuel
Director

Singapore
28 March 2016

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NERA TELECOMMUNICATIONS LTD

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Nera Telecommunications Ltd (the "Company") and its subsidiaries (collectively, the "Group") set out on pages 51 to 117, which comprise the balance sheets of the Group and the Company as at 31 December 2015, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2015 and of the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

BALANCE SHEETS

AS AT 31 DECEMBER 2015

	Note	Group		Company	
		2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Non-current assets					
Property, plant and equipment	4	14,156	16,449	1,391	5,673
Intangible asset	5	967	1,031	967	1,031
Investment in subsidiaries	6	–	–	4,801	4,822
Deferred tax assets	24	1,546	1,172	–	–
		<u>16,669</u>	<u>18,652</u>	<u>7,159</u>	<u>11,526</u>
Current assets					
Stocks	7	7,601	3,865	1	2,134
Contract work-in-progress	8	27,183	25,587	10,823	12,513
Trade receivables	9	72,578	69,882	12,500	19,963
Other receivables, deposits and prepayments	10	4,073	3,530	883	415
Amounts due from subsidiaries					
– trade	11	–	–	31,567	21,888
– non-trade	11	–	–	5,659	3,378
Fixed deposits	27	219	4,111	–	4,000
Cash and bank balances	27	20,801	20,773	6,322	9,879
		<u>132,455</u>	<u>127,748</u>	<u>67,755</u>	<u>74,170</u>
Current liabilities					
Trade payables	12	52,810	53,008	14,500	23,043
Other payables and accruals	13	17,793	19,958	7,310	10,554
Amount due to subsidiary (non-trade)	11	–	–	96	329
Short term borrowings	15	3,509	–	2,500	–
Provision for taxation		1,963	1,832	1,779	1,478
Provision for warranty	14	2,481	4,587	656	2,219
		<u>78,556</u>	<u>79,385</u>	<u>26,841</u>	<u>37,623</u>
Net current assets		<u>53,899</u>	<u>48,363</u>	<u>40,914</u>	<u>36,547</u>
Non-current liabilities					
Deferred tax liabilities	24	729	422	116	422
Borrowings	15	12,802	4,702	12,802	4,702
Defined benefit obligation	36	1,011	943	–	–
		<u>14,542</u>	<u>6,067</u>	<u>12,918</u>	<u>5,124</u>
Net assets		<u>56,026</u>	<u>60,948</u>	<u>35,155</u>	<u>42,949</u>
Equity attributable to equity holders of the Company					
Share capital	16	29,909	29,909	29,909	29,909
Revenue reserve		32,132	35,016	5,246	13,040
Translation reserve	17	(6,018)	(3,977)	–	–
Other reserve		3	–	–	–
		<u>56,026</u>	<u>60,948</u>	<u>35,155</u>	<u>42,949</u>

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Note	2015 \$'000	2014 \$'000
Turnover	18	181,513	182,399
Cost of sales		(121,995)	(122,020)
Gross profit		59,518	60,379
Other operating income	19	596	823
Distribution and selling expenses		(30,170)	(28,925)
Administrative expenses		(11,799)	(11,603)
Other operating expenses		(637)	(191)
Profit from operating activities	20	17,508	20,483
Financial income	22	40	108
Financial expenses	23	(709)	(364)
Profit before tax		16,839	20,227
Tax	24	(3,438)	(4,000)
Profit for the year attributable to shareholders		13,401	16,227
Other comprehensive income:			
Item that may be reclassified subsequently to profit or loss			
Foreign currency translation of financial statements of foreign operations		(2,041)	262
Re-measurement of defined benefit obligation		3	–
		(2,038)	262
Total comprehensive income for the year		11,363	16,489
Earnings per share (cents per share)			
Basic	25	3.70	4.48
Diluted	25	3.70	4.48

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Attributable to equity holders of the Company				
	Share capital (Note 16)	Revenue reserve	Translation reserve (Note 17)	Other reserve	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000
Group					
At 1 January 2015	29,909	35,016	(3,977)	–	60,948
Profit for the year	–	13,401	–	–	13,401
Other comprehensive income for the year	–	–	(2,041)	3	(2,038)
Total comprehensive income for the year	–	13,401	(2,041)	3	11,363
<u>Contributions by and distributions to owners</u>					
Dividends (Note 26)	–	(16,285)	–	–	(16,285)
Total contributions by and distributions to owners	–	(16,285)	–	–	(16,285)
At 31 December 2015	29,909	32,132	(6,018)	3	56,026
At 1 January 2014	29,909	40,503	(4,239)	–	66,173
Profit for the year	–	16,227	–	–	16,227
Other comprehensive income for the year	–	–	262	–	262
Total comprehensive income for the year	–	16,227	262	–	16,489
<u>Contributions by and distributions to owners</u>					
Dividends (Note 26)	–	(21,714)	–	–	(21,714)
Total contributions by and distributions to owners	–	(21,714)	–	–	(21,714)
At 31 December 2014	29,909	35,016	(3,977)	–	60,948
Company					
At 1 January 2015	29,909	13,040	–	–	42,949
Profit for the year	–	8,491	–	–	8,491
Total comprehensive income for the year	–	8,491	–	–	8,491
<u>Contributions by and distributions to owners</u>					
Dividends (Note 26)	–	(16,285)	–	–	(16,285)
Total contributions by and distributions to owners	–	(16,285)	–	–	(16,285)
At 31 December 2015	29,909	5,246	–	–	35,155
At 1 January 2014	29,909	21,947	–	–	51,856
Profit for the year	–	12,807	–	–	12,807
Total comprehensive income for the year	–	12,807	–	–	12,807
<u>Contributions by and distributions to owners</u>					
Dividends (Note 26)	–	(21,714)	–	–	(21,714)
Total contributions by and distributions to owners	–	(21,714)	–	–	(21,714)
At 31 December 2014	29,909	13,040	–	–	42,949

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

CONSOLIDATED CASH FLOW STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

	Note	2015 \$'000	2014 \$'000
Cash flows from operating activities			
Profit before tax		16,839	20,227
Adjustments for:			
Amortisation of intangible assets	5	64	107
Depreciation of property, plant and equipment	4	6,374	5,365
Interest expense	23	374	42
Interest income	22	(40)	(108)
Net loss/(gain) on disposal/write-off of property, plant and equipment		61	(1)
Net allowance for stock obsolescence	7	422	278
Net allowance/(writeback) for doubtful trade debts	9	334	(139)
Net writeback of provision for warranty	14	(1,419)	(725)
Pension cost	36	141	227
Operating profit before working capital changes		23,150	25,273
(Increase)/decrease in:			
Stocks		(4,158)	(1,043)
Contract work-in-progress		(1,596)	(1,609)
Trade receivables		(3,030)	(17,814)
Finance lease receivable		–	148
Other receivables, deposits and prepayments		(543)	(539)
(Decrease)/increase in:			
Trade payables		(198)	8,998
Other payables and accruals		(2,261)	1,551
Provision for warranty		(687)	(222)
Effect of exchange rates changes		(1,133)	(231)
Cash generated from operations		9,544	14,512
Income tax paid		(3,468)	(4,713)
Interest paid		(321)	(20)
Benefit paid out of pension fund	36	(32)	–
Net cash flows from operating activities		5,723	9,779
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment		126	45
Purchase of property, plant and equipment	4	(4,835)	(7,411)
Interest received		40	108
Increase in deposits pledged		(115)	(106)
Net cash flows used in investing activities		(4,784)	(7,364)
Cash flows from financing activities			
Dividends paid to shareholders of the Company	26	(16,285)	(21,714)
Proceeds from bank loans		13,041	4,702
Repayment of bank loans		(1,432)	–
Net cash flows used in financing activities		(4,676)	(17,012)
Net decrease in cash and cash equivalents		(3,737)	(14,597)
Effect of exchange rates changes on cash and bank balances		(242)	105
Cash and cash equivalents at beginning of year		24,749	39,241
Cash and cash equivalents at end of year	27	20,770	24,749

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST). The ultimate holding company is PGA Partners Ltd, acting solely in its capacity as general partner of Canopus Asia Systems, L.P.. The immediate holding company is Asia Systems Ltd, a wholly-owned subsidiary of Canopus Asia Systems, L.P.. Asia Systems Ltd, PGA Partners Ltd and Canopus Asia Systems, L.P. are domiciled in Cayman Islands.

The registered office and principal place of business of the Company is 109 Defu Lane 10, Singapore 539225.

The principal activities of the Company are to engage in the sale, distribution, design, engineering, servicing, installation and maintenance of telecommunication systems and products in transmission networks and satellite communications and information technology networks. The principal activities of the subsidiaries are shown in Note 6 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 *Basis of preparation*

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

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

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

2.2 *Changes in accounting policies*

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 *Standards issued but not yet effective*

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

Description	Effective for annual periods beginning on or after
Amendments to FRS 1 <i>Disclosure Initiative</i>	1 January 2016
Amendments to FRS 27 <i>Equity Method in Separate Financial Statements</i>	1 January 2016
Amendments to FRS 16 and FRS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>	1 January 2016
Amendments to FRS 111 <i>Accounting for Acquisition of Interests in Joint Operations</i>	1 January 2016
Amendments to FRS 110 and FRS 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	1 January 2016
Improvements to FRSs (November 2015)	
(a) Amendments to FRS 105 <i>Non-current Assets Held for Sale and Discontinued Operations</i>	1 January 2016
(b) Amendments to FRS 107 <i>Financial Instruments: Disclosures</i>	1 January 2016
(c) Amendment to FRS 19 <i>Employee Benefits</i>	1 January 2016
(d) Amendment to FRS 34 <i>Interim Financial Reporting</i>	1 January 2016
FRS 115 <i>Revenue from Contracts with Customers</i>	1 January 2018
FRS 109 <i>Financial Instruments</i>	1 January 2018

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

FRS 115 *Revenue from Contracts with Customers*

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 *Standards issued but not yet effective* (Continued)

FRS 109 Financial Instruments

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

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

2.4 *Basis of consolidation*

(a) *Basis of consolidation*

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 *Basis of consolidation* (Continued)

(a) *Basis of consolidation* (Continued)

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

(b) *Business combinations and goodwill*

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

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 *Foreign currency*

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

(a) *Transactions and balances*

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

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

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the balance sheet date and their profit or loss are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are taken directly to other comprehensive income. On disposal of a foreign subsidiary, the deferred cumulative amount recognised in other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

2.6 *Subsidiaries*

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 *Related parties/related companies*

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and Company if that person:
 - (i) Has control or joint control over the Company;
 - (ii) Has significant influence over the Company; or
 - (iii) Is a member of the key management personnel of the Group or Company or of a parent of the Company.
- (b) An entity is related to the Group and the Company if any of the following conditions applies:
 - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.8 *Property, plant and equipment*

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

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 *Property, plant and equipment* (Continued)

Freehold land and buildings are measured at fair value less accumulated depreciation on buildings and impairment losses are recognized after the date of the revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the freehold and buildings at the end of the reporting period.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation of property, plant and equipment begins when it is available for use and is computed on a straight-line basis over the estimated useful life of the asset as follows:

Leasehold land and building	–	18 years
Leasehold improvements	–	10 years
Plant and other equipment	–	5 to 7 years
Furniture and fittings	–	5 to 10 years
Motor vehicles	–	5 years
Equipment held for leasing	–	2 to 5 years

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

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

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

2.9 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 *Intangible assets* (Continued)

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

(a) *Brand name*

Nera brand name which was acquired, was capitalised and amortised on a straight-line basis over a useful life of 20 years. The brand name is tested for impairment whenever there is an indication that the intangible asset may be impaired. Amortisation period and method are reviewed at each financial year end.

