

# **SYSMA HOLDINGS LIMITED**

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# FINANCIAL STATEMENTS ANNOUNCEMENT

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS AND FINANCIAL YEAR ENDED 31 JULY 2021

# PART I -CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS AND FULL YEAR ENDED 31 JULY 2021

# A Condensed interim consolidated statement of comprehensive income

		Group						
			6 Months end	ed		Year ended		
		31/07/2021 Unaudited	31/07/2020 Unaudited	Increase/ (Decrease)	31/07/2021 Unaudited	31/07/2020 Audited	Increase/ (Decrease)	
	Note	S\$'000	S\$'000	%	S\$'000	S\$'000	%	
Revenue	4	30,387	15,126	100.9	55,855	33,751	65.5	
Cost of sales		(25,953)	(11,028)	135.3	(48,620)	(28,352)	71.5	
Gross profit		4,434	4,098	8.2	7,235	5,399	34.0	
Other gain- net								
- Other income		2,485	3,629	(31.5)	4,901	4,689	4.5	
Expenses								
- Other operating expenses		(1,609)	(1,637)	(1.7)	(3,216)	(2,927)	9.9	
- Administrative expenses		(3,276)	(2,798)	17.1	(5,645)	(4,279)	31.9	
- Finance costs		(156)	(263)	(40.7)	(321)	(294)	9.2	
Profit before income tax		1,878	3,029	(38.0)	2,954	2,588	14.1	
Income tax expense	5	(254)	(1,666)	(84.8)	(306)	(1,404)	(78.2)	
Profit for the year, representing total comprehensive income for the year		1,624	1,363	19.1	2,648	1,184	123.6	
Profit/ (loss) attributable to:								
Owners of the company		1,630	1,364	19.5	2,653	1,183	124.3	
Non-controlling interests		(6)	(1)	n.m.	(5)	1	n.m.	
		1,624	1,363	19.1	2,648	1,184	123.6	
Total comprehensive income/ (loss) attributable to:								
Owners of the company		1,630	1,364	19.5	2,653	1,183	124.3	
Non-controlling interests		(6)	(1)	n.m.	(5)	1	n.m.	
		1,624	1,363	19.1	2,648	1,184	123.6	
Weighted average number of ordinary shares ('000)		252,349	252,349	•	252,349	252,349	-	
Basic and diluted earnings per share (cent)		0.64	0.54	n.m.	1.05	0.47	n.m.	

n.m.: not meaningful

# SYSMA HOLDINGS LIMITED UNAUDITED RESULTS FOR THE YEAR ENDED 31 JULY 2021

		Group								
	6	Months ended	t	Year ended						
Profit after tax is arrived at:	31/07/2021 Unaudited	31/07/2020 Unaudited	Increase/ (Decrease)	31/07/2021 Unaudited	31/07/2020 Audited	Increase/ (Decrease)				
	S\$'000	S\$'000	%	S\$'000	S\$'000	%				
After charging:										
Depreciation of property, plant and equipment	3,860	1,961	96.8	5,756	2,291	151.				
Operating lease expenses	633	649	(2.5)	1,334	655	103				
Interest on lease liabilities	28	50	(44.0)	75	81	(7.				
Interest on bank loans	52	71	(26.8)	98	71	38				
Provisions	78	-	n.m.	298	680	(56.				
Provision for liquidated damages	-	20	n.m.	-	469	n.ı				
Loss allowance – other receivables	142	344	(58.7)	263	344	(23.				
and crediting:										
Rental income	294	152	93.4	442	382	15				
nterest income	125	278	(55.0)	258	859	(70.				
Net foreign exchange gains	131	1,023	(87.2)	110	1,065	(89.				
Write back of provisions	814	602	35.2	734	368	99				
Net write back of loss allowance	69	103	(33.0)	23	66	(65				
Write-back properties held for sale to cost	-	119	n.m.	-	119	n.				
Government grants	1,448	1,884	(23.1)	3,203	1,884	70				

n.m.: not meaningful ^: amount below S\$500

# Related party transactions

There are no material related party transactions during the current reporting period.

# B Condensed interim statements of financial position

		Gro	up	Com	pany
		31/07/2021	31/07/2020	31/07/2021	31/07/2020
		Unaudited	Audited	Unaudited	Audited
	Note	S\$'000	S\$'000	S\$'000	S\$'000
Assets					
Current assets					
Cash and cash equivalents		28,898	38,569	5,858	2,159
Pledged bank deposits		995	994	-	-
Trade and other receivables		7,433	4,824	5,712	4,393
Contract assets		4,378	4,429	-	-
Properties held for sale	6	3,469	3,469	-	
Total current assets		45,173	52,285	11,570	6,552
Non-current assets					
Property, plant and equipment	7	22,800	22,114	-	-
Investment property	6	514	530	-	- 1
Goodwill	8	4,908	4,427	-	-
Investment in subsidiaries		-	-	37,381	38,199
Investment in associate		^	٨	-	-
Financial asset measured at fair value through profit and loss	9	23,742	10,290	23,742	10,290
Other intangible assets	10	549	-	-	-
Other receivables		1,855	1,798	975	968
Contract assets		6,065	4,581		
Total non-current assets		60,433	43,740	62,098	49,457
Total assets		105,606	96,025	73,668	56,009
Liabilities and equity					
Current liabilities					
Trade and other payables		18,009	15,467	10,401	7,880
Contract liabilities		4,707	3,509	-	-
Provisions		5,674	6,384	-	-
Bank loans	11	1,362	526	-	-
Lease liabilities		1,406	833	-	-
Income tax payable		1,290	960	75	27
Total current liabilities		32,448	27,679	10,476	7,907
Non-current liabilities					
Trade and other payables		2,643	4,035	-	2,816
Lease liabilities		1,447	669	-	· -
Bank loans	11	8,142	4,533	-	-
Deferred tax liabilities		1,692	2,523	-	-
Total non-current liabilities		13,924	11,760	-	2,816
		-			

