V2Y

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

The contact person for the Sponsor is Mr Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd., 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtgoc.com.

CORPORATE PROFILE

The Company was incorporated in Singapore on 28 June 2017, in accordance with the Companies Act as a private limited company under the name of "Synagie Corporation Pte. Ltd.". The Company was subsequently renamed to "Synagie Corporation Ltd." on 27 June 2018 in connection with its conversion into a public company limited by shares. On 12 November 2020, the Company's name was changed to V2Y Corporation Ltd.

On 5 November 2020, the Company had completed the sale of its E-Commerce and E-Logistics business segment (the "Disposal Group") and accordingly financial results of the Disposal Group were classified as discontinued operations. Please refer to announcements made on 5 August 2020, 4 September 2020, 28 September 2020 and 5 November 2020 for further information.

The Insurtech business segment provides third party administration and value-added services to help our brand partners in the computer, communication and consumer electronics sector manage and execute their extended warranty and accidental damage protection programmes. Leveraging on its technology platform and ecosystem, the Group is looking to expand its Insurtech business by extending existing offerings and new products to its brand partners, channel partners and end consumers.

KEY EVENTS

MARCH 2020

Incorporation of Synagie Hong Kong Limited.

JUNE 2020

Incorporation of PT Synagie Ecommerce Indonesia, entering the Indonesia Market.

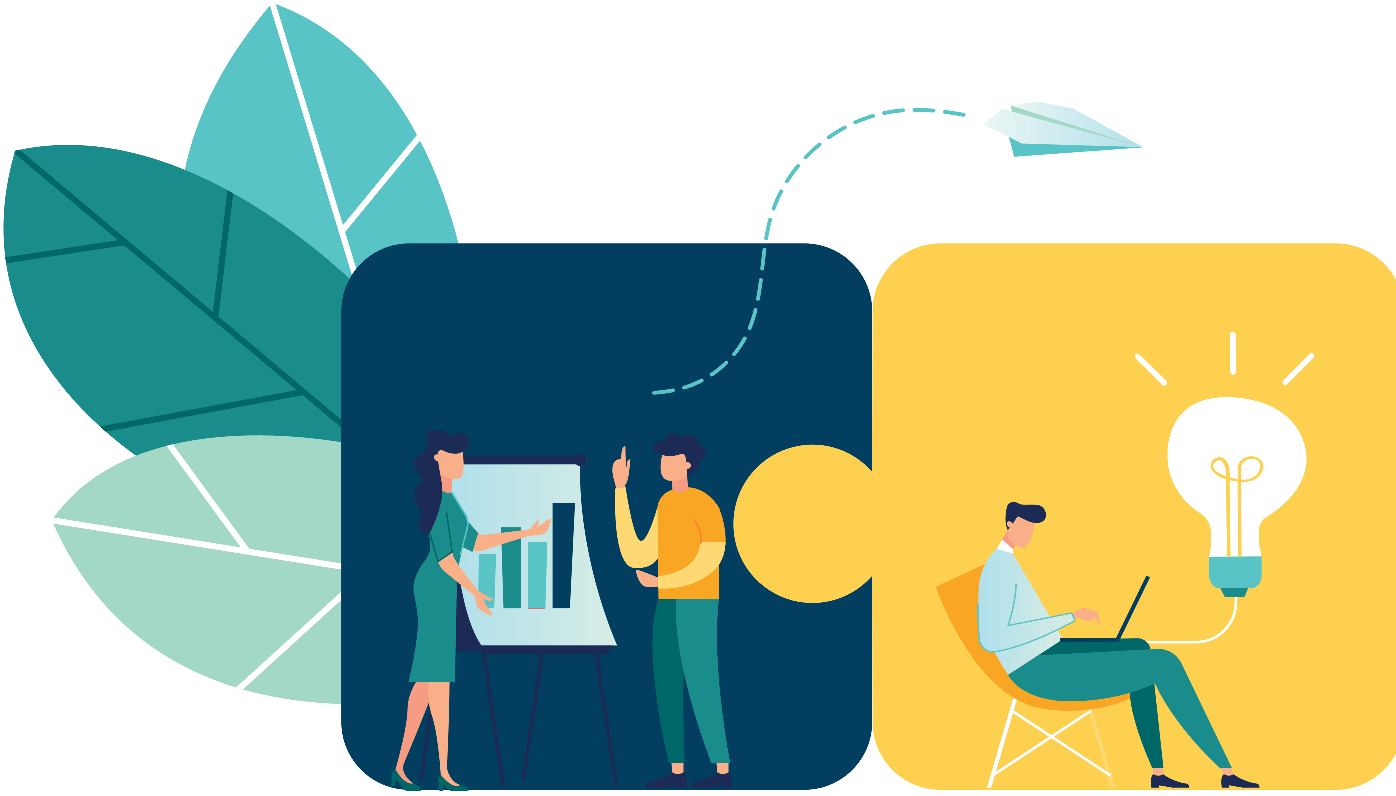
AUGUST 2020

Entered into Sales & Purchase Agreement with Synagistics Pte. Ltd. as a purchaser and Metadrome Ltd as a guarantor to the Company, for the sale of its E-Commerce and E-Logistics business segments for a consideration of S$61.7 million ("Proposed Disposal").