(b) *Order backlog*

Order backlog was acquired separately and is amortised on a straight line basis over the period that the order backlog will likely to be invoiced.

2.10 *Impairment of non-financial assets*

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 *Impairment of non-financial assets* (Continued)

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

2.11 *Financial assets*

Initial recognition and measurement

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

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

Subsequent measurement

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

(a) Financial assets at fair value through profit or loss

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

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

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 *Financial assets* (Continued)

Subsequent measurement (Continued)

(b) *Loans and receivables*

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

(c) *Held-to-maturity investments*

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold the investment to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the held-to-maturity investments are derecognised or impaired, and through the amortisation process.

(d) *Available-for-sale financial assets*

Available-for-sale financial assets include equity and debt securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial asset are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

Derecognition

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 *Financial assets* (Continued)

Regular way purchase or sale of a financial asset

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

2.12 *Impairment of financial assets*

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

(a) *Financial assets carried at amortised cost*

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 *Impairment of financial assets* (Continued)

(b) *Financial assets carried at cost*

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

(c) *Available-for-sale financial assets*

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

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increases can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed in profit or loss.

2.13 *Cash and cash equivalents*

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 *Stocks*

Stocks are stated at the lower of cost and net realisable value. Costs are primarily determined using the weighted average method and include all costs in bringing the stocks to their present location and condition.

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

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

2.15 *Contract work-in-progress*

Contract work-in-progress is stated at the aggregate of contract costs incurred to date plus profit recognised based on the value of work completed less progress billings and provisions for foreseeable losses.

Cost includes both variable and fixed costs directly related to specific contracts and those which can be attributed to contract activity in general and which can be allocated to specific contracts. Also included are any costs expected to be incurred under penalty clauses and rectification provisions.

The percentage of completion is measured by reference to the cost incurred to date as a percentage of total estimated cost for each contract which approximates the progress billings that match the billing milestones as indicated in the contract, to the total contract sum.

Where it is probable that a loss will arise on completion of contracts entered into at the balance sheet date, the excess of total estimated costs over expected revenue is recognised as an expense immediately.

2.16 *Provisions*

General

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

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

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service is provided. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 *Financial liabilities*

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value and in the case of other financial liabilities, plus directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

(a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

(b) Financial liabilities at amortised cost

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

Derecognition

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 *Employee benefits*

(a) *Defined contribution plans*

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

(b) *Defined benefit plans*

The net defined benefit liability is the aggregate of the present value of the defined benefit obligation (derived using a discount rate based on high quality corporate bonds) at the end of the reporting period reduced by the fair value of plan assets (if any).

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognised as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in retained earnings within equity and are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 *Employee benefits* (Continued)

(b) *Defined benefit plans* (Continued)

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognised as a separate asset at fair value when and only when reimbursement is virtually certain.

(c) *Employee leave entitlement*

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

(d) *Employee share plan*

Employees (including directors and senior executives) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for ordinary shares of the Company ('equity-settled transactions').

Equity-settled transactions

The cost of equity-settled share-based payment transactions with employees for awards granted is measured by reference to the fair value of the options at the date which the options are granted which takes into account market conditions and non-vesting conditions.

The cost of equity-settled transactions is recognised in profit or loss with a corresponding increase in the employee share option reserve, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('the vesting date'). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for shares that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market condition or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The employee share plan reserve is transferred to retained earnings upon expiry of the share plan.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 *Employee benefits* (Continued)

(d) *Employee share plan* (Continued)

Where the employee share plan is cancelled, it is treated as if it vested on the date of cancellation, and any expense that otherwise would have been recognised for services received over the remaining vesting period is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

2.19 *Leases*

(a) *As lessee*

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

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

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

(b) *As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.20(e). Contingent rents are recognised as revenue in the period in which they are earned.

2.20 *Revenue recognition*

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 *Revenue recognition* (Continued)

(a) *Sale of goods*

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

(b) *Rendering of services*

Revenue is recognised on an individual contract basis by reference to the stage of completion. Stage of completion is measured by reference to the cost incurred to date as a percentage of total estimated cost for each contract which approximates the progress billings that match the billing milestones as indicated in the contract, as a percentage of the total contract sum. Where the contract outcome cannot be measured reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

(c) *Dividend income*

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

(d) *Interest income*

Interest income is recognised using the effective interest method.

(e) *Rental income*

Rental income arising from operating leases on equipment is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

2.21 *Government grants*

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to income, it may be presented as a credit in profit or loss, either separately or under a general heading such as "Other Income". Alternatively, they are deducted in reporting the related expenses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 *Income taxes*

(a) *Current tax*

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date in the countries where the Group operates and generates taxable income.

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

(b) *Deferred tax*

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 *Income taxes* (Continued)

(b) *Deferred tax* (Continued)

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 recovered.

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.

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

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

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

(c) *Sales tax*

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 *Derivative financial instruments and hedging activities*

The Group uses derivative financial instruments such as forward currency contracts to hedge its risks associated with foreign currency fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivative financial instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on derivative financial instruments that do not qualify for hedge accounting are taken to profit or loss for the year.

The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

2.24 *Segment reporting*

For management purposes, the Group is organised on a world-wide basis into two major operating businesses (divisions) which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 32, including the factors used to identify the reportable segments and the measurement basis of segment information.

Segment accounting policies are the same as the policies of the Group as disclosed in the preceding paragraphs. The Group generally accounts for inter-segment sales transfers as if the sales or transfers were to third parties at current market prices.

2.25 *Share capital and share issue expenses*

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

2.26 *Contingencies*

A contingent liability is:

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 *Contingencies* (Continued)

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

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

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

3.1 *Judgments made in applying accounting policies*

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

Income taxes

The Group has exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's tax payables and net deferred tax assets at 31 December 2015 are \$1,963,000 (2014: \$1,832,000) and \$817,000 (2014: \$750,000) respectively.

3.2 *Key sources of estimation uncertainty*

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

Amortisation of brand name

The cost of Nera brand name is amortised in accordance with the accounting policy stated in Note 2.9. The carrying amount of the Group's brand at 31 December 2015 was \$967,000 (2014: \$1,031,000). Changes in the expected cash generated by the brand could impact the economic useful life and the residual value of the brand, therefore future amortisation charges could be revised. A 5% difference in the expected useful lives of the brand from management's estimates will not have significant impact to the Group's profit for the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

3.2 *Key sources of estimation uncertainty* (Continued)

Revenue from contracts

The Group recognises revenue from contracts by reference to the stage of completion of the individual contract activity at the end of each reporting period, when the outcome of the contract can be estimated reliably. The stage of completion is measured by reference to the cost incurred to date as a percentage of total estimated cost for each contract. Assumptions are required to estimate the total estimated cost that affect the stage of completion. In making these estimates, management has relied on past experiences and knowledge of the project engineers. The carrying amounts of the assets and liabilities from contracts arising at the end of each reporting period are disclosed in Note 8 to the financial statements.

Provision for warranty and accrued costs

The Group recognises provision for warranty and accrued costs when the product is sold or service is provided. Initial recognition is based on past experience of the level of repairs and returns. Assumptions used to calculate the provision for warranty were based on current sales level and current information available about the utilisation trend. The Group's provision for warranty and accrued costs at 31 December 2015 was \$2,481,000 and \$7,934,000 respectively (2014: \$4,587,000 and \$27,008,000 respectively). The warranty provision will be reversed if not utilised upon expiry of warranty period.

Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. Factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments are objective evidence of impairment. In determining whether there is objective evidence of impairment, the Group considers whether there is observable data indicating that there have been significant changes in the debtor's payment ability or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables at the end of the reporting period is disclosed in Note 9 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

4. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold land and building \$'000	Leasehold improvements \$'000	Plant and other equipment \$'000	Furniture and fittings \$'000	Motor vehicles \$'000	Equipment held for leasing \$'000	Total \$'000
Cost							
At 1 January 2014	5,150	987	6,129	805	1,795	25,691	40,557
Additions	–	247	1,118	128	70	5,848	7,411
Disposals/written off	–	(167)	(584)	(177)	(71)	(269)	(1,268)
Transfer to stocks	–	–	–	–	–	(578)	(578)
Reclassification	–	57	–	(57)	–	–	–
Currency realignment	–	(4)	65	9	26	752	848
At 31 December 2014 and 1 January 2015	5,150	1,120	6,728	708	1,820	31,444	46,970
Additions	–	41	811	352	64	3,567	4,835
Disposals/written off	–	(78)	(1,404)	–	(128)	(3,419)	(5,029)
Reclassification	–	–	(4)	4	–	–	–
Currency realignment	–	(22)	(100)	(21)	(15)	(1,046)	(1,204)
At 31 December 2015	5,150	1,061	6,031	1,043	1,741	30,546	45,572
Accumulated depreciation							
At 1 January 2014	5,150	925	4,945	570	985	13,397	25,972
Charge for the year	–	64	464	62	276	4,499	5,365
Disposals/written off	–	(170)	(575)	(160)	(60)	(259)	(1,224)
Reclassification	–	8	–	(8)	–	–	–
Currency realignment	–	–	64	7	19	318	408
At 31 December 2014 and 1 January 2015	5,150	827	4,898	471	1,220	17,955	30,521
Charge for the year	–	81	701	74	246	5,272	6,374
Disposals/written off	–	(78)	(1,328)	–	(103)	(3,333)	(4,842)
Reclassification	–	–	(4)	4	–	–	–
Currency realignment	–	(6)	(78)	(15)	(11)	(527)	(637)
At 31 December 2015	5,150	824	4,189	534	1,352	19,367	31,416
Net carrying amount							
At 31 December 2014	–	293	1,830	237	600	13,489	16,449
At 31 December 2015	–	237	1,842	509	389	11,179	14,156