		Gro	up	Comp	pany
	Note	31/07/2021 Unaudited S\$'000	31/07/2020 Audited S\$'000	31/07/2021 Unaudited S\$'000	31/07/2020 Audited S\$'000
Capital and reserves		3\$ 000	39 000	39 000	39 000
Share capital	12	45,538	45,538	45,538	45,538
Treasury shares		(1,120)	(1,120)	(1,120)	(1,120)
Merger reserve		(3,517)	(3,517)	-	-
Equity reserve		(844)	(844)	-	-
Accumulated profits		18,371	15,718	18,774	868
Equity attributable to owners of the Company Non-controlling interests		58,458 806	55,775 811	63,192	45,286
Total equity		59,234	56,586	63,192	45,286
				,	
Total liabilities and equity		105,606	96,025	73,668	56,009

<sup>^:</sup> amount below S\$500

# B2 Aggregate amount of group's borrowings and debt securities

# Amount repayable in one year or less, or on demand

As at 31/07/2021	(Unaudited)	As at 31/07/2020 (Audited)			
Secured	Unsecured	Secured	Unsecured		
S\$'000	S\$'000	S\$'000	S\$'000		
2,768	-	1,359	-		

## Amount repayable after one year

As at 31/07/2021	(Unaudited)	As at 31/07/2020 (Audited)			
Secured	Unsecured	Secured	Unsecured		
S\$'000	S\$'000	S\$'000	S\$'000		
9,589	-	5,202	-		

# Details of any collateral

Lease liabilities are secured by certain works vehicles and office equipment of the Group with carrying amount of \$\$3,413,247 as at 31/07/2021 (31/07/2020: \$\$1,784,610).

Bank loans are secured by certain properties and land of the Group with carrying amount of S\$8,678,858 as at 31/07/21 (31/07/2020: S\$8,913,611).

# C Condensed interim consolidated statement of cash flows

		Gro	oup	
		Financial Year ended		
		Unaudited 31/07/2021	Audited 31/07/2020	
	Note	S\$'000	S\$'000	
Operating activities				
Profit before tax		2,954	2,588	
Adjustments for:-				
Depreciation of property, plant and equipment		5,756	2,291	
Amortisation of intangibles		61	-	
(Write-back)/ addition of provisions		(436)	312	
Provision for liquidated damages		-	469	
(Write-back)/ write-down of properties held for sale		-	(119)	
to (cost)/ net realizable value  Net foreign exchange gains from non-operating cash flows		(110)	, ,	
Interest income		, ,	(950)	
Finance costs		(258) 321	(859) 294	
Write-back of loss allowance		(23)		
Recovery of written off receivables		(23)	(40)	
Loss allowance – other receivables		263	(26) 344	
Government grant income				
Government grant expense		(3,203)	(1,884) 8	
Gain on disposal of property, plant and equipment		(136)	۸	
Operating cash flows before movements in working capital		(130)	-	
changes		5,195	3,378	
Trade and other receivables		(1,964)	2,603	
Contract assets		(1,116)	1,482	
Trade and other payables		(376)	(7,429)	
Contract liabilities		881	(1,225)	
Cash generated from/ (used in) operations		2,620	(1,191)	
Net government grant income received		3,316	1,939	
Tax paid		(1,317)	(1,293)	
Net cash generated from/ (used in) operating activities		4,619	(545)	
Investing activities		, -		
Interest received		59	551	
Purchase of property, plant and equipment		(2,591)	(1,055)	
Acquisition of subsidiaries	14	(1,442)	(9,840)	
Proceeds from disposal of property, plant, equipment		143	^	
Investment in financial asset measured at fair value through profit and loss		(13,462)	(10,290)	
Net cash used in investing activities		(17,293)	(20,634)	
Financing activities		(11,200)	(=0,00.)	
Repayment of bank borrowings		(555)	(258)	
Drawdown of bank loan		5,000	(230)	
Interest paid		(197)	(151)	
Repayment of lease liabilities		(1,244)	(937)	
Increase in pledged deposits		(1,244)	(1)	
Dividend paid		(1)	(2,523)	
Net cash generated from/ (used in) financing activities		3,003	(3,870)	
Net decrease in cash and cash equivalents				
Cash and cash equivalents at beginning of year		( <b>9,671)</b>	( <b>25,049)</b>	
		38,569	63,618	
Cash and cash equivalents at end of year		28,898	38,569	

<sup>^:</sup> amount below S\$500

# D Condensed interim statements of changes in equity

	Share Capital	Treasury Shares	Merger Reserve	Equity reserve	Accumulat ed profits	Equity attributable to owners of the Company	Non- controlling interests	Total Equity
The Group (Unaudited)	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 August 2020	45,538	(1,120)	(3,517)	(844)	15,718	55,775	811	56,586
Profit for the period, representing total comprehensive income for the								
financial period	-	-	-	-	1,023	1,023	1	1,024
Balance at 31 January 2021	45,538	(1,120)	(3,517)	(844)	16,741	56,798	812	57,610
Profit/(loss) for the period, representing total comprehensive income/(loss)								
for the financial period	-	-	-	-	1,630	1,630	(6)	1,624
Balance at 31 July 2021	45,538	(1,120)	(3,517)	(844)	18,371	58,428	806	59,234