NOVEMBER 2020

The Proposed Disposal was completed on 5 November 2020.

CHAIRMAN'S MESSAGE



The Group had completed its sale of its E-Commerce and E-Logistics Business segments on 5 November 2020 for a total consideration of S$61.7 million with a gain on disposal of subsidiaries of S$59.4 million.

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of V2Y Corporation Ltd., I am pleased to present the annual report for the financial year ended 31 December 2020 ("FY2020").

FY2020 has been a challenging year with the outbreak of the COVID-19 virus. The pandemic has adversely impacted the global economy. According to the Ministry of Trade and Industry (MTI), Singapore's GDP contracted by 5.4% in 2020 as compared to a 1.3% growth in 2019[1]. In respond to the pandemic, the Singapore government imposed a series of measures including travel restrictions, work from home and safe distancing management. A circuit breaker period was also implemented from April 2020 to June 2020 to further reduce the

[1] https://www.businesstimes.com.sg/government-economy/mti-maintains-singapores-gdp-growth-forecast-at-4-to-6-for-2021

[2] https://www.gartner.com/en/newsroom/press-releases/2021-01-11-gartner-says-worldwide-pc-shipments-grew-10-point-7-percent-in-the-fourth-quarter-of-2020-and-4-point-8-percent-for-the-year

CHAIRMAN'S MESSAGE

transmission of COVID-19. Many industries were adversely affected by these measures during the year.

Despite this, the COVID-19 situation had provided us with the opportunity to expand our E-Commerce business. Besides expanding our E-Commerce presence in Indonesia, we also experienced a surge in our E-Commerce sales and a one-off demand boost in pandemic-related products like hand sanitisers and masks during the circuit breaker period.

As a result, revenue contribution from our E-Commerce and E-Logistics segments increased from S$16.3 million in FY2019 to S$48.0 million for the 10 months ended 31 October 2020.

On 5 August 2020, the Company entered into a sales and purchase agreement with Synagistics Pte. Ltd. as a purchaser and Metadrome Ltd as a guarantor to the Company to dispose E-Commerce and E-Logistics Business segments ("Proposed Disposal"). The Proposed Disposal was completed on 5 November 2020 for a total consideration of S$61.7 million with the Group recording a gain on disposal of subsidiaries of S$59.4 million.

With this sale, the Group was able to return capital amounting S$0.0886 per ordinary share to our shareholders and direct our focus on our Insurtech business. Prior to the above, the Group also declared a special one-tier tax-exempt cash dividend of S$0.1028 per ordinary share, which was paid on 20 November 2020.

In FY2020, we faced a slowdown in contract renewal by customers for our Insurtech business. Revenue derived from Insurtech business had decreased by 43.0%, from S$3.1 million in FY2019 to S$1.8 million in FY2020.

Our clients in the Insurtech Business mainly include manufacturers, distributors and retailers of laptops, digital tablets and mobile phones. We anticipate that demand for laptops, digital tablets and mobile phones will increase as businesses and schools adapt to new norms, modifying in-person interactions for more activities to be conducted remotely and virtually in the form of work from home and online learning. Global demand for computers has been on the rise with computer shipment increasing from 263 million in 2019 to 275 million in 2020[2].

CHAIRMAN'S MESSAGE

Going forward, we expect our Insurtech business to benefit from this trend.

As countries start rolling out COVID-19 vaccination programmes, there is rising optimism of positive growth in 2021 as the world economy rebounds. MTI has forecast that Singapore's GDP growth is projected to stand between 4% and 6% in 2021[1]. Uncertainty remains over the pace of recovery and we are cautiously optimistic of our performance in 2021. We will explore relevant business opportunities and pursue strategic partnerships as and when the opportunities arise.

In closing and on behalf of the Board, I would like to acknowledge the contribution of the Group's founders – Mr Lee Shi-Peen, Clement, Ms Zanetta Lee Yue (Zanetta Li Yu) and Ms Tai Ho Yan, for their contributions to the Group and the Board. Following the completion of the Proposed Disposal on 5 November 2020, the Group's founders collectively stepped down from their respective positions. We wish them success in their future endeavours.

I would also like to express my appreciation to our former Independent Directors, Mr Chua Hwee Song and Mr Koh Chia Ling, who stepped down from the Board on 24 January 2020 and 11 August 2020, respectively. We are grateful for their contributions and wish them future success.