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company	Leasehold land and building \$'000	Leasehold improvements \$'000	Plant and other equipment \$'000	Furniture and fittings \$'000	Motor vehicles \$'000	Equipment held for leasing \$'000	Total \$'000
Cost							
At 1 January 2014	5,150	739	2,983	284	1,038	9,661	19,855
Additions	–	25	716	29	–	2,373	3,143
Disposals/written off	–	–	(12)	(3)	(29)	(260)	(304)
At 31 December 2014 and 1 January 2015	5,150	764	3,687	310	1,009	11,774	22,694
Additions	–	24	321	45	–	1,746	2,136
Disposals/written off	–	–	(1,418)	(1)	–	(2,474)	(3,893)
Transfer to a subsidiary	–	(19)	(120)	(56)	(418)	(10,836)	(11,449)
At 31 December 2015	5,150	769	2,470	298	591	210	9,488
Accumulated depreciation							
At 1 January 2014	5,150	703	2,188	223	487	6,942	15,693
Charge for the year	–	10	273	13	178	1,149	1,623
Disposals/written off	–	–	(11)	(3)	(29)	(252)	(295)
At 31 December 2014 and 1 January 2015	5,150	713	2,450	233	636	7,839	17,021
Charge for the year	–	12	454	17	127	994	1,604
Disposals/written off	–	–	(1,368)	–	–	(2,469)	(3,837)
Transfer to a subsidiary	–	(15)	(61)	(47)	(327)	(6,241)	(6,691)
At 31 December 2015	5,150	710	1,475	203	436	123	8,097
Net carrying amount							
At 31 December 2014	–	51	1,237	77	373	3,935	5,673
At 31 December 2015	–	59	995	95	155	87	1,391

As at 31 December 2015, the leasehold land and building of the Group and the Company consists of the following:

Location	Purpose	Approximate land area	Approximate gross floor area	Tenure of lease
109 Defu Lane 10, Singapore 539225	Office, workshop cum warehouse	3,875 sq. metre	3,246 sq. metre	30 years expiring 30 September 2042

The leasehold land and building is pledged as a security for the loan facility (Note 15).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

5. INTANGIBLE ASSET

	Group			Company
	Brand \$'000	Others \$'000	Total \$'000	Brand \$'000
Cost				
At 1 January 2014, 31 December 2014				
1 January 2015 and 31 December 2015	1,289	163	1,452	1,289
Accumulated amortisation				
At 1 January 2014	193	121	314	193
Amortisation	65	42	107	65
At 31 December 2014 and 1 January 2015	258	163	421	258
Amortisation	64	–	64	64
At 31 December 2015	322	163	485	322
Net carrying amount				
At 31 December 2014	1,031	–	1,031	1,031
At 31 December 2015	967	–	967	967

Brand relates to the 'NERA' brand and the useful life is estimated to be 20 years. The remaining amortisation period is 15 years.

Others relate to the fair value of the order backlog acquired as a result of the acquisition of a subsidiary. It is amortised over the period that the order backlog will likely to be invoiced.

The amortisation expense is incurred in 'Other operating expenses' line item in profit and loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. INVESTMENT IN SUBSIDIARIES

	Company	
	2015 \$'000	2014 \$'000
Unquoted shares, at cost	5,916	5,846
Impairment loss	(1,115)	(1,024)
Carrying amount after impairment loss	4,801	4,822
Movement in impairment loss:		
At 1 January	1,024	777
Charge for the year	91	310
Reversal for the year	–	(63)
At 31 December	1,115	1,024

The details and the principal activities of the subsidiaries are:

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of Investment	
			2015 %	2014 %	2015 \$'000	2014 \$'000
Nera Payment Solutions Pte Ltd (B)	Sales, leasing, repair and maintenance of point-of-sale terminals	Singapore	100	100	^	^
Nera Networks (S) Pte Ltd (B)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communication and information technology networks	Singapore	100	100	1,000	1,000
Nera (Thailand) Ltd (*)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Thailand	100	100	975	975
Nera (Philippines) Inc. (*)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Philippines	100	100	1,128	1,128

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of Investment	
			2015 %	2014 %	2015 \$'000	2014 \$'000
Nera Infocom (M) Sdn Bhd (*)	Sales, installation and maintenance of information technology equipment	Malaysia	100	100	225	225
Nera Telecom-munications (Taiwan) Co., Ltd (ii)	Dormant	Taiwan	100	100	545	545
P.T. Nera Indonesia (#)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Indonesia	100	100	347	347
Nera Telecom-munications (Australia) Pty Ltd (#)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Australia	100	100	589	589
Nera Telecom-munications (India) Pvt Ltd (#)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	India	100	100	570	570
Nera (Malaysia) Sdn Bhd (*)	Sales, installation and maintenance of communications equipment	Malaysia	100	100	404	404
Nera Telecom-munications (Myanmar) Co Ltd (#)	Service, maintenance and leasing	Myanmar	100	100	133	63
Nera Telecom-munications (Vietnam) Co Ltd (#)	Installation, maintenance, service and repair of info-communications and telecommunications equipment	Vietnam	100	100	–	–
					<u>5,916</u>	<u>5,846</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of Investment	
			2015	2014	2015	2014
			%	%	\$'000	\$'000
Held through Nera Networks (S) Pte Ltd						
Nera Telecom-munications AS (#) (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Norway	100	100	–	–
Nera Telecom-munications Maroc S.A.R.L AU (**) (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Morocco	100	100	–	–
Nera Telecom-munications (Pakistan) (Private) Ltd (#) (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Pakistan	100	100	–	–
Nera Telecom-munications FZ-LLC (**) (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	United Arab Emirates	100	100	–	–
Nera Networks Nigeria Limited (#) (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Nigeria	100	100	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of Investment	
			2015	2014	2015	2014
			%	%	\$'000	\$'000
Held through Nera Payment Solutions Pte Ltd						
Nera Payment Solutions Sdn Bhd (*) (i)	Sales, leasing, repair and maintenance of point-of-sale terminals	Malaysia	100	100	–	–
Nera Payment Solutions (Thailand) Limited (*) (i)	Sales, leasing, repair and maintenance of payment card terminals	Thailand	100	–	–	–
Nera Solutions Philippines Inc (*) (i)	Software solutions for electronic commerce and IT related enterprises, banking, finance and online commerce entities	Philippines	100	–	–	–
P.T. Nera Payment Solutions (**)	Software solutions for electronic commerce and IT related enterprises, banking, finance and online commerce entities	Indonesia	100	–	–	–

(B) Audited by Ernst & Young LLP, Singapore.

(*) Audited by member firms of Ernst & Young Global in the respective countries.

(#) Audited by other CPA firms in the respective countries.

(^) Amounts less than \$1,000.

(**) No requirement for statutory audit.

(i) Cost of investment is not stated as the subsidiaries are not directly held by the Company.

(ii) No statutory audit as it is undergoing liquidation.

As required by Rule 716 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Audit and Risk Management Committee and the Board of Directors of the Company have satisfied themselves that the appointment of different auditors for its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

6. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Impairment testing of investment in subsidiaries

During the financial year, impairment loss of \$91,000 was recognised to write down the investment in Nera Telecommunications (India) Pvt Ltd. The impairment loss of \$310,000 in 2014 was in respect of investment in Nera Telecommunications (Taiwan) Co. Ltd.

In 2014, there was a reversal of impairment loss of \$63,000 for the investment in Nera (Thailand) Ltd that was no longer necessary.

7. STOCKS

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Balance sheet				
Finished goods, at cost	3,317	80	–	–
Finished goods, at net realisable value	4,284	3,785	1	2,134
	7,601	3,865	1	2,134

At 31 December 2015, trading stocks recognised as an expense in the consolidated statement of comprehensive income under line item “Cost of sales” for the Group amounted to \$27,864,000 (2014: \$34,758,000) inclusive of trading stocks net written-down of \$422,000 (2014: \$278,000).

8. CONTRACT WORK-IN-PROGRESS

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Contract work in progress comprise:–				
Cost incurred to date	123,346	121,159	47,261	61,254
Profits recognised to date	45,782	42,831	13,385	16,811
	169,128	163,990	60,646	78,065
Progress billings	(141,945)	(138,403)	(49,823)	(65,552)
	27,183	25,587	10,823	12,513
Gross amount due from customers for contract work	27,183	25,587	10,823	12,513

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

9. TRADE RECEIVABLES

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Trade receivables	73,205	70,199	12,808	20,115
Less: Allowance for impairment of trade receivables	(627)	(317)	(308)	(152)
Total trade receivables	72,578	69,882	12,500	19,963
Add:				
Other receivables and deposits (excluding prepayments) (Note 10)	3,292	2,428	632	170
Cash and cash equivalents (Note 27)	20,770	24,749	6,322	13,879
Deposits pledged (Note 27)	250	135	–	–
Amounts due from subsidiaries	–	–	37,226	25,266
Total loans and receivables	96,890	97,194	56,680	59,278

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Included in trade receivables is a fair value gain on forward currency contracts amounting to \$20,000 (2014: \$Nil) which has been recognised in profit or loss.

At balance sheet date, retention sums relating to contracts included in trade receivables of the Group and the Company are \$4,066,000 and \$1,580,000 (2014: \$1,002,000 and \$698,000) respectively.

At the balance sheet date, trade receivables for the Group and the Company arising from export sales amounting to \$2,912,000 (2014: \$496,000) are arranged to be settled via letters of credits issued by banks in countries where the customers are based.

As at 31 December, the following amounts denominated in a currency other than the entity's functional currency are included in the trade receivables for the Group and the Company:–

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
US Dollar	13,721	15,779	2,684	6,297
Euro	54	8,749	2	90
Others	136	254	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

9. TRADE RECEIVABLES (CONTINUED)

Allowance for impairment of trade receivables

For the year ended 31 December 2015, the Group and the Company have net provision of \$334,000 and \$156,000 (2014: net write-back of \$139,000 and \$271,000) for impairment of debts respectively which are recognised as expense in profit or loss, pursuant to debt recovery assessment performed on trade receivables as at 31 December 2015.