	Share Capital	Treasury Shares	Merger Reserve	Equity reserve	Accumulat ed profits	Equity attributable to owners of the Company	Non- controlling interests	Total Equity
The Group (Audited)	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 August 2019	45,538	(1,120)	(3,517)	(844)	17,058	57,115	811	57,926
Loss)/ profit for the period, representing total comprehensive (loss)/ income for the financial period	-	-	-	-	(181)	(181)	2	(179)
Dividends	-	-	-	-	(2,523)	(2,523)	-	(2,523)
Balance at 31 January 2020 Profit/(loss) for the period,	45,538	(1,120)	(3,517)	(844)	14,354	54,411	813	55,224
representing total comprehensive income/ (loss) for the financial period Balance at 31 July 2020	45,538	(1,120)	(3,517)	(844)	1,364 <b>15,718</b>	1,364 <b>55,775</b>	(2) <b>811</b>	1362 <b>56,586</b>
Dalance at 31 July 2020	+5,536	(1,120)	(3,317)	(044)	15,716	35,775	011	30,300

Share Capital	Treasury Shares	Accumulated Profits	Total Equity
S\$'000	S\$'000	S\$'000	S\$'000
45,538	(1,120)	868	45,286
-	-	63	63
45,538	(1,120)	931	45,349
-	-	17,843	17,843
45,538	(1,120)	18,774	63,192
	\$\$'000 45,538 - 45,538	Share Capital         Shares           S\$'000         S\$'000           45,538         (1,120)           -         -           45,538         (1,120)	Share Capital         Shares         Profits           S\$'000         S\$'000           45,538         (1,120)           -         -           45,538         (1,120)           931           -         -           17,843

	Share Capital	Treasury Shares	Accumulated Profits	Total Equity
The Company (Audited)	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 August 2019	45,538	(1,120)	2,827	47,245
Profit for the period, representing total comprehensive income for the financial period	-	-	163	163
Dividend Paid	-	-	(2,523)	(2,523)
Balance at 31 January 2020	45,538	(1,120)	467	44,885
Profit for the period, representing total comprehensive income for the financial period	-	-	401	401
Balance at 31 July 2020	45,538	(1,120)	868	45,286

#### E Notes to the condensed interim financial statements

#### 1. Corporate information

Sysma Holdings Limited (the "Company") is incorporated and domiciled in Singapore and whose shares are publicly traded on the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST"). These condensed interim consolidated financial statements as at and for the six months ended 31 July 2021 comprise the Company and its subsidiaries (collectively "the Group"). The principal activity of the Company is that of investment holding.

The principal activities of the Group are:

- (a) Building and construction services;
- (b) Property development; and
- (c) Investment holding

## 2. Basis of preparation

The condensed interim financial statements for the six months ended 31 July 2021 have been prepared in accordance with Singapore Financial Reporting Standards International ("SFRS(I)") 1-34 Interim Financial Reporting (the "Standards") issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last financial statements for the year ended 31 July 2020.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in Singapore dollar which is the Company's functional currency.

# 2.1 New and amended standards adopted by the Group

A number of amendments to the Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those Standards.

## 2.2 New and revised SFRS(I) Standards in issue but not yet effective

At the date of authorisation of these condensed interim financial statements, the Group has not applied the following new and revised SFRS(I)s that have been issued but are not yet effective:

Amendments to SFRS(I) 16 Covid-19-Related Rent Concessions beyond June 30, 2021

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

Amendments to SFRS(I) 3 Reference to the Conceptual Framework

Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use

Annual improvements to SFRS(I) Amendments to IFRS 1-First-time Adoption of International Standards, Standards 2018 – 2020 Cycle IFRS 9 Financial instruments, IFRS 16 Leases and IAS 41 Agriculture.

The management does not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods.

#### 2.3 Use of judgements and estimates

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 July 2020.

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

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following note:

Note 6 – Valuation of properties held for sale and investment property

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial period are included in the below:

- Impairment of goodwill Key assumptions underlying value in use (refer to Note 8).
- Valuation of financial asset measured at fair value through profit and loss Key assumptions underlying net asset value (refer to Note 9).
- Provisions The Group is involved in construction projects and records provisions for projects.
   Management's estimates are based on terms as set out in the letter of award or contracts or management's experience. Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.
- Calculation of loss allowance The Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

## 3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period and year.

# 4. Revenue and segment information

For the purpose of the resource allocation and assessment of segment performance, the Group's chief operating decision maker has focused on the business operating units which in turn, are segregated based on their services. This forms the basis of identifying the operating segments of the Group.

Operating segments are aggregated into a single operating segment if they have similar economic characteristics. The Group is organized into the following main business segments:

- 1. Construction General builders and construction contractors and general engineering.
- 2. Property development Development of residential and commercial projects.
- 3. Investment holding Investment in unquoted equity shares of subsidiaries.