On this note, I would like to congratulate Mr Ong Shen Chieh (Wang Shengjie) on his re-designation from Non-Executive and Independent Director to Executive Director and Chief Executive Officer on 1 December 2020. I would also like to welcome Ms Boey Souk-Tann, who joined us as Non-Executive and Independent Director on 9 December 2020. We look forward to working closely with them to grow the Group.

Most importantly, I would like to thank our shareholders for their unwavering trust and support in us. We will continue to endeavour to deliver greater value to you in future. Together with our committed management team and staff, we will forge ahead to grow and strengthen the business.

CEO'S MESSAGE

The global economy in FY2020 was unexpectedly ravaged by the COVID-19 outbreak. During this pandemic, the Group had adapted to the new norms such as restricted travelling and working from home and we believe this had also created new opportunities for our Insurtech business segment in 2021.

On behalf of the Board and Management, I am pleased to present the V2Y Corporation Ltd. annual report for FY2020.

During the year, the global economy was unexpectedly ravaged by the COVID-19 outbreak which spread across the globe. To curb the pandemic, the Singapore government implemented a series of measures including border control and even a circuit breaker period at the peak of the outbreak. The Group conducted business with adjusted schedules and modified procedures in compliance with regulations. We successfully adapted to new norms during the year, and even shifted our office from Kallang to Marymount, which enabled us to reduce rental expenses.

Performance Review

With the sale of our E-Commerce and E-Logistics Business segments, which have been classified as discontinued operations, our revenue for FY2019 was restated to comply with the requirements of Singapore Financial Reporting Standards (International). Revenue from Insurtech business had contracted in FY2019 by 43.0%, from S$3.1 million to S$1.8 million in FY2020. The uncertainty over the COVID-19 situation had also led to slow contract renewals in FY2020.

Key Developments

During the year, the Group had entered into a sales and purchase agreement with Synagistics Pte. Ltd. as a purchaser and Metadrome Ltd as a guarantor to the Company for the sale of our E-Commerce and E-Logistics business segments for a consideration of S$61.7 million ("Disposal"). On 5 November 2020, the Group had completed the Disposal and recorded a gain on disposal of subsidiaries of S$59.4 million.

CEO'S MESSAGE

With the proceeds from the Disposal, the Company had declared a special one-tier tax-exempt cash dividend of S$0.1028 per ordinary share, which was paid on 20 November 2020 and a cash distribution for a capital reduction of S$0.0886 per ordinary share which was paid on 16 December 2020.

Following the Disposal, the Group is currently focusing our resources on growing our Insurtech Business segment.

As people adapt to the new normal of working from home and learning online, global demand for computers drove shipment to increase by 4.8% from 263 million in 2019 to 275 million in 2020[1]. Computers remain the essential tool for work, school and entertainment purposes, and demand will rise with the need for increasing digitalisation and automation gaining pace. As such, we are confident that such trends will bring about sustainable positive growth for our Insurtech business in 2021.

The Ministry of Education (MOE) launched a digital subsidy programme, 7 years ahead of its original 2028 target, to subsidise students' laptop purchases, so that every secondary school student gets a personal learning device such as a laptop or tablet by 2021[2]. The acceleration of this programme is a positive development for the Group, which provides warranty coverage and administrative service support for clients in the electronic devices industry. In view of this, we have taken steps to engage vendors to tender for the MOE programme and customise our offerings for this specific segment.

Future Outlook

With rising global affluence and a strong automation trend driving the increasing global demand for electronic devices, the global insurtech market is projected to reach revenue of US$10.1 billion, growing at a CAGR of 10.8% from 2019 to 2025[3]. During the year in review, the Group experienced some short-term impact on our Insurtech business brought about by a slowdown in renewal of contracts by customers due to the uncertainty during the pandemic period.

Nevertheless, the global economy is on the path towards a progressive albeit slow recovery. The development of COVID-19 vaccines had rendered hopes of a normalising environment, although the uneven recovery and emergence of new virus variants had cast uncertainties over the strength of the economic rebound ahead.

We expect demand for electronic devices to be well-supported and sustainable. We believe that this growing trend will be beneficial to our business growth in 2021. Towards this end, we remain focused on serving our core customers and will step up efforts to expand our customer network. We are also investing in the development of new products to increase our market share as we target other segments in Singapore and the Asia Pacific regions in the near future. Internally, we are working on formulating new incentive models to boost sales, while forging new strategic partnerships with sales service providers and call centres to expand our offerings, allowing us to become a one-stop solution provider.