The analysis of trade receivables as at 31 December is as follows:–

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
Not past due and not impaired	47,625	51,365	7,582	9,870
Past due but not impaired	24,953	18,517	4,918	10,093
Impaired	627	317	308	152
	73,205	70,199	12,808	20,115
Less: Allowance for impairment	(627)	(317)	(308)	(152)
	72,578	69,882	12,500	19,963

Receivables that are past due but not impaired

The Group and the Company have trade receivables amounting to \$24,953,000 (2014: \$18,517,000) and \$4,918,000 (2014: \$10,093,000) respectively that are past due at the balance sheet date but not impaired. These receivables are unsecured and the analysis of their aging at the balance sheet date is as follows:

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
Trade receivables past due but not impaired:				
Less than 3 months	7,782	12,453	2,169	7,315
More than 3 months but less than 6 months	7,611	3,775	1,583	1,995
More than 6 months but less than 12 months	7,670	1,857	720	783
More than 12 months	1,890	432	446	–
	24,953	18,517	4,918	10,093

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

9. TRADE RECEIVABLES (CONTINUED)

Receivables that are impaired

The Group's and the Company's trade receivables that are impaired at the balance sheet date and the movement of the allowance accounts used to record the impairment are as follows:

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Impaired receivables – individually assessed:				
Customers with financial difficulties	100	32	–	–
Receivables in dispute	187	65	10	15
Pending for acceptance certification/commissioning	340	168	298	137
Incomplete documentation	–	52	–	–
	627	317	308	152
Less: Allowance for impairment	(627)	(317)	(308)	(152)
	–	–	–	–

Movements in the allowance for impairment of trade receivables are as follows:

At 1 January	317	471	152	423
Charge for the year	866	347	556	210
Written back	(532)	(486)	(400)	(481)
Written off	–	(11)	–	–
Currency realignment	(24)	(4)	–	–
At 31 December	627	317	308	152

10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Advances to suppliers	988	527	544	92
Deposits	988	828	81	71
Prepayments	781	1,102	251	245
Staff advances	146	112	3	1
Tax recoverable	912	860	–	–
Other debtors	258	101	4	6
	4,073	3,530	883	415

Staff advances and other debtors are unsecured and non-interest bearing.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

11. AMOUNTS DUE FROM/(TO) SUBSIDIARIES (TRADE AND NON-TRADE)

The non-trade balances are unsecured, repayable on demand and are to be settled in cash. Included in non-trade balances are advances to a subsidiary of \$4,700,000 (2014: Nil) that bears interest from 3.197% to 3.710% per annum. Other balances due from/due to subsidiaries do not bear any interest.

12. TRADE PAYABLES

Trade payables are non-interest bearing and are normally settled on 30 to 90 days' terms.

Included in trade payables is a fair value loss on forward currency contracts amounting to \$26,000 (2014: \$216,000) which has been recognised in profit or loss as at 31 December 2015.

As at 31 December, the following amounts denominated in a currency other than the entity's functional currency are included in trade payables for the Group and the Company:—

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
US Dollar	16,283	15,443	6,248	11,627
Euro	1,970	6,219	1,328	1,198
Thai Baht	719	228	388	226
Norwegian Krone	162	90	—	90
Other currencies	193	323	68	115

13. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
Accrued payroll and staff expenses	6,884	9,013	4,582	6,920
Customer advances	9,216	8,848	1,800	2,913
Other accrued operating expenses	1,349	1,147	928	721
Other creditors	344	950	—	—
Total other payables and accruals	17,793	19,958	7,310	10,554
Add:				
Trade payables	52,810	53,008	14,500	23,043
Amounts due to subsidiaries	—	—	96	329
Borrowings (Note 15)	16,311	4,702	15,302	4,702
Total financial liabilities carried at amortised cost	86,914	77,668	37,208	38,628

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

14. PROVISION FOR WARRANTY

A provision is recognised for expected warranty claims on goods and services sold in the past 18 months based on past experience of the level of repairs and returns. The provision is classified as current liability as it is difficult to predict the timing of warranty utilisation due to the following reasons:

- (a) there is unpredictability in the network system in which it is possible for a failed IT equipment to cause the whole network to be down;
- (b) the Group continues to expand into new countries where the environment in which the equipment is installed are considerably harsher;
- (c) the Group continues to use equipment from new vendors whose equipment may not be fully tested in different environments; and
- (d) there is a mismatch of the duration of the warranty coverage of at least six months or even longer.

Movements in provision for warranty during the year are as follows:–

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
At 1 January	4,587	5,534	2,219	2,376
Provision for the year	1,964	2,127	1,160	1,343
Write-back of provision	(3,383)	(2,852)	(2,115)	(1,225)
Utilised during the year	(626)	(319)	(608)	(275)
Currency realignment	(61)	97	–	–
At 31 December	<u>2,481</u>	<u>4,587</u>	<u>656</u>	<u>2,219</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

15. BORROWINGS

	Effective %	Maturities	Group		Company	
			2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Short-term borrowings (unsecured):						
Singapore dollar floating rate bank loans	1.9% to 2.45%	February and March 2016	2,500	–	2,500	–
Malaysian Ringgit floating rate bank loans	5.47% to 5.51%	January and February 2016	1,009	–	–	–
			3,509	–	2,500	–
Non-current:						
Singapore dollar floating rate bank loans	3.490% to 3.968%	February to May 2016, August 2016	12,802	4,702	12,802	4,702

The non-current borrowings are revolving credit term loans that are automatically renewed for a further same term unless the Company gives prior written notice of its intention to repay at the end of the term. The loans are classified as non-current liabilities as the Company has no intention to repay the borrowings within the next twelve months. The loan facility is secured against the leasehold land and building situated at 109 Defu Lane 10, Singapore 539225.

16. SHARE CAPITAL

	Group and Company			
	2015 \$'000	2014 \$'000	2015 Number of shares '000	2014 Number of shares '000
Issued and fully paid ordinary shares:-				
At 1 January and 31 December	29,909	29,909	361,897	361,897

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

There were no treasury shares in issue during the financial year and previous financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

17. TRANSLATION RESERVE

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

	Group	
	2015 \$'000	2014 \$'000
At 1 January	(3,977)	(4,239)
Net effect of exchange differences	(2,041)	262
At 31 December	(6,018)	(3,977)
Net effect of exchange differences arises from:-		
Translation of financial statements of foreign operations	(2,041)	262

18. TURNOVER

	Group	
	2015 \$'000	2014 \$'000
Sales of goods (including goods supplied to contracts)	111,699	118,497
Services rendered	57,964	53,982
Rental income	11,850	9,920
	181,513	182,399

19. OTHER OPERATING INCOME

	Group	
	2015 \$'000	2014 \$'000
Rebate from suppliers	167	353
Government grants	144	272
Commission income	53	15
Write back of long outstanding customers' deposits	38	-
Trade receivables collection fee	5	10
Net gain on disposal/write-off of property, plant and equipment	-	1
Others	189	172
	596	823

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

20. PROFIT FROM OPERATING ACTIVITIES

The following items have been included in arriving at profit from operating activities:

	Group	
	2015 \$'000	2014 \$'000
Audit fees to:–		
Auditors of the Company	106	94
Other auditors	73	74
Non-audit fees to:–		
Auditors of the Company	65	60
Other auditors	20	16
Bad debts recovered	(24)	(118)
Foreign exchange loss, net – forward currency contracts	158	726
Foreign exchange loss/(gain), net – others	347	(647)
Net loss on disposal/write-off of property, plant and equipment	61	–

21. PERSONNEL EXPENSES AND EMPLOYEE BENEFITS

	Group	
	2015 \$'000	2014 \$'000
Wages, salaries and bonuses	22,538	22,534
Pension contributions	2,554	2,876
Termination benefits	21	107
Other personnel benefits	2,793	2,682
	27,906	28,199

Personnel expenses include directors and executive officers' remuneration as shown in Note 31.

22. FINANCIAL INCOME

	Group	
	2015 \$'000	2014 \$'000
Interest income from:–		
Bank deposits	40	106
Others	–	2
	40	108

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

23. FINANCIAL EXPENSES

	Group	
	2015	2014
	\$'000	\$'000
Bank charges	(335)	(322)
Interest expense	(374)	(42)
	(709)	(364)

24. TAX

Major components of income tax expense for the year ended 31 December are:

	Group	
	2015	2014
	\$'000	\$'000
Current tax:–		
Current year	1,873	1,567
Foreign tax	1,717	1,762
Under/(over) provision in respect of prior years	9	(35)
Deferred tax:–		
Current year	(161)	706
Income tax expense	3,438	4,000

A reconciliation between the tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the year ended 31 December is as follows:

	16,839	20,227
Accounting profit before tax		
Tax at 17%	2,863	3,439
Tax effect of expenses that are not deductible in determining taxable profit	448	273
Additional tax deductions	(29)	(26)
Realisation of deferred tax assets previously not recognised	(231)	(215)
Tax exemption	(52)	(52)
Net (over)/under provision in respect of prior years	9	(35)
Difference in tax rates applicable to subsidiaries	(29)	364
Deferred tax assets not recognised by subsidiaries	595	393
Tax effect of income not subject to tax	(71)	(50)
Tax effect on benefits arising from Productivity and Innovation Credit	(52)	(135)
Tax rebate	(40)	–
Others	27	44
Income tax expense	3,438	4,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

24. TAX (CONTINUED)

Deferred tax assets and liabilities

The following amounts determined after offsetting, are shown in the consolidated balance sheet:

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
Deferred tax assets	1,546	1,172	–	–
Deferred tax liabilities	(729)	(422)	(116)	(422)
	817	750	(116)	(422)

Deferred tax as at 31 December related to the following:

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
Deferred tax liabilities:–				
Differences in depreciation of property, plant and equipment for tax purposes	(1,060)	(1,066)	(180)	(917)
Difference in amortisation of intangible assets	(164)	(50)	(164)	(50)
	(1,224)	(1,116)	(344)	(967)
General provisions	1,753	1,836	228	545
Tax losses	157	30	–	–
Unutilised capital allowances	131	–	–	–
Net deferred tax assets	817	750	(116)	(422)

Changes in corporate tax rate from financial year 2016 onwards are as follows:

- Norway: from 27% to 25%
- Pakistan: from 33% to 32%

Unrecognised tax losses

The Group has tax losses and unutilised capital allowances of approximately \$3,581,000 (2014: \$2,217,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

24. TAX (CONTINUED)

Unrecognised temporary differences relating to investments in subsidiaries

At the end of the reporting year, no deferred tax liability (2014: nil) has been recognised for taxes that would be payable on the undistributed earnings of certain of the Group's subsidiaries as the Group has determined that undistributed earnings of its subsidiaries will not be distributed in the foreseeable future.