01 February 2021 to 31 July 2021 (Unaudited)	Building Construction S\$'000	Property Development S\$'000	Investment Holding S\$'000	Eliminations S\$'000	Group S\$'000
Revenue External Customers Inter-segment Total Revenue	30,387 3,554 33,941	- - -	45,010 45,010	(48,564) (48,564)	30,387 - 30,387
Results Profit before income tax Less: Income tax expense Profit for the financial year	3,312	(1,012)	45,316	(45,738)	1,878 (254) 1,624
Assets and Liabilities Segment assets Segment liabilities	64,217 42,322	1,550 54	39,839 3,996	-	105,606 46,372
Other Information Depreciation of property, plant and equipment	(3,860)	-	-	-	(3,860)
Net provisions Net loss allowance Loss allowance — other receivables Net foreign exchange gains Government grant Finance costs	736 69 - ^ 1,418 (79)	- - - - -	(142) 131 30 (77)	- - - - -	736 69 (142) 131 1,448 (156)
Interest income Addition to non-current assets	13 3,436	- -	112 -	-	125 3,436

<sup>^:</sup> amount below S\$500

01 February 2020 to 31 July 2020 (Unaudited)	Building Construction S\$'000	Property Development S\$'000	Investment Holding S\$'000	Eliminations S\$'000	Group S\$'000
Revenue External Customers Inter-segment Total Revenue	15,126 3,596 18,722	- - -	- -	(3,596) (3,596)	15,126 - 15,126
Results Profit before income tax Less: Income tax expense Profit for the financial year	2,715	7,545	107	(7,338)	3,029 (1,666) 1,363
Assets and Liabilities Segment assets Segment liabilities	70,764 32,846	2,539 51	22,722 6,542	-	96,025 39,439
Other Information Depreciation of property, plant and equipment Net provisions	(1,961) 602	-		<del>-</del>	(1,961)
Net loss allowance Loss allowance – other receivables Net foreign exchange gains Government grant	103 - 226 1,789	- - -	(344) 797 95	- - -	103 (344) 1,023 1,884
Finance costs Interest income Addition to non-current assets	(119) 144 1,699	- - -	(144) 134	- - -	(263) 278 1,699
Write-back properties held for sale to cost	-	-	119	-	119

01 August 2020 to 31 July 2021 (Unaudited)	Building Construction S\$'000	Property Development S\$'000	Investment Holding S\$'000	Eliminations S\$'000	Group S\$'000
Revenue External Customers Inter-segment Total Revenue	55,855 6,336 62,191		45,010 45,010	(51,346) (51,346)	55,855 - 55,855
Results Profit before income tax Less: Income tax expense Profit for the financial year	3,912	(1,017)	45,574	(45,515)	2,954 (306) 2,648
Assets and Liabilities Segment assets Segment liabilities	64,217 42,322	1,550 54	39,839 3,996	-	105,606 46,372
Other Information Depreciation of property, plant and equipment	(5,756)	-	- 5,990	-	(5,756)
Net provisions Net loss allowance Loss allowance – other receivables Net foreign exchange gains	436 23 -	- - -	(263) 110	-	436 23 (263) 110
Government grant Finance costs Interest income Addition to non-current assets	3,106 (171) 50 4,996	- - -	97 (150) 208	- - -	3,203 (321) 258 4,996

<sup>^:</sup> amount below S\$500

01 August 2019 to 31 July 2020 (Audited)	Building Construction S\$'000	Property Development S\$'000	Investment Holding S\$'000	Eliminations S\$'000	Group S\$'000
Revenue External Customers Inter-segment Total Revenue	33,751 3,596 37,347	- -	- - -	(3,596) (3,596)	33,751 - 33,751
Results Profit before income tax Less: Income tax expense Profit for the financial year	1,909	7,519	341	(7,181)	2,588 (1,404) 1,184
Assets and Liabilities Segment assets Segment liabilities	70,764 32,846	2,539 51	22,722 6,542	-	96,025 39,439
Other Information Depreciation of property, plant and equipment	(2,291)	-	-	-	(2,291)
Net provisions Net loss allowance Loss allowance – other receivables	(312) 66 -	-	- (344)	- - -	(312) 66 (344)
Net foreign exchange gains Government grant Finance costs Interest income	189 1,789 (148) 397	- - -	876 95 (146) 462	- - -	1,065 1,884 (294) 859
Addition to non-current assets Write-back properties held for sale to	1,699 -	- -	- 119	-	1,699 119

<sup>^:</sup> amount below S\$500

Geographical information – The Group only operates in Singapore.

Timing of revenue recognition – Construction revenue is from construction contracts over time.

# 5. <u>Income tax expense</u>

	6 months ended 31 July 2021	6 months ended 31 July 2020	12 months ended 31 July 2021	12 months ended 31 July 2020
	S\$'000	S\$'000	S\$'000	S\$'000
Current:				
Income tax	594	273	967	273
Deferred tax	(89)	1,268	(89)	1,268
	505	1,541	878	1,541
(Over) / Under provision of current tax in prior years	(251)	125	(572)	(137)
•	254	1,666	306	1,404

# 6. Property held for sale and investment property

	2021	2020
	S\$'000	S\$'000
Properties held for sale	3,469	3,469

The Group's investment property is used for commercial purposes:

	2021	2020
	S\$'000	S\$'000
Cost		
Balance at beginning of year	530	=
Acquisitions through business combinations	-	530
Balance at end of year	530	530
Accumulated depreciation		
Balance at beginning of year	-	-
Depreciation charge for the year	16	
Balance at end of year	16	<u>-</u>
Net book value		
As at 31 July	514	530

#### 6.1 Valuation

#### 6.1.1 Properties held for sale

The properties held for sale are held at the lower of the cost and net realisable value. The net realisable value is determined based on assessment by an independent professional valuer. The valuation process involves significant judgements to determine the appropriate valuation methodologies and adjustments to comparable property prices when using the direct comparison method.