According to the Ministry of Trade and Industry (MTI), Singapore's GDP is forecast to grow at 4% to 6% in 2021 as compared to a contraction of 5.4% in 2020[4]. With this, we are cautiously optimistic about the Group's performance in 2021 and expect the long-term outlook of the industry to remain positive.

We will continue to monitor the evolving situation closely, while prudently managing resources to ensure efficient use of manpower.

In Appreciation

I would like to take this opportunity to express my gratitude to the Board of Directors for their contribution and input during this transitional period. I would also like to thank our customers, business associates and shareholders for their staunch support and trust in us.

Last but not least, I would like to extend my appreciation to the V2Y management team and staff, without whom we would not be able to attain today's success. I am grateful to them for relentlessly dedicating their time and hard work towards the Group's development. As we trudge forward in this challenging climate, we will continue to strive for greater development and scale new heights, so as to create greater value for all our stakeholders in the near future and beyond.

1 https://www.gartner.com/en/newsroom/press-releases/2021-01-11-gartner-says-worldwide-pc-shipments-grew-10-point-7-percent-in-the-fourth-quarter-of-2020-and-4-point-8-percent-for-the-year
2 https://www.straitstimes.com/politics/all-secondary-school-students-to-get-personal-laptop-or-tablet-for-learning-by-2021-tharman
3 https://www.businesswire.com/news/home/20200701005415/en/Global-Insurtech-Market-2020-to-2025 – Growth-Trends-and-Forecast – ResearchAndMarkets.com
4 https://www.businesstimes.com.sg/government-economy/mti-maintains-singapores-gdp-growth-forecast-at-4-to-6-for-2021

FINANCIAL REVIEW

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

During the year, the Group disposed its E-Commerce and E-Logistics business segments. On 5 November 2020, the disposal was completed and the financial performance attributed to its E-Commerce and E-Logistics business segments for the period 1 January 2020 to 5 November 2020 were reported as discontinued operations with comparative information re-presented accordingly.

Revenue

The revenue for continuing operations had decreased by 43.0% or S$1.3 million, from S$3.1 million in FY2019 to S$1.8 million in FY2020. This was mainly due to the lower demand from Insurtech customers and decreased end consumer sales during the COVID-19 period. The uncertainty over the COVID-19 situation had led to slow contract renewals in FY 2020.

Cost of sales

The cost of sales from continuing operations decreased by 30.8% or S$0.6 million, from S$1.9 million in FY2019 to S$1.3 million in FY2020. The decrease in cost of sales was in tandem with the decrease in revenue from our Insurtech business segment.

Gross profit and gross profit margin

The Group's gross profit from continuing operations decreased by 62.2% or S$0.7 million, from S$1.2 million in FY2019 to S$0.5 million in FY2020. This was mainly due to the reduction in Insurtech's contract which resulted in lower revenue for FY2020. Gross profit margin reduced from 38.7% in FY2019 to 25.7% in FY2020. Gross profit margin had reduced as our customers had lesser business activities during the COVID-19 period.

Other income

Other income from continuing operations decreased by 85.8% or S$2.6 million in FY2020. The decrease was mainly due to the one-off reversal of contingent consideration of S$3.0 million in FY2019, as 1Care Global Pte. Ltd. did not achieve the performance targets as disclosed in Note 29 to the audited financial statements for year ended 31 December 2018 and no payout was made in FY2019.

The decrease in other income was partly offset by increase in grants from government, which had increased from S$7,000 in FY2019 to S$0.2 million in FY2020. In FY2020, the Group had also successfully negotiated with its supplier to reduce on the premium costs charged in FY2019 and had resulted in a one-off cost savings of S$0.2 million.

Distribution costs

There had been no significant differences between the distribution costs incurred in FY2020 and FY2019.

Administrative expenses

Administrative expenses from continuing operations increased by 66.6% or S$2.3 million to S$5.8 million in FY2020 as compared to S$3.5 million in FY2019. The increase in administrative expenses was mainly due to increase in staff costs of S$2.7 million as a result of the performance bonus paid to the former executive directors of S$2.8 million in accordance with the respective service agreements. The performance bonus paid to the former executive directors arise from the profit before tax which was mainly due to the one-off gain from disposal of subsidiaries. It was partly offset by a decrease in staff costs of S$0.1 million due to reduced headcount in the Insurtech Segment in FY2020 and a decrease in share-based payout of S$0.4 million.

Other operating expenses

Other operating expenses decreased by 75.2% or S$0.9 million from S$1.2 million in FY2019 to S$0.3 million in FY2020. In FY2019, based on the value in use calculation, an impairment of goodwill amounting to S$1.2 million was made and there is no impairment in goodwill in FY2020.

FINANCIAL REVIEW

The decrease in other operating expenses was partly offset by an impairment in intangible assets of S$36,000 and an fair value adjustment for deferred revenue contract of S$0.2 million in FY2020.