Such temporary differences for which no deferred tax liability has been recognised aggregate to \$6,961,000 (2014: \$7,360,000). The deferred tax liability is estimated to be \$731,000 (2014: \$796,000).

Tax consequences of proposed dividends

There are no income tax consequences (2014: nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 26).

25. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by dividing the net profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year (adjusted for the effects of dilutive options).

The following tables reflect the income and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2015 \$'000	2014 \$'000
Net profit attributable to ordinary equity holders of the Company for basic and diluted earnings per share	<u>13,401</u>	<u>16,227</u>
Weighted average number of ordinary shares for basic and diluted earnings per share computation	<u>361,897,000</u>	<u>361,897,000</u>

There have been no transactions involving ordinary shares or potential ordinary shares since the end of the financial year and before the completion of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

26. DIVIDENDS

	Group and Company	
	2015	2014
	\$'000	\$'000
An interim exempt (one-tier) dividend paid in respect of the current financial year of 2.5 cents (2014: 2 cents) per share	9,047	7,238
A final exempt (one-tier) dividend paid in respect of the previous financial year of 2 cents (2014: 4 cents) per share	7,238	14,476
	16,285	21,714

The directors proposed a final dividend of 1 cent (2014: 2 cents) per share one-tier tax exempt dividend amounting to \$3,619,000 (2014: \$7,238,000) in respect of the year ended 31 December 2015. The proposed final dividend is subject to the approval by shareholders at the Annual General Meeting of the Company. The proposed dividend has not been recognised as liabilities as at year end in accordance with FRS 10, Events after the balance sheet date.

27. CASH AND CASH EQUIVALENTS

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
Fixed deposits	219	4,111	–	4,000
Cash and bank balances	20,801	20,773	6,322	9,879
Deposits pledged	(250)	(135)	–	–
	20,770	24,749	6,322	13,879

Cash at banks earns interest at floating rates based on daily bank deposit rates ranging from 0.07% to 11.62% (2014: 0.08% to 4.77%) per annum. Included in cash and bank balances are amounts totaling \$250,000 (2014: \$135,000) pledged in accordance to a contractual arrangement and for purpose of bankers' guarantees issued.

Fixed deposits of the Group and the Company were made for varying periods between 14 days to 1 month (2014: 14 days to 3 months) depending on the immediate cash requirements of the Group and the Company, and earned interests at the respective fixed deposit rates. The effective interest rates of fixed deposits were 0.33% to 0.40% (2014: 0.15% to 3.30%) per annum.

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

	Group		Company	
	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000
US Dollar	2,177	5,668	1,145	3,683
Euro	588	1,889	226	848
Thai Baht	916	–	916	–
Libyan Dollar	245	240	–	–
Norwegian Krone	23	1	1	1
Other currencies	17	70	9	65

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

28. EMPLOYEE SHARE PLAN

In financial year 2014, Share plan under the Nera Telecommunications Performance Share Plan 2014 ("NeraTel PSP 2014") to eligible director and other employees of the Company was approved by the shareholders.

During the year, no shares (2014: Nil) were granted under the employee share plan.

29. COMMITMENTS

(a) Capital commitments

Capital expenditure contracted for as at the balance sheet date but not recognised in the financial statements are as follows:–

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Capital commitments in respect of capital contribution to a subsidiary	–	–	71	66

(b) Non-cancellable operating lease commitments

As at 31 December 2015, the Group has commitments under operating leases for equipment, office and factory premises. The leases have remaining tenure of between 1 and 28 years. The leases contain renewable options and escalation clauses and do not provide for contingent rentals. Lease terms do not contain restrictions on the activities concerning dividends, additional debt or further leasing. Operating lease expenses included in the consolidated statement of comprehensive income during the year amounted to \$2,363,000 (2014: \$2,080,000).

Future minimum rental payables under non-cancellable operating leases as at 31 December are as follows:

	Group	
	2015 \$'000	2014 \$'000
Not later than one year	1,628	1,694
Later than one year but not later than five years	1,773	2,572
Later than five years	5,756	6,548
	<u>9,157</u>	<u>10,814</u>

30. CONTINGENT LIABILITIES

Guarantees

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Bankers' guarantees issued by banks on behalf of:				
Subsidiaries	–	–	7,130	4,103

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

31. RELATED PARTY DISCLOSURES

(a) *Related party transactions*

In addition to the related party information disclosed elsewhere in the financial statements, significant transactions with related parties, on terms agreed between the parties were as follows:–

	Group	
	2015 \$'000	2014 \$'000
Expenses:–		
Professional fees paid to an entity wherein a director of the Company is a member of the key management personnel of the entity	–	58
(b) <i>Compensation of key management personnel</i>		
Directors of the Company:–		
Directors' fees	270	270
Directors' remuneration	1,387	1,375
Defined contribution benefits	9	9
Directors of the subsidiaries:–		
Directors' fees	10	11
Directors' remuneration	2,030	1,785
Defined contribution benefits	120	78
Key management:–		
Key management's remuneration	1,674	1,768
Defined contribution benefits	80	65

32. SEGMENT INFORMATION

For management purposes, the Group is organised on a worldwide basis into operating businesses (divisions) as the Group's risks and rates of return are affected predominantly by differences in the products and services produced. The Group is organised into two main operating businesses, namely:

Telecommunications	–	Sales, marketing and distribution, design and engineering, project implementation, service and maintenance of satellite communications, transmission products and systems and wireless solutions.
Infocomm	–	Sales, marketing and distribution, design and engineering, project implementation, service and maintenance of info-communications network infrastructure, broadcast infrastructure and payment systems.

The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

32. SEGMENT INFORMATION (CONTINUED)

Allocation basis and transfer pricing

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, liabilities and expenses.

Transfer prices between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

2015	Telecom- munications \$'000	Infocomm \$'000	Adjustments \$'000	Notes	Total \$'000
Turnover	57,792	123,721			181,513
Cost of sales	(33,037)	(88,958)			(121,995)
Gross profit	24,755	34,763			59,518
Other operating income	152	444			596
Distribution and selling expenses	(11,430)	(18,740)			(30,170)
Administrative expenses	(4,000)	(7,799)			(11,799)
Other operating expenses	(67)	(570)			(637)
Profit from operating activities	9,410	8,098			17,508
Financial income					40
Financial expenses					(709)
					16,839
Tax					(3,438)
Net profit for the year					13,401
Other information					
Segment assets	46,176	76,309	26,639	A	149,124
Segment liabilities	28,277	28,940	35,881	B	93,098
Capital expenditure	940	3,895			4,835
Depreciation and amortisation	788	5,650			6,438
Other non-cash (income)/expenses(*)	(833)	171			(662)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

32. SEGMENT INFORMATION (CONTINUED)

2014	Telecom- munications \$'000	Infocomm \$'000	Adjustments \$'000	Notes	Total \$'000
Turnover	61,928	120,471			182,399
Cost of sales	(36,770)	(85,250)			(122,020)
Gross profit	25,158	35,221			60,379
Other operating income	90	733			823
Distribution and selling expenses	(10,808)	(18,117)			(28,925)
Administrative expenses	(3,835)	(7,768)			(11,603)
Other operating expenses	250	(441)			(191)
Profit from operating activities	10,855	9,628			20,483
Financial income					108
Financial expenses					(364)
					20,227
Tax					(4,000)
Net profit for the year					16,227
Other information					
Segment assets	38,722	78,092	29,586	A	146,400
Segment liabilities	27,650	31,206	26,596	B	85,452
Capital expenditure	1,089	6,322			7,411
Depreciation and amortisation	569	4,903			5,472
Other non-cash (income)/expenses(*)	(881)	295			(586)

(*) Other non-cash income includes write-back of provision for warranty, provision for stock obsolescence and provision for doubtful debts

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

A The following items are added to segment assets to arrive at total assets reported in the consolidated balance sheet:

	2015 \$'000	2014 \$'000
Deferred tax assets	1,546	1,172
Other receivables, deposits and prepayments	4,073	3,530
Cash and cash equivalents	20,770	24,749
Deposits pledged	250	135
	26,639	29,586

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

32. SEGMENT INFORMATION (CONTINUED)

Notes Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements (Continued)

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

	2015 \$'000	2014 \$'000
Defined benefit obligation	1,011	943
Deferred tax liabilities	729	422
Other payables and accruals	15,867	18,697
Borrowings	16,311	4,702
Provision for taxation	1,963	1,832
	35,881	26,596

Geographical segments

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

	Revenues		Non-current assets	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Singapore	53,956	55,810	6,648	6,733
Malaysia	36,378	32,241	934	836
Thailand	28,195	20,663	1,730	1,728
Indonesia	17,317	13,312	3,972	5,910
Philippines	13,261	21,964	1,576	1,928
Burkina Faso	8,711	–	–	–
Pakistan	5,675	5,589	92	115
Morocco	5,035	14,814	32	56
Afghanistan	4,456	8,352	–	–
Other Asian countries	4,415	6,170	54	68
Other Middle East countries	2,765	2,337	40	45
Others	1,349	1,147	45	61
	181,513	182,399	15,123	17,480

Non-current assets information presented above consist of intangible asset and property, plant and equipment.

Information about a major customer

Revenue from one major customer amounted to \$20,572,000 (2014: \$16,800,000), arising from sales by the Infocomm segment (2014: Telecommunications and Infocomm segment).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, liquidity risk and credit risk. The board of directors reviews and agrees policies and procedures for the management of these risks. The audit and risk management committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

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

Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities. The foreign currencies in which these transactions are denominated are mainly US Dollars, Euro, Indonesia Rupiah and Thai Baht. Approximately 19% (2014: 34%) of the Group's sales and 66% (2014: 73%) of the Group's purchases are denominated in foreign currencies.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the balance sheet date, such foreign currency balances amount to \$3,966,000 (2014: \$7,868,000) and \$2,297,000 (2014: \$4,597,000) for the Group and the Company respectively.