### 6.1.2 Investment property

The investment property is measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment property is carried at cost less accumulated depreciation and impairment losses. Impairment losses are assessed by reference to valuations performed by an independent professional valuer. The valuation process involves significant judgements to determine the appropriate valuation methodologies and adjustments to comparable property prices when using the direct comparison method.

## 7. Property, plant and equipment

During the six months ended 31 July 2021, the Group acquired assets amounting to \$\$3.2 million (31 July 2020: \$\$1.4 million) and disposed of assets with carrying amount of around \$\$7,000 (31 July 2020: Nil).

## 8. Goodwill

	Goodwill on Consolidation
	S\$'000
Cost and carrying amount:	
As at 31 January 2021	4,427
Acquisition of subsidiary	481
As at 31 July 2021	4,908

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

In accordance with the requirements of SFRS(I) 1-36, the value in use calculations applied a discounted cash flow model using management approved cash flow projections.

The key assumptions used in determining the recoverable amount of the cash generating units ("CGUs") are those regarding discount rates, revenue growth rates, profitability margins, capital expenditures, working capital cycles and non-operating cash balances, as at the assessment date

The discount rates applied to the cash flows projections are derived from the weighted average cost of capital plus a reasonable risk premium applicable to the CGUs at the date of assessment of the recoverable amounts. The growth rates used to extrapolate the cash flows of KH Engineering Ltd. ("KHE") and KH Instrumentation Pte. Ltd. ("KHI") are (13.5)% and (24.8)% respectively for FY2022 and, 5% and 5% respectively for subsequent years (FY2020: growth rates used for subsequent years were 10% and 15% respectively). This does not exceed

the long-term growth rate for the relevant markets. The implied pre-tax rates used to discount the cash flow projections of the respective CGUs are as follows:

- (a) The rate used to discount the cash flows from KHE is 8.0%.
- (b) The rate used to discount the cash flows from KHI is 8.0%.

The values assigned to other key assumptions are based on past performances and expected future market development.

As at the end of the respective reporting periods, any reasonably possible change to the key assumptions applied is not likely to cause the recoverable amounts to be below the carrying amount of the CGU.

# 9. Financial asset measured at fair value through profit and loss

	2021	2020
	S\$'000	S\$'000
Investment in unquoted equities (Level 3)		
- Issuer A (Euro)	10,207	10,290
- Issuer B (USD)	13,535	-
	23,742	10,290

During the year, the Group acquired shares in a Singapore domiciled company amounting to less than 10% of the investee's shareholding. At the date of acquisition, the fair value of the investment was approximately S\$13.5 million.

There have been no changes in the fair value of financial assets at fair value in 2021 (2020: Nil) and changes in carrying amounts are due to movements in exchange rates.

The fair value of the investment in Issuer A's unquoted equities has been assessed by reference to valuations performed by independent valuer having appropriate recognised professional qualification. The fair values have been estimated based on the Group's share of the net asset value of the investee, which approximates its fair value as at the end of the reporting period. The investee's main assets are investment properties. For the investment in Issuer B's unquoted equities acquired during the year, fair value is estimated using valuation that arose from the subsequent round of external financing as a proxy.

Management assessed that the fair value of the financial assets is reasonable.

#### 10. Other intangible assets

Other intangible assets relate to the customer contracts secured by Dae Sung Construction Pte. Ltd. ("DSC") prior to its acquisition date.

These contracts legally bind DSC to the main contractors, to fulfil the agreed scopes of works and earn the sub-contract sums.

Fair value of the customer contracts was estimated using the multi period excess earnings method ("MEEM"), with the assistance of independent appraisers.

#### 11. Bank loans

On 1 July 2021, the Group drew a loan of S\$5.0 million, which bears an interest of 2.25% per annum. The loan is repayable on a monthly repayment and matures on 31 July 2026.

The loan is secured by a corporate guarantee provided by the Group.

# 12. Share capital

	Number of shares	Share Capital (S\$)
As at 31 July 2021 and 31 July 2020	252,348,600	44,418,066

There were 8,651,400 treasury shares (representing 3.4% of the Company's 252,348,600 ordinary shares (excluding treasury shares)) as at 31 July 2021 and 31 July 2020.

The Company did not have any outstanding options or convertibles as at 31 July 2021 and 31 July 2020. There were no subsidiary holdings as at 31 July 2021 and 31 July 2020.

#### 13. <u>Dividends</u>

On 27 December 2019, a final one-tier tax exempt dividend of 1.0 (cents) per share amounting to \$2,523,486 in respect of the financial year ended 31 July 2019 was paid to shareholders.

A first and final one-tier tax exempt dividend of 0.5 (cents) per share amounting to \$1,261,743 in respect of the financial year ended 31 July 2021 has been recommended. No dividends were declared or paid for the financial year ended 31 July 2020.

## 14. Acquisition of subsidiary

On 31 March 2021, the Group acquired 100% of the issued share capital of DSC (specialized in ground improvement work) for cash considerations.

This transaction has been accounted for by the acquisition method of accounting.

#### Consideration transferred (at acquisition date, fair value)

	S\$'000
Cash	2,000
Deferred consideration	500
Total	2,500

Acquisition-related costs amounting to S\$43,366 have been excluded from the consideration transferred and have been recognized as an expense in the period, within the "other operating expenses" line item in the statement of profit or loss and other comprehensive income.