Finance costs

There had been no significant differences in the finance costs incurred in FY2020 and FY2019.

Loss for the year from continuing operations

The loss before income tax from continuing operations had increased by S$4.8 million in FY2020. The increase is mainly due to an increase in administrative expenses of S$2.3 million and a decrease in gross profit of S$0.7 million and in other income of S$2.6 million, partly offset by a decrease in other operating expenses of S$0.9 million.

Profit from discontinued operations

The profit from discontinued operations was S$61.8 million in FY2020 and was mainly due to the gain in disposal of E-Commerce and E-Logistics business segment, which was completed on 5 November 2020.

STATEMENT OF FINANCIAL POSITION

Current assets

Current assets decreased by 77.1% or S$8.8 million, from S$11.4 million as at 31 December 2019 to S$2.6 million as at 31 December 2020, mainly attributed to decrease in trade and other receivables of S$6.3 million, inventories of S$2.1 million and deferred costs of S$0.8 million, partly offset by an increase in cash and cash equivalents of S$0.4 million.

Trade and other receivables and inventories decreased mainly due to the disposal of E-Commerce and E-Logistics business segments which was completed on 5 November 2020.

Non-current assets

Non-current assets decreased by 42.4% or S$1.5 million from S$3.5 million as at 31 December 2019 to S$2.0 million as at 31 December 2020. The decreased in non-current assets was mainly attributed by the completion of the disposal of E-Commerce and E-Logistics business segments, where intangible assets, plant and equipment and right-of-use assets had decreased by S$1.0 million, S$0.3 million and S$0.2 million respectively.

Current liabilities

Current liabilities decreased by 84.3% or S$8.4 million, from S$9.9 million as at 31 December 2019 to S$1.6 million as at 31 December 2020, mainly due to the decrease in trade and other payables of S$7.4 million, deferred revenue of S$0.9 million and lease liabilities of S$0.2 million. The decrease in current liabilities was mainly due to the disposal of E-Commerce and E-Logistic business segments which was completed on 5 November 2020.

Non-current liabilities

Non-current liabilities decrease by 50.1% or S$0.2 million, from S$0.4 million as at 31 December 2019 to S$0.2 million as at 31 December 2020, due to the decrease in deferred tax liabilities of S$0.1 million and lease liabilities of S$0.1 million.

Equity

Capital contribution pending allotment net of expenses arising from issuance of share capital of S$3.8 million mainly relates to the capital raised from shareholders during the rights issue exercise in November 2019. The allotment was completed on 2 January 2020. Share capital had decreased from S$24.1 million to S$1.0 million, mainly due to the capital reduction exercise in December 2020. For capital reduction, a cash distribution of S$0.0886 per ordinary share was declared to the shareholders of the Company on 16 December 2020, totaling S$27.1 million. The cash distribution was made via a cash payment of S$20.8 million and S$6.3 million was offset against promissory note issued by a controlling shareholder of the Company.

FINANCIAL REVIEW

STATEMENT OF CASH FLOWS

The Group used approximately S$0.2 million in its operating activities in FY2020, mainly due to operating cash flows before working capital changes of S$1.0 million, adjusted for net working capital inflow of S$0.8 million.

Net cash generated from investing activities of S$50.0 million in FY2020 were mainly attributed to the disposal of the E-Commerce and E-Logistic business segments which the Group collected net proceeds of S$50.6 million. This was offset by the purchase of equipment of S$0.3 million and software development of S$0.4 million.

Net cash used in financing activities of S$49.2 million in FY2020 was mainly due to capital reduction of S$20.8 million and special dividend paid of S$28.4 million. The payment for capital reduction and special dividend was partly offset by the promissory note (including interests) of S$9.4 million.

BOARD OF DIRECTORS

LIM CHUAN POH
(NON-EXECUTIVE AND INDEPENDENT CHAIRMAN)