The Group uses forward currency contracts to mitigate the currency exposures on transactions in excess of \$100,000 for which payment is anticipated more than one month after the Group has entered into a firm commitment for a sale or purchase. The forward currency contracts must be in the same currency as the hedged item. It is the Group's policy not to enter into forward currency contracts until a firm commitment is in place. It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations. These investments are not hedged as the respective currency positions are considered to be long-term in nature.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk (Continued)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar, Euro, Indonesian Rupiah and Thai Baht exchange rates (against SGD), with all other variables held constant, of the Group's and the Company's profit net of tax.

	Group		Company	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
US dollar -				
– Strengthened 3% (2014: 3%)	(263)	(157)	146	46
– Weakened 3% (2014: 3%)	263	157	(146)	(46)
Euro -				
– Strengthened 5% (2014: 5%)	(16)	162	(24)	31
– Weakened 5% (2014: 5%)	16	(162)	24	(31)
IDR -				
– Strengthened 3% (2014: 3%)	–	–	58	57
– Weakened 3% (2014: 3%)	–	–	(58)	(57)
THB -				
– Strengthened 3% (2014: 3%)	8	(9)	37	5
– Weakened 3% (2014: 3%)	(8)	9	(37)	(5)

Interest rate risk

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

The Group's policy is to obtain the most favourable interest rates available without increasing its foreign currency exposure.

Surplus funds are placed with reputable banks.

Information relating to the Group and the Company interest rate exposure is also disclosed in the notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Interest rate risk (Continued)

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on interest income from cash assets placed with banks with all other variables held constant, of the Group's and the Company's profit net of tax.

	Group		Company	
	Increase/ (decrease) basis points	Effect on profit, net of tax \$'000	Increase/ (decrease) basis points	Effect on profit, net of tax \$'000
2015				
RM bank placements	(100)	(3)	(100)	–
Singapore dollar bank borrowings	(100)	127	(100)	127
RM bank borrowings	(100)	8	(100)	–
Singapore dollar bank placements	100	45	100	33
US dollar bank placements	100	19	100	10
RM bank placements	100	3	100	–
Euro bank placements	100	18	100	2
Singapore dollar bank borrowings	100	127	100	127
RM bank borrowings	100	8	100	–
2014				
Singapore dollar bank placements	(100)	(33)	(100)	(29)
US dollar bank placements	(100)	–	(100)	–
RM bank placements	(100)	(8)	(100)	–
Singapore dollar bank borrowings	(100)	39	(100)	39
Singapore dollar bank placements	100	85	100	77
US dollar bank placements	100	47	100	31
RM bank placements	100	8	100	–
Euro bank placements	100	16	100	7
Singapore dollar bank borrowings	100	(39)	100	(39)

Liquidity risk

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

The principal method the Group uses to manage liquidity risk arising from financial liabilities is maintaining an adequate level of cash and cash equivalents and committed stand-by credit facilities with banks. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (Continued)

The table below analyses the Group's financial assets and liabilities and certain derivative financial instruments that will be settled on a gross basis into relevant maturity groupings based on the remaining period at reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual carrying undiscounted cash flows. Balances due within 12 months approximate their carrying amounts as the impact of discounting is insignificant.

	2015				2014			
	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000
Group								
Financial assets:								
Trade receivables	72,558	–	–	72,558	69,882	–	–	69,882
Other receivables and deposits (excluding prepayments)	3,292	–	–	3,292	2,428	–	–	2,428
Cash and cash equivalents	20,770	–	–	20,770	24,749	–	–	24,749
Deposits pledged	250	–	–	250	135	–	–	135
Derivative financial instruments								
– Forward currency contracts	18,057	–	–	18,057	20,083	–	–	20,083
Total undiscounted financial assets	114,927	–	–	114,927	117,277	–	–	117,277
Financial liabilities:								
Trade payables	52,784	–	–	52,784	52,792	–	–	52,792
Other payables and accruals	17,793	–	–	17,793	19,958	–	–	19,958
Borrowings	3,989	14,241	–	18,230	121	5,184	–	5,305
Derivative financial instruments								
– Forward currency contracts	18,063	–	–	18,063	20,299	–	–	20,299
Total undiscounted financial liabilities	92,629	14,241	–	106,870	93,170	5,184	–	98,354
Total net undiscounted financial assets/ (liabilities)	22,298	(14,241)	–	8,057	24,107	(5,184)	–	18,923

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)*Liquidity risk* (Continued)

	2015				2014			
	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000
Company								
Financial assets:								
Trade receivables	12,500	–	–	12,500	19,963	–	–	19,963
Other receivables, deposits and prepayments (excluding prepayments)	632	–	–	632	170	–	–	170
Amounts due from subsidiaries	37,226	–	–	37,226	25,266	–	–	25,266
Cash and cash equivalents	6,322	–	–	6,322	13,879	–	–	13,879
Derivative financial instruments – Forward currency contracts	9,360	–	–	9,360	11,333	–	–	11,333
Total undiscounted financial assets	66,040	–	–	66,040	70,611	–	–	70,611
Financial liabilities:								
Trade payables	14,474	–	–	14,474	22,968	–	–	22,968
Other payables and accruals	7,310	–	–	7,310	10,554	–	–	10,554
Amounts due to subsidiary	96	–	–	96	329	–	–	329
Borrowings	2,980	14,241	–	17,221	121	5,184	–	5,305
Derivative financial instruments – Forward currency contracts	9,386	–	–	9,386	11,407	–	–	11,407
Total undiscounted financial liabilities	34,246	14,241	–	48,487	45,379	5,184	–	50,563
Total net undiscounted financial assets/ (liabilities)	31,794	(14,241)	–	17,553	25,232	(5,184)	–	20,048

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (Continued)

The table below shows the contractual expiry by maturity of the Group and Company's contingent liabilities.

	2015				2014			
	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000
Company								
Financial guarantees in relation to contracts	<u>6,052</u>	<u>1,078</u>	<u>–</u>	<u>7,130</u>	<u>2,871</u>	<u>1,232</u>	<u>–</u>	<u>4,103</u>

Credit risk

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

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The carrying amount of trade and other receivables, and cash and cash equivalents represent the Group's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's and the Company's trade receivables at the balance sheet date are as follows:

Customers' profile

By country

	Group		Company	
	2015	2014	2015	2014
% of total trade receivables				
≥ 25	Malaysia	–	Singapore	Singapore
> 10 and < 25	Singapore	Singapore, Philippines, Malaysia, Morocco and Afghanistan	–	–
≤ 10	Philippines, Afghanistan, Morocco and others	Thailand, Indonesia, Pakistan and others	Philippines, India and others	Philippines, Myanmar and others

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)

Customers' profile (Continued)

By Industry Sectors

	Group				Company			
	2015		2014		2015		2014	
	\$'000	% of total	\$'000	% of total	\$'000	% of total	\$'000	% of total
Telecommunications	51,720	71	51,759	74	9,844	79	14,528	73
Financial institutions	7,033	10	7,409	11	629	5	1,345	7
Government agencies	7,195	10	4,206	6	595	5	834	4
Multi industry								
conglomerates	2,556	4	1,646	2	1,213	10	1,645	8
Media and broadcasting	1,630	2	1,824	3	79	–	281	1
Others	2,444	3	3,038	4	140	1	1,330	7
	72,578	100	69,882	100	12,500	100	19,963	100

At the balance date,

- 62% (2014: 49%) of the Group's trade receivables in Malaysia (2014: Malaysia) are due from a reputable telecommunication service provider; and
- 35% (2014: 29%) of the Group's trade receivables are due from 3 major customers in the Telecommunication industry.

Financial assets that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents that are neither past due nor impaired are placed with reputable financial institutions.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 9.

NOTES TO THE FINANCIAL STATEMENTS

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34. FINANCIAL INSTRUMENTS

(a) Fair values

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in forced or liquidation sale.

Derivatives

The Group and Company has carried all derivative financial instruments at their fair value as required by FRS 39. The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

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

	Group			
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	\$'000	\$'000	\$'000	\$'000
At 31 December 2015				
Financial assets				
Derivatives – Forward currency contracts	–	20	–	20
At 31 December 2015				
Financial liabilities				
Derivatives – Forward currency contracts	–	26	–	26
At 31 December 2014				
Financial liabilities				
Derivatives – Forward currency contracts	–	216	–	216

Fair value hierarchy

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

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

34. FINANCIAL INSTRUMENTS (CONTINUED)

(a) *Fair values* (Continued)

Cash and cash equivalents, current trade and other receivables, current trade and other payables, and borrowings

Management has determined that the carrying amounts of cash and cash equivalents, current trade and other receivables, current trade and other payables, and borrowings, based on their notional amounts, reasonably approximate their fair values because these are mostly short term in nature or are repriced frequently.

Lease obligations

The fair values of lease obligations are estimated by discounting expected future cash flows at market incremental lending rate for similar types of leasing arrangements at the balance sheet date. The carrying value on the balance sheet does not differ significantly from its fair value at year end.

(b) *Interest rate risk*

The following tables sets out the carrying amount, by maturity, of the Group's and the Company's financial instruments that are exposed to interest rate risk:-

2015	Within 1 year \$'000	1-5 years \$'000	More than 5 years \$'000	Total \$'000
Group				
<i>Floating rate</i>				
Cash and bank balances	20,801	–	–	20,801
Borrowings	(3,509)	(12,802)	–	(16,311)
<i>Fixed rate</i>				
Fixed deposits	219	–	–	219
Company				
<i>Floating rate</i>				
Cash and bank balances	6,322	–	–	6,322
Borrowings	(2,500)	(12,802)	–	(15,302)

NOTES TO THE
FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

34. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Interest rate risk** (Continued)

2014	Within 1 year \$'000	1-5 years \$'000	More than 5 years \$'000	Total \$'000
Group				
<i>Floating rate</i>				
Cash and bank balances	20,773	–	–	20,773
Borrowings	–	(4,702)	–	(4,702)
<i>Fixed rate</i>				
Fixed deposits	4,111	–	–	4,111
Company				
<i>Floating rate</i>				
Cash and bank balances	9,879	–	–	9,879
Borrowings	–	(4,702)	–	(4,702)
<i>Fixed rate</i>				
Fixed deposits	4,000	–	–	4,000

Interest on financial instruments subject to floating interest rates is contractually repriced at intervals of 6 months or less. The other financial instruments of the Group and the Company that are not included in the above table are not subject to interest rate risk.