#### Assets and liabilities recognised as a result of the acquisition

	S\$'000
Cash and cash equivalents	558
Contract assets	317
Trade and other receivables	744
Property, plant and equipment	1,437
Intangible assets	610
Trade and other payables	(564)
Contract liabilities	(317)
Current income tax liabilities	(309)
Lease liabilities	(256)
Deferred tax liabilities	(201)
Net identifiable assets acquired	2,019
Add: Goodwill	481
	2,500

Goodwill arose in the acquisitions because the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of the targets. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

#### 15. Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.

On 1 August 2021, the Proposed KHEL Share Issuance and Proposed KHIPL Share Issuance (each defined in the SPA Announcement dated 22 April 2021) have been successfully completed. Following the completion, the Company's shareholding percentage in KHEL was reduced from 100% to 80% and KHEL's shareholding percentage in KHIPL was reduced from 100% to 90%.

#### PART II - OTHER INFORMATION REQUIRED BY APPENDIX 7C OF THE CATALIST RULES

#### 1. Review

The condensed consolidated statement of financial position of the Company and its subsidiaries as at 31 July 2021 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the sixmonth period ended 31 July 2021 and certain explanatory notes have not been audited or reviewed by the Company's auditors.

- 2. Net asset value (for the issuer and Group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the: -
  - (a) current period reported on; and
  - (b) immediately preceding financial year

	Group		Company	
	31/07/2021	31/07/2020	31/07/2021	31/07/2020
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(Singapore cents)	(Singapore cents)	(Singapore cents)	(Singapore cents)
Net asset value per ordinary share attributable to owners of the company	23.15	22.10	25.04	17.95

As at 31 July 2021, the number of ordinary shares issued (excluding treasury shares) is 252,348,600 (31 July 2020: 252,348,600).

#### 3. Review of performance of the Group

# Review of Group Performance for the financial year ended 31 July 2021 ("FY2021") vs the financial year ended 31 July 2020 ("FY2020")

The increase in revenue was due to contribution from the building and construction segment, amounting to \$\$55.9 million of revenue from customers compared to \$\$33.8 million in FY2020. The increase was mainly due to the gradual reopening of the construction industry in FY2021 which had been severely affected in FY2020 due to the COVID-19 pandemic. The contribution from KH Engineering Limited and its subsidiaries (collectively, the "KH Group") increased from \$\$4.4 million in FY2020 to \$\$22.5 million in FY2021. This was mainly due to full year revenue recognition (with no major construction site closures) in FY2021 for the entities acquired in FY2020, as well as \$\$1.2 million of revenue contributed by the newly acquired Dae Sung Construction Pte. Ltd ("DSC").

The increase in cost of sales was mainly in line with the increase in revenue. The higher cost of sales margin for FY2021 is attributable to additional resources expended to accelerate progress of projects post lockdown.

The gross profit margin decreased to 13.0% in FY2021 as compared to 16.0% in FY2020.

The other income increased marginally from S\$4.7 million in FY2020 to S\$4.9 million in FY2021. This was mainly due to an increase in government grants of S\$1.3 million mainly from the Job Support Scheme and the Building and Construction Authority COVID-Safe project-based support, increase in gain on disposal of fixed assets of S\$0.1 million, increase in rental income by S\$0.1 million as equipment was rented to customers during the year, and increase in miscellaneous income by S\$0.3 million which arose mainly from the disposal of scrap iron in the year due to higher market prices. This was offset by a decrease in foreign exchange gains of S\$1.0 million and interest income from fixed deposit of S\$0.6 million.

The other operating expenses increased marginally from \$\$2.9 million in FY2020 to \$\$3.2 million in FY2021. This was mainly due to an increase in staff related expenses of \$\$0.1 million, an increase in professional fees of \$\$0.1 million, and an increase in provision of loss allowance of \$\$0.1 million.

The increase in administrative expenses is mainly due to the full year staff remuneration expenses from KH Group.

Depreciation expense had increased by approximately S\$3.5 million from S\$2.3 million in FY2020 to S\$5.8 million in FY2021 mainly due to the full year recognition of the results and performance of the KH Group entities acquired in the second-half of FY2020, the newly acquired DSC, as well as purchases of fixed assets in the

current year. Amortization expense increased to approximately S\$0.1 million in FY2021 due to recognition of intangible assets on the acquisition of DSC in the current reporting period.

The income tax expense saw a decrease of S\$1.1 million due to a decrease in deferred tax expense of S\$1.4 million (reversal of S\$0.1 million in FY2021 as compared to S\$1.3 million in FY2020) and increase in overprovision of prior year tax of S\$0.4 million. This was offset by increase in current tax expense of S\$0.7 million.

As a result of the above, our net profit saw an increase of S\$1.4 million to S\$2.6 million.

#### **Review of Group Financial Position**

As at 31 July 2021, current assets amounted to S\$45.2 million or approximately 42.8% of total assets. Current assets decreased by approximately S\$7.1 million mainly due to decrease in cash and cash equivalents of S\$9.7 million, offset by increase in trade and other receivables of S\$2.6 million.

Decrease in cash and cash equivalents was mainly due to net cash outflow from investing activities of S\$17.3 million offset by the net cash inflow from operating activities of S\$4.6 million and net cash inflow from financing activities of S\$3.0 million.

Increase in trade and other receivables of S\$2.6 million is in line with increased billings in the Group's building construction business during the year.