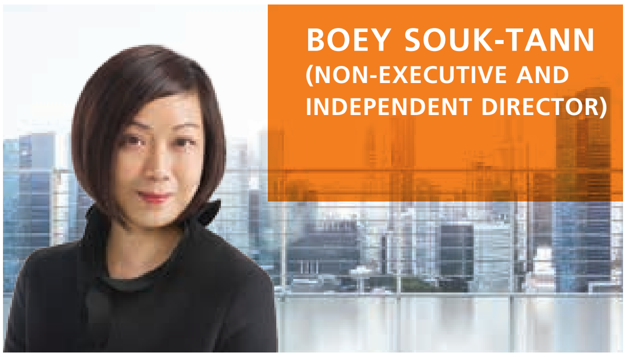
Mr Lim Chuan Poh graduated in 1978 with a Bachelor of Arts (Hons) in Engineering Science from Balliol College, Oxford University. He obtained his MSc in 1988 from Imperial College of Science & Technology on a Commonwealth Scholarship. Mr Lim spent more than 20 years in the Singapore Civil Service from 1980. Amongst his various appointments, Mr Lim of the Telecommunications Authority of Singapore (TAS) in 1994 and the Deputy Secretary of the Ministry of Communications in 1996. He was conferred the Public Administration Medal (Silver) at the 1996 National Day Awards by the Singapore government. Mr Lim left the Civil Service in 1998 to join Singapore Telecommunications Ltd ("**SingTel**") as Chief Executive (Fixed Lines & Internet Business). Thereafter, he held several key management positions including Chief Executive Officer ("**CEO**"), SingTel Mobile and CEO, International Business. He retired from SingTel in 2010. Currently, Mr Lim serves in various non-executive and advisory roles with organizations such as Nokia, Asurion, and SP Tel.

MR ONG SHEN CHIEH (WANG SHENGJIE)
(CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR)

Mr. Ong Shen Chieh (Wang Shengjie) holds a Bachelor of Science degree in Real Estate from the National University of Singapore. He has extensive experience in the sectors of corporate finance, private equity and mergers and acquisitions. Mr. Ong founded Sakal Investments Limited in March 2016, a private equity investment firm and serves as its managing director, where he is responsible for the origination of investment opportunities across Asia, as well as overseeing the execution of transactions of these investment opportunities. He is currently also serving as a non-executive and independent director of Eindec Corporation Limited, a company listed on the Catalist Board of the SGX-ST.

BOARD OF DIRECTORS

Mr Chue En Yaw is currently the Managing Director, Head of Private Equity Funds, of Azalea Investment Management Pte. Ltd. Mr Chue started his career at Arthur Andersen LLP as Staff Accountant in 1997 and was thereafter promoted to Senior in 1999. Between 2000 and 2008, he was the Director, Head of Fund Operations of JAFCO Investment (Asia Pacific) Ltd. From 2008 to 2010, he served as an Associate Director, Private Equity in the Principal Finance Department of Standard Chartered Bank. Mr Chue subsequently joined Temasek International Pte. Ltd. in 2010 where he was a Director, Private Equity Fund Investments until 2017. In 2018, he joined Azalea Investment Management Pte. Ltd., as its Managing Director, Head of Private Equity Funds. Mr Chue graduated from Nanyang Technological University with a Bachelor of Accountancy in 1997. He is a Chartered Accountant and a CFA Charterholder.



Ms Boey Souk-Tann specialises in banking, corporate and real estate matters. Ms Boey has close to 20 years of experience as both in-house and private legal practitioner. Ms Boey started her career with the Legal Service where she served with the Ministry of National Development as legal officer, and then with the Attorney-General Chambers as State Counsel. Thereafter, Ms Boey joined Bangkok Bank Public Company Limited as its in-house legal counsel, covering legal and operational aspects of audit, operations, regulatory compliance and corporate banking. In 1999, Ms Boey joined Khattar Wong & Partners dealing in banking, finance and property matters and in 2011, she joined LegalStandard LLP as a partner where she specialises in corporate, banking and real estate matters.

Ms Boey obtained her Law Degree from the National University of Singapore in Year 1992 and was called to the Singapore Bar in 1993. She is also admitted on the Roll of Solicitors of England and Wales in a non-practising capacity.