(c) Derivative financial instruments

	Contract/ notional amount	Group			
		2015 \$'000		2014 \$'000	
		Assets	Liabilities	Assets	Liabilities
Forward currency contracts					
– gross receipts	14,333	–	26	16,648	216
Forward currency contracts					
– gross payments	3,720	20	–	3,413	–

Forward currency contracts are mainly used to hedge the Group's sales and purchases denominated in US dollar and Euro, against SGD for which firm commitments existed at the balance sheet date, extending to July 2016 (2014: June 2015).

The Group does not apply hedge accounting.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

35. CAPITAL MANAGEMENT

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2015 and 31 December 2014.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio less than 50%. The Group includes within net debt, loans and borrowings and obligations under finance leases, less cash and cash equivalents. Capital refers to equity attributable to the equity holders of the Company.

	Group	
	2015	2014
	\$'000	\$'000
Cash and cash equivalents (Note 27)	20,770	24,749
Deposits pledged (Note 27)	250	135
Less: Borrowings (Note 15)	(16,311)	(4,702)
Net cash and cash equivalents	4,709	20,182
Capital:		
Equity attributable to equity holders of the Company	56,026	60,948
Capital and net debt	56,026	60,948
Gearing ratio	—	—

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

36. DEFINED BENEFIT OBLIGATION

Nera (Thailand) Ltd, Nera Payment Solutions (Thailand) Ltd and P.T. Nera Indonesia have unfunded, non-contributory defined benefit retirement plans while Nera (Philippines) Inc. and Nera Solutions (Philippines) Inc. have funded, non-contributory defined benefit plans covering all their qualified employees. The provision for post-employment benefits is based on the calculation of an independent actuary, using the "Projected Unit Credit" method, and is in pursuant of Republic Act 7641 in Philippines, Labor Law No. 13/2003 in Indonesia, and Legal Severance Pay Law in Thailand. The Group's latest actuarial valuation reports are dated 31 December 2015.

The retirement plan for Nera (Philippines) Inc. and Nera Solutions (Philippines) Inc. requires contributions to be made to separately administered funds. The funds are administered by a local bank. Subject to the specific instructions provided by both companies in writing, both companies direct the local bank to hold, invest, and reinvest the funds and keep the same invested, in its sole discretion, without distinction between principal and income in, but not limited to, certain investments in unit investment trust fund.

The amount included in the consolidated balance sheet arising from the Group's obligation in respect of its defined benefit plans is as follows:

	Philippines plan		Thailand Plan		Indonesia plan		Total	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014	31.12.2015	31.12.2014	31.12.2015	31.12.2014
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Present value of defined benefit obligation	639	529	314	303	392	434	1,345	1,266
Fair value of plan assets	(334)	(323)	–	–	–	–	(334)	(323)
Net liability arising from defined benefit obligation	305	206	314	303	392	434	1,011	943

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

36. DEFINED BENEFIT OBLIGATION (CONTINUED)

Changes in present value of the defined benefit obligation are as follows:

	Philippines plan		Thailand plan		Indonesia plan		Total	
	2015	2014	2015	2014	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January	529	416	303	222	434	316	1,266	954
Interest cost	25	19	11	10	34	29	70	58
Current service cost	40	77	35	60	86	68	161	205
Effect of curtailment	–	–	–	–	(90)	–	(90)	–
Remeasurement (gains)/losses: –								
Actuarial changes arising from changes in financial assumptions	(57)	–	5	–	(35)	–	(87)	–
Actuarial changes due to experience adjustment	90	–	(1)	–	4	–	93	–
Benefit paid out	–	–	(32)	–	–	–	(32)	–
Exchange differences	12	17	(7)	11	(41)	21	(36)	49
At 31 December	639	529	314	303	392	434	1,345	1,266

Changes in fair value of plan assets are as follows:

	Philippines plan	
	2015	2014
	\$'000	\$'000
At 1 January	323	277
Net interest income	–	36
Remeasurement gains:–		
Return on plan assets (excluding amount in net interest)	3	–
Exchange differences	8	10
At 31 December	334	323

The fair values of the plan assets by each class as at the end of the reporting period are as follows:

	2015	2014
	\$'000	\$'000
Investments in unit investment trust fund (“UITF”) – Philippines plan	334	323

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

36. DEFINED BENEFIT OBLIGATION (CONTINUED)

Investments in UITF are ready-made investments that allow the pooling of funds that are managed by a local bank.

The plan asset's carrying amount approximates its fair value since these are marked-to-market.

The cost of defined benefit pension plans as well as the present value of the pension obligation is determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension for the defined benefit plans are shown below:

	2015	2014
<i>Discount rates:</i>		
Philippines plan	5.00%	4.56%
Thailand plan	3.00%	3.50%
Indonesia plan	9.25%	8.50%

<i>Expected rate of return on assets:</i>		
Philippines plan	2.50%	2.00%

<i>Future salary increases:</i>		
Philippines plan	6.00%	6.00%
Thailand plan	5.00%	5.00%
Indonesia plan	10.00%	10.00%

	2015 %	2014 %
<i>Mortality rate</i>		
Philippines plan	1994 Group Annuity Mortality Table	1994 Group Annuity Mortality Table
Thailand plan	75% of Thai Mortality Ordinary Table 2008	75% of Thai Mortality Ordinary Table 2008
Indonesia plan	Mortality Table of Indonesia 2011	Mortality Table of Indonesia 2011

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015

36. DEFINED BENEFIT OBLIGATION (CONTINUED)

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming if all other assumptions were held constant:

		31 December 2015		
	Increase/(decrease)	Philippines plan	Thailand plan	Indonesia plan
Discount rates	(Actual + 1.00%)	585	–	–
	(Actual – 1.00%)	701	–	–
	(Actual + 0.50%)	–	301	368
	(Actual – 0.50%)	–	328	418
Future salary increases	(Actual + 1.00%)	697	333	–
	(Actual – 1.00%)	587	286	–
	(Actual + 0.50%)	–	–	419
	(Actual – 0.50%)	–	–	367

The Group has no specific matching strategies between the retirement plan assets and the defined benefit obligation under the retirement plans.

The Group expects a total contribution of \$71,000 to its Philippines plan in 2016.

The average duration of the defined benefit obligation at the end of the reporting period is 13 years (2014: 14 years).

Shown below is the maturity analysis of the undiscounted benefit payments:

	2015 \$'000	2014 \$'000
Less than one year	39	32
More than one year to five years	302	321
More than five years to 10 years	980	914
More than 10 years to 15 years	2,217	2,388
More than 15 years to 20 years	3,021	4,027
More than 20 years	2,444	2,575

37. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of the directors on 28 March 2016.

SHAREHOLDINGS STATISTICS

AS AT 18 MARCH 2016

Issued and fully paid-up capital	–	S\$29,909,152.00
Total number of shares	–	361,897,000
Class of Shares	–	Ordinary
Voting Rights (excluding treasury shares)	–	One Vote Per Share

Distribution of Shareholdings

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	5	0.10	35	0.00
100 – 1,000	184	3.83	173,951	0.05
1,001 – 10,000	2,617	54.43	16,232,716	4.49
10,001 – 1,000,000	1,982	41.22	101,866,959	28.15
1,000,001 AND ABOVE	20	0.42	243,623,339	67.31
TOTAL	4,808	100.00	361,897,000	100.00

Twenty Largest Shareholders

NO.	NAME	NO. OF SHARES	%
1	RHB BANK NOMINEES PTE LTD	193,173,439	53.38
2	DBS NOMINEES PTE LTD	6,934,200	1.92
3	CITIBANK NOMS S'PORE PTE LTD	6,881,800	1.90
4	HSBC (SINGAPORE) NOMS PTE LTD	4,764,400	1.32
5	UNITED OVERSEAS BANK NOMINEES	3,867,600	1.07
6	TAN BOON KHAK HOLDINGS PTE LTD	3,293,000	0.91
7	DB NOMINEES (S) PTE LTD	3,060,700	0.84
8	POH KHENG MUI (FU QINGMEI)	2,968,000	0.82
9	OCBC NOMINEES SINGAPORE	2,795,100	0.77
10	UOB KAY HIAN PTE LTD	2,558,000	0.71
11	RAFFLES NOMINEES (PTE) LTD	1,939,700	0.53
12	EST OF MRS LIM NANCY NEE	1,600,000	0.44
13	LIM GECK CHIN MAVIS	1,600,000	0.44
14	DBS VICKERS SECS (S) PTE LTD	1,399,000	0.39
15	LEE SIENG MENG	1,259,500	0.35
16	TAN ENG YAM @ TAN ENG ANN	1,212,800	0.33
17	TAN ENG YAM HOLDINGS PTE LTD	1,195,000	0.33
18	QUEK GEOK ENG	1,080,000	0.30
19	OCBC SECURITIES PRIVATE LTD	1,039,100	0.29
20	KIM LENG TEE INVESTMENTS	1,002,000	0.28
	TOTAL	243,623,339	67.32

SHAREHOLDINGS STATISTICS

AS AT 18 MARCH 2016

Substantial Shareholders

Name of Substantial Shareholders	Direct Interest	%	Deemed Interest	%
Asia Systems Ltd ¹	193,173,439	53.38	–	–
Canopus Asia Systems, L.P. ²	–	–	193,173,439	53.38
PGA Partners Ltd ³	–	–	193,173,439	53.38
Ashish Jaiprakash Shastry ⁴	–	–	193,173,439	53.38

Notes:

1. 193,173,439 shares held by Asia Systems Ltd ("ASL") are registered in the name of RHB Bank Nominees Pte Ltd.
2. Canopus Asia Systems, L.P. ("Canopus") owns 100% of ASL and is deemed to be interested in all the shares held by ASL in the Company. Mr Ang Seong Kang Samuel, the CEO of the Company, has a minority interest in Canopus.
3. PGA Partners Ltd ("PGA") is the general partner of and controls Canopus. PGA is deemed to be interested in the shares held via Canopus in ASL.
4. Mr Ashish Jaiprakash Shastry owns all the issued share capital of PGA and he is deemed to be interested in the shares held via PGA and Canopus in ASL.

Public Float

Based on information available to the Company as at 18 March 2016, approximately 46.62% of the total number of issued shares of the Company is held in the hands of public, and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Limited is complied with.