Current contract assets increased mainly due to contribution from the newly acquired DSC.

Non-current assets amounted to S\$60.4 million or approximately 57.2% of total assets. The S\$16.7 million increase in non-current assets was mainly due to the investment in an additional financial asset measured at fair value through profit and loss of S\$13.5 million. This is further increased by increase in property, plant and equipment of S\$0.7 million (including from the acquisition of DSC), increase in goodwill of S\$0.5 million (from the acquisition of DSC), recognition of intangible assets of S\$0.5 million (from the acquisition of DSC), and the increase in non-current retention receivables of S\$1.5 million.

Current liabilities amounted to S\$32.4 million or approximately 70.0% of our total liabilities. Current liabilities increased by approximately S\$4.8 million mainly due to increase in trade and other payables of S\$2.6 million, which is in line with the increase in cost of sales due to acceleration of projects and includes the \$0.5 million accrual for the final payment in the acquisition of DSC. This is further increased by the increase in contract liabilities of S\$1.2 million, bank loans of S\$0.8 million, lease liabilities of S\$0.6 million, and income tax payable of S\$0.3 million, offset by decrease in provisions of S\$0.7 million.

Provisions had decreased by S\$0.7 million after the year-end review of projects.

Bank loans increased by S\$0.8 million (current) and S\$3.6 million (non-current) mainly due to the drawdown of the Government-Assisted Temporary Bridging Loan amounting to S\$5.0 million. This was offset by loan repayments during the year.

Lease liabilities had increased by S\$0.5 million (current) and S\$0.8 million (non-current) due to new leases, as well as extension of existing ones.

Income tax payable increased by S\$0.3 million, in line with the increase in current tax expense and offset by repayment of tax in the current year.

Non-current liabilities amounted of S\$14.0 million or approximately 30.0% of our total liabilities. The increase of S\$2.2 million is mainly attributable to increases in bank loans of S\$3.6 million, lease liabilities of S\$0.8 million, offset by decreases in non-current trade and other payables of S\$1.4 million, and deferred tax liabilities of S\$0.8 million.

Non-current tax liabilities decreased mainly due to settlement of revised tax of previous Years of Assessment ("YA"), offset by additional tax liabilities recognised due to the acquisition of DSC.

Accumulated profits increased by S\$2.6 million due to the net profit of S\$2.6 million earned in the financial year.

#### **Review of Statement of Cash Flows**

In FY2021, net cash inflows from operating activities of approximately S\$4.6 million was a result of operating cash inflows before working capital changes of approximately of S\$5.2 million, adjusted for net working capital outflows

of approximately S\$2.6 million, and income tax paid of S\$1.3 million, offset by grant income receipts of S\$3.3 million and a result of the following material movements in FY2021:

- Depreciation of property plant and equipment had increased by S\$3.5 million as explained in the "Review of Group Performance" above.
- Decrease in interest income of S\$0.5 million was due to the Group utilising the funds previously in fixed deposits on identified investment opportunities in the financial year (investment in unquoted equities), hence resulting in a reduction in interest income received from fixed deposits.
- Proceeds from disposal of property, plant and equipment of \$\$143,000 in FY2021 due to the Group managing to get a return on disposal of fully/almost fully depreciated assets in the financial year.

The net working capital outflows of approximately S\$2.6 million were mainly due to increases in trade and other receivables of S\$2.0 million, contract assets of S\$1.1 million, decrease in trade and other payables of S\$0.4 million, offset by increase in contract liabilities by S\$0.9 million.

Net cash outflow from investing activities amounted to S\$17.3 million and was mainly due to the investment in financial asset measured at fair value through profit and loss of S\$13.5 million, purchase of PPE of S\$2.6 million, acquisition of subsidiary of S\$1.4 million, offset by disposal of PPE of S\$0.1 million and receipt of interest of S\$0.1 million.

Net cash inflow from financing activities amounted to approximately \$\\$3.0 million and was mainly due to drawdown of bank borrowings of \$\\$5.0 million, offset by repayment of bank borrowings of \$\\$0.6 million, repayment of interest of \$\\$0.2 million, and repayment of lease liabilities of \$\\$1.2 million.

The increase in drawdown of bank borrowings was due to the Group utilising the Government-Assisted Temporary Bridging Loan as stated above in the "Review of Group Financial Position".

4. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable as no forecast or prospect statement has been previously disclosed to shareholders.

5. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

For FY2021, the Group reported a net profit of S\$2.6 million, an increase of S\$1.4 million from the net profit of S\$1.2 million recorded in FY2020.

With a healthy balance sheet and cash reserves, the Group will continue to keep a lookout for suitable opportunities to grow its business strategically.

## Impact of COVID-19 on the Group's Operations

The Group was able to manage the COVID-19 pandemic's impact of increased cost of construction materials, and rising cost of manpower due to labour shortage arising from border restrictions. However, these impacts put downward pressure on the project's profitability. Government assistance aided to buffer part of the rising costs

Notwithstanding the above, the Board will actively monitor and take necessary steps to mitigate the continuing impact of the COVID-19 pandemic on the businesses of the Group.

## **Building Construction Business**

The Group's building construction business continued to remain stable in FY2021, as it focused on timely execution and delivery of its order book which amounted to S\$36.4 million as at 31 July 2021.

In FY2021, the Group secured contracts worth approximately S\$10.9 million.

The Group successfully completed the acquisition of DSC in March 2021. DSC principally engages in the business of providing services in relation to ground improvement works in Singapore. The Group will utilize these newly acquired capabilities to diversify its revenue streams as well as to synergize them with its existing strengths.