EXECUTIVE OFFICERS

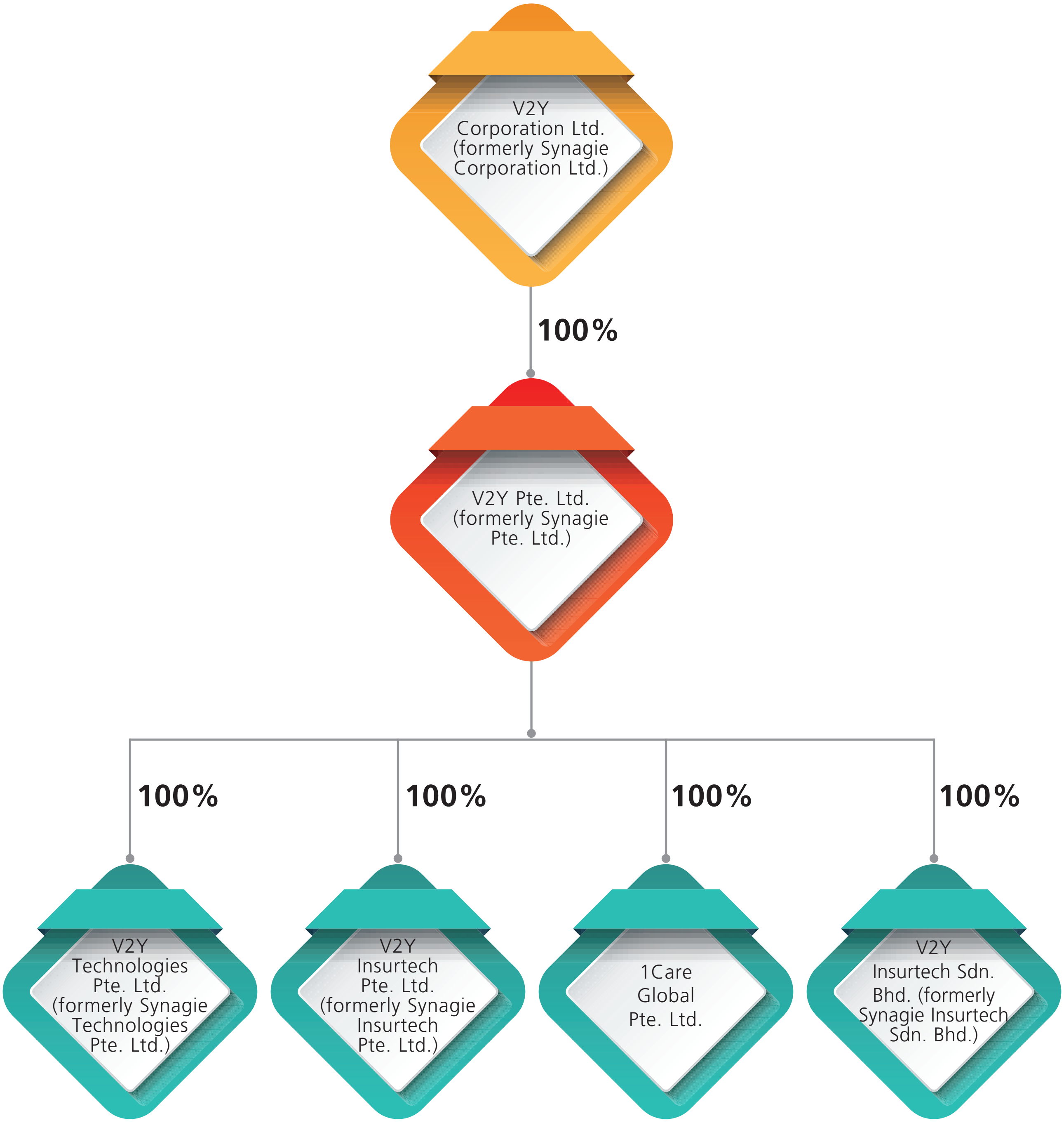
CAI JINGREN, JOHN
(GROUP FINANCIAL CONTROLLER)

Mr Cai Jingren John is in charge of overseeing all aspects of finance and accounting functions within our Group. He graduated from SIM University of London in 2008 and started his career at Deloitte & Touche LLP ("Deloitte") as an Audit Associate. He was responsible for audits of local listed companies and multi-national corporations. He left Deloitte in 2013 and joined Oxley Holdings Limited as the Finance Manager where he supported the CFO and oversaw all aspects of finance and accounting functions within the group. In 2015, he left Oxley Holdings Limited and joined KTL Global Limited as the Financial Controller. In 2019, he joined our Group as its Group Financial Controller and oversees the finance, accounting and administration functions of the Group. He is a member of the Institute of Singapore Chartered Accountants.

ANNA THURAI S/O ALAGAPPAN
(EXECUTIVE DIRECTOR – INSURTECH BUSINESS SEGMENT)

Mr Anna Thurai s/o Alagappan is in charge of overseeing the operations of Insurtech Subsidiary. He has more than seven years of experience in operations management. He started his career in Hewlett Packard (Singapore) Pte. Ltd. as a customer service representative and supervisor in 1997. Between 1999 to 2010, he served in Teledirect Pte. Ltd. as a Client Services Manager. In 2011, he joined Insurtech Subsidiary as its Operations Director. He manages and leads backend service engagement and customer experience for various programmes. In 2020, he was promoted to the position of Executive Director of the Insurtech Business Segment where he oversees the sales and operations in the Group's Insurtech Segment. Mr Anna holds a Diploma in Business Administration and Marketing from TMC Academy Singapore, and a Professional Diploma in Training and Development from Singapore Training & Development Association.