SHAREHOLDINGS STATISTICS

AS AT 18 MARCH 2016

Total no. of issued shares

361,897,000

As at 18 March 2016

(LESS)

Substantial shareholders ("S.S")

	Direct Interest	%	Deemed Interest	%
Asia Systems Ltd	193,173,439	53.38	–	0.00
Canopus Asia Systems, L.P.		0.00	193,173,439	53.38
PGA Partners Ltd		0.00	193,173,439	53.38
Ashish Jaiprakash Shastry		0.00	193,173,439	53.38
			579,520,317	

Directors

Ang Seong Kang Samuel	0	0.00	25,000	0.01
Tan Lye Huat	0	0.00	–	0.00
Tan Choon Hong	0	0.00	–	0.00
Lee Kwok Cheong	0	0.00	–	0.00
Wong Su-Yen	0	0.00	–	0.00
			25,000	0.01

Immediate Family Members of Directors of Company

Lim Yew Hua (Spouse of Ang Seong Kang Samuel)	25,000	0.01
No. of shares held by Directors, S.S & immediate family members of Directors	193,198,439	53.38 (rounded)
Percentage of shareholdings held by the public as at 18 March 2016	168,698,561	46.62

updated as at 21 March 2016

NOTICE OF ANNUAL GENERAL MEETING

NERA TELECOMMUNICATIONS LTD (THE "COMPANY")
(INCORPORATED IN THE REPUBLIC OF SINGAPORE) CO. REGISTRATION NO. 197802690R

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Nera Telecommunications Ltd (the "Company") will be held at Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, Room: Nicoll 1 (Level 3) on Thursday, 28 April 2016 at 11.30 a.m. for the following purposes:—

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2015 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a Final Dividend (tax exempt one-tier) of one (1) cent per ordinary share for the financial year ended 31 December 2015. **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Article 87 of the Constitution of the Company:

Dr Lee Kwok Cheong	(Resolution 3)
Mr Ashish Jaiprakash Shastry	(Resolution 4)
	(See Explanatory Note 1)
4. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

5. To approve Directors' fee of S\$270,000 (2014: S\$270,000) for the financial year ended 31 December 2015. **(Resolution 6)**

6. AUTHORITY TO ISSUE SHARES

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

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

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

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

NOTICE OF ANNUAL GENERAL MEETING

NERA TELECOMMUNICATIONS LTD (THE "COMPANY")

(INCORPORATED IN THE REPUBLIC OF SINGAPORE) CO. REGISTRATION NO. 197802690R

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier." **(Resolution 7)**

(See Explanatory Note 2)

7. AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE PERFORMANCE SHARE PLAN

"That approval be and is hereby given to the directors to grant awards in accordance with the provisions of the Nera Telecommunications Performance Share Plan 2014" (the "**Share Plan**") to allot and issue from time to time such number of shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Share Plan, provided that the aggregate number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered or to be delivered pursuant to the awards granted under the Share Plan shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time, and that such authority, shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier." **(Resolution 8)**

(See Explanatory Note 3)

NOTICE OF ANNUAL GENERAL MEETING

NERA TELECOMMUNICATIONS LTD (THE "COMPANY")

(INCORPORATED IN THE REPUBLIC OF SINGAPORE) CO. REGISTRATION NO. 197802690R

ANY OTHER BUSINESS

8. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Foo Soon Soo

Company Secretary

Singapore, 13 April 2016

Explanatory Notes:

- 1) Dr Lee Kwok Cheong will, upon re-election as an Independent Director of the Company, remain as a member of the Audit and Risk Management Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He will also remain as the Chairman of the Remuneration Committee.

Mr Ashish Jaiprakash Shastry will, upon re-election as a Non-Executive Director of the Company, remain as a member of the Nominating Committee.
- 2) Resolution 7, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares at the time this Ordinary Resolution is passed. The total number of issued shares excluding treasury shares of the Company shall be the total number of issued shares excluding treasury shares at the time this Ordinary Resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issues consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- 3) Resolution 8, if passed, will empower the Directors effective until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the Share Plan which was approved by shareholders on 29 April 2014 and was last renewed at the Annual General Meeting of the Company on 28 April 2015, and to allot and issue shares in the capital of the Company pursuant to the Share Plan, provided that the aggregate number of shares issued and to be issued under the Share Plan does not exceed 10% of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.

NOTICE OF ANNUAL GENERAL MEETING

NERA TELECOMMUNICATIONS LTD (THE “COMPANY”)
(INCORPORATED IN THE REPUBLIC OF SINGAPORE) CO. REGISTRATION NO. 197802690R

Notes:

1. member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
2. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act, Chapter 50) is entitled to appoint more than two proxies to attend, speak and vote at the meeting.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy must be lodged at the registered office of the Company at 109 Defu Lane 10, Singapore 539225 at least forty-eight (48) hours before the time appointed for the AGM.
5. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the AGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to revoked if a member attends the AGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

Personal Data Privacy:

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

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Nera Telecommunications Ltd (the “Company”) will be closed on 9 May 2016 after 5.00 p.m. for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, KCK CorpServe Pte. Ltd. of 333 North Bridge Road #08-00, KH KEA Building, Singapore 188721 up to 5:00 p.m. on 9 May 2016 will be registered to determine shareholders' entitlements to the proposed final dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5:00 p.m. on 9 May 2016 will be entitled to the proposed final dividend.

Payment of the proposed dividend, if approved by the shareholders at the Annual General Meeting to be held on 28 April 2016 will be paid on 20 May 2016.

BY ORDER OF THE BOARD

Foo Soon Soo

Company Secretary
Singapore, 13 April 2016

NERA TELECOMMUNICATIONS LTD

Co. Registration No. 197802690R
(Incorporated in the Republic of Singapore)

PROXY FORM

ANNUAL GENERAL MEETING

I/We, _____

of _____

being *a member/members of NERA TELECOMMUNICATIONS LTD (the “Company”), hereby appoint

Name	Address	NRIC/ Passport No.	Proportion of shareholdings to be represented by proxy (%)
* and/or (delete as appropriate)			

as my/our proxy/proxies, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, Room: Nicoll 1 (Level 3) at 11.30 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the Annual General Meeting as indicated with an “√” in the spaces provided hereunder. If no specified directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/their discretion.

Please indicate your vote “For” or “Against” with a tick [√] within the box provided)

No.	Ordinary Resolutions	No. of Votes	
		For**	Against**
	Ordinary Business		
1.	To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2015 and the Auditors’ Report thereon.		
2.	To declare a Final Dividend (tax exempt one-tier) of one (1) cent per ordinary share for the financial year ended 31 December 2015.		
3.	To re-elect Dr Lee Kwok Cheong, a Director retiring under Article 87 of the Constitution of the Company.		
4.	To re-elect Mr Ashish Jaiprakash Shastri, a Director retiring under Article 87 of the Constitution of the Company.		
5.	To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.		
	Special Business		
6.	To approve Directors’ fee of S\$270,000 (2014: S\$270,000) for the financial year ended 31 December 2015.		
7.	To authorize Directors to issue shares pursuant to Section 161 of the Companies Act, Chapter 50.		
8.	To authorize the grant of awards and issue shares under the Performance Share Plan		

** All resolutions would be put to vote by poll in accordance with listing rule of Singapore Exchange Securities Trading Limited. If you wish to exercise all your votes “For” or “Against” the relevant resolution, please tick [√] within the relevant box. Alternatively, please indicate the number of Shares as appropriate.

Dated this _____ day of _____ 2016

Total Number of Shares Held

Signature(s) of Member(s)/Common Seal



IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

NOTES:

1. A member of the Company (other than a relevant intermediary as defined in Section 181 of the Companies Act, Cap. 50.) entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on his stead. Such proxy need not be a member of the Company.
2. A relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two proxies to attend the Meeting and vote.
3. Where a member of the Company appoints more than one proxy in a proxy form, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
4. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.
5. This instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
6. A corporation which is a member of the Company may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.
7. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at 109 Defu Lane 10, Singapore 539225 not later than 48 hours before the time set for the Annual General Meeting.
8. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.
10. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the Annual General Meeting.
11. Personal data privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated.

fold here

Affix
Postage
Stamp

The Company Secretary
NERA TELECOMMUNICATIONS LTD
109 Defu Lane 10
Singapore 539225

fold here

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms Wong Su-Yen*
Mr Ang Seong Kang Samuel, President & CEO**
Dr Lee Kwok Cheong*
Mr Tan Lye Huat*
Mr Ashish Jaiprakash Shastry***
Mr Tan Choon Hong***

AUDIT COMMITTEE

Mr Tan Lye Huat, Chairman
Mr Tan Choon Hong
Dr Lee Kwok Cheong

NOMINATING COMMITTEE

Ms Wong Su-Yen, Chairman
Mr Ashish Jaiprakash Shastry
Mr Tan Lye Huat

REMUNERATION COMMITTEE

Dr Lee Kwok Cheong, Chairman
Mr Tan Choon Hong
Ms Wong Su-Yen

COMPANY SECRETARY

Ms Foo Soon Soo

REGISTERED OFFICE

109 Defu Lane 10
Singapore 539225
Tel: (65) 6281 3388
Fax: (65) 6383 9566

REGISTRARS AND SHARE TRANSFER OFFICE

KCK Corpserve Pte. Ltd.
333 North Bridge Road #08-00
KH KEA Building
Singapore 188721
Tel: (65) 6837 2133
Fax: (65) 6339 0218

AUDITORS

Ernst & Young
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-in-charge: Ms Ho Shyan Yan
(appointed with effect from FY2015)

PRINCIPAL BANKERS

DBS Bank Ltd
12 Marina Boulevard
DBS Asia Central @ Marina Bay Financial Centre
Tower 3
Singapore 018982

The Hong Kong and Shanghai Banking Corporation Limited
21 Collyer Quay #04-01
HSBC Building
Singapore 049320

Skandinaviska Enskilda Banken AB (SEB)
50 Collyer Quay, #12-03
OUE Bayfront
Singapore 049321

Hong Leong Bank Berhad
Ground Floor, Tower A, PJ City Development
15A, Jalan 219, Section 51A
46100 Petaling Jaya
Selangor Darul Ehsan
Malaysia

* Independent Non-Executive Director

** Executive Director

*** Non-Executive Director

NERA

NERA TELECOMMUNICATIONS LTD

109 Defu Lane 10, Singapore 539225
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Co. Reg. No: 197802690R