Moving forward, the Group will continue to leverage on its strong market reputation as a trusted builder of Good Class Bungalows ("GCBs") and high-end landed properties, and actively bid for new projects.

#### **Property Development Business**

The Group continues to maintain its 30% stake in Lascelles Park Limited, a property development company in the United Kingdom.

The Group will continue to market the three remaining commercial units in 28 RC Suites.

#### Investments

The Group continues to maintain its investment in Elite Logistics Fund and Blue Planet Environmental Solutions Pte Ltd. Please refer to Section 9 of Part I for additional details.

Please refer to Section 15 of Part I for details on subsequent events.

6. Details of any changes in the company's share capital arising from rights issue, bonus issue, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

Please refer to Section 12 of Part I.

7. To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

Please refer to Section 12 of Part I.

8. A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on

Not applicable. There were no sales, transfers, cancellation and/or use of treasury shares during and as at the end of the current financial period / year reported on.

A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end
of the current financial period reported on.

Not applicable. The Company did not have any subsidiary holdings during and as at the end of current financial Period / year reported on.

 Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

Please refer to section 1 of Part II.

11. Where the figures have been audited or reviewed, the auditors' report (including any modifications or emphasis of a matter).

Not applicable.

- 12. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion (this is not required for any audit issue that is a material uncertainty relating to going concern):—
  - (a) Updates on the efforts taken to resolve each outstanding audit issue.

Not applicable.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable.

13. Where the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Please refer to Section 2 of Part I.

14. If there were any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Please refer to Section 2 of Part I.

#### 15. Dividend information

(a) Current Financial Period Reported on

A first and final dividend in respect of the financial year ended 31 July 2021 has been recommended.

(b)(i) Amount per share (cents)

Name of Dividend : First and Final Dividend

Dividend Type : Cash

Dividend amount per ordinary share : 0.5 Singapore cents (based on 252 million shares)

Tax Rate : One-tier tax exempt

(b)(ii) Corresponding period of the Immediately Preceding Financial Year

No dividends were declared or paid for the financial year ended 31 July 2020.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated)

The dividend is tax exempt in the hands of the shareholders.

(d) Date Payable

The proposed dividend for FY2021, subject to shareholders' approval at the forthcoming Annual General Meeting, will be paid out at a date to be announced.

(e) Books closure date

The books closure date will be announced at a later date.

16. If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.

Not applicable.

## 17. Interested person transactions

The Group does not have a general mandate for interested person transactions. There was no interested person transaction of S\$100,000 or more entered into during FY2021.

18. Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1)

The Company hereby confirms that it has procured undertakings from all the directors and executive officers under Rule 720(1).

## 19. Disclosure of acquisition (including incorporations) and sale of shares under Catalist Rule 706A

The Company, through its subsidiary, Kian Hock Engineering Pte Ltd had acquired the entire issued share capital of Dae Sung Construction Pte Ltd ("DSC") for a total consideration of \$\$2.5 million on 31 March 2021 resulting in DSC becoming a subsidiary of the Company during FY2021. The total consideration was based on arm's length negotiations and was arrived at after taking into account, inter alia, the operating and historical profits track record of DSC, profitability mainly from existing outstanding orders secured together with the business prospects and challenges within the construction industry. The total consideration will be funded through internal resources. As at 31 July 2021, \$\$2 million of the Consideration has been satisfied. The remaining \$\$0.5 million is to be satisfied on the date of expiry of six months from completion date of 31 March 2021.

Please refer to section 14 of Part I for additional details on the acquisition of DSC.

Save as disclosed above, there were no other incorporations of new entities, acquisitions, and sale of shares during the financial year ended 31 July 2021.

## PART III - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

Review of performance of the Group – turnover and earnings

Please refer to sections 3 and 5 of Part II.

#### 2. A breakdown of revenue as follows:

	FY2021 (Unaudited)	FY2020 (Audited)	Increase/ (decrease)
	S\$'000	S\$'000	S\$'000
Revenue reported for 1 <sup>st</sup> half year	25,468	18,625	6,843
Operating profit after tax before deducting non-controlling interests reported for 1st half year	1,024	(179)	1,203
Revenue reported for 2 <sup>nd</sup> half year	30,387	15,126	15,262
Operating profit after tax before deducting non-controlling interests reported for 2 <sup>nd</sup> half year	1,624	1,363	261

3. Disclosure of persons occupying a managerial position who are related to a director, Chief Executive Officer or substantial shareholder of the issuer pursuant to Rule 704(10).

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Sin Wei Ming	46	Nephew of Executive Chairman and Group Chief Executive Officer	Director, Dae Sung Construction Pte Ltd.     Responsible for project operations.     This position was first held in 2021.	With effect from March 2021.
		Cousin of Executive Director and Deputy Chief Executive Officer	<ul> <li>(b) General Manager, Kian Hock Piling Pte Ltd.</li> <li>Responsible for project operations of Kian Hock Group companies.</li> <li>This position was first held in 2020.</li> </ul>	With effect from October 2020.
			Site Engineer, KH Instrumentation Pte Ltd     This is not a managerial role.     This position was first held in 2017.	No change

#### BY ORDER OF THE BOARD

SIN SOON TENG EXECUTIVE CHAIRMAN AND GROUP CEO 24 September 2021

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, <a href="mailto:sponsorship@ppcf.com.sg">sponsorship@ppcf.com.sg</a>.