CORPORATE STRUCTURE



CORPORATE INFORMATION

BOARD OF DIRECTORS

LIM CHUAN POH
(Non-Executive and Independent Chairman)
ONG SHEN CHIEH (WANG SHENGJIE)
(Executive Director and Chief Executive Officer)
CHUE EN YAW
(Non-Executive and Independent Director)
BOEY SOUK-TANN
(Non-Executive and Independent Director)

AUDIT COMMITTEE

CHUE EN YAW (Chairman)
LIM CHUAN POH
BOEY SOUK-TANN

NOMINATING COMMITTEE

BOEY SOUK-TANN (Chairman)
LIM CHUAN POH
CHUE EN YAW

REMUNERATION COMMITTEE

LIM CHUAN POH (Chairman)
BOEY SOUK-TANN
CHUE EN YAW

COMPANY SECRETARIES

CAI JINGREN, JOHN
LIM KOK MENG

REGISTERED OFFICE

38 Jalan Pemimpin
#05-03 M38
Singapore 577178
Tel: (65) 6745 1668

SHARE REGISTRAR

IN.CORP CORPORATE SERVICES PTE. LTD.
(formerly known as RHT Corporate Advisory Pte. Ltd.)
30 Cecil Street
#19-08 Prudential Tower
Singapore 049712

INDEPENDENT AUDITOR

BDO LLP
Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

PARTNER-IN-CHARGE
Yeo Siok Yong
(Appointed since financial year ended 31 December 2020)

PRINCIPAL BANKERS

UNITED OVERSEAS BANK LIMITED

CONTINUING SPONSOR

RHT CAPITAL PTE. LTD.
6 Raffles Quay
#24-02
Singapore 048580
Registered Professional: Mr Khong Choun Mun

CORPORATE **GOVERNANCE REPORT**

The Board of Directors (the "**Board**" or the "**Directors**") and the management team ("**Management**") of V2Y Corporation Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") are committed to maintaining a high level of corporate governance to promote greater transparency and safeguard the interests of shareholders, employees, and other stakeholders as well as to promote investors' confidence.

In accordance with Rule 710 of the Listing Manual – Section B: Rules of the Catalist (the "**Catalist Rules**"), this Corporate Governance report (the "**Report**") outlines the Company's corporate governance structures and practices that were in place during the financial year ended 31 December 2020 ("**FY2020**"), with specific reference made to the principles of the Code of Governance 2018 (the "**Code**"), to protect and enhance the interests and value of its shareholders.

The Company believes that it has substantially complied with the principles and guidelines as set out in the Code. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

I. BOARD MATTERS

PRINCIPLE 1: THE BOARD'S CONDUCT OF ITS AFFAIRS

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

The Board's principal roles include promoting long-term shareholder value, setting the strategic direction and establishing goals for Management of the Group as well as ensuring proper observance of corporate governance practices. This includes setting the appropriate code of conduct and ethics as well as putting in place the desired organisational culture and tone, and to ensure proper accountability within the Group. In this regard, the Board oversees the business affairs of the Group and works with Management to achieve these goals for the Group.

Provision 1.1 of the Code

The Board has put in place policies and procedures for dealing with conflict of interest. Where a Director faces a conflict of interest, he or she would recuse himself or herself from discussions and retrain from deciding on the issues of conflict. All Directors objectively discharge their duties and responsibilities as fiduciaries and make decisions in the best interest of the Group at all times.

To ensure that the Directors are able to consistently develop and maintain their skills and knowledge, the Company encourages its Directors to attend courses and seminars. The Company relies on and encourages its Directors to regularly update themselves on, *inter alia,* new laws, regulations and changing commercial risks in the industry. Accordingly, information on courses or seminars in relation to the roles and responsibilities as a director of a public listed company as well as revisions to laws or regulations (which are applicable to the Company) are disseminated to Directors.

Provision 1.2 of the Code

The Company also has in place orientation programmes for newly-appointed Directors to ensure that they are familiar with the Group's structure, the Group's business, and its operations. New Director(s) will be expected to undergo orientation with the Company which includes meeting with the Chairman and/or the Executive Director(s) for an introduction to the business of the Company. Newly appointed Directors are encouraged to attend formal courses to familiarise themselves with the regulatory environment in Singapore as well as the roles and responsibilities as a director of a listed company. For new Directors who do not have prior experience as a director of a public listed company in Singapore, the Company will arrange for these Directors to attend training courses organised by the Singapore Institute of Directors ("**SID**") or other training institutions in areas such as accounting, legal and industry-specific knowledge, where appropriate, to facilitate the discharge of their duties.

CORPORATE GOVERNANCE REPORT

During FY2020, Mr Ong Shen Chieh (Wang Shengjie) and Ms Boey Souk-Tann were appointed as Directors of the Company. In this regard, Management had conducted an orientation to introduce the Group's business and its operations to these new Directors. The Company had also arranged for Ms Boey Souk-Tann, who did not have prior experience as a director of a public listed company in Singapore, to attend training courses conducted by SID. In this regard, Ms Boey Souk-Tann had successfully attended and completed the following mandatory prescribed courses conducted by SID under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules:

(a) LED 1 – Listed Entity Director Essentials;

(b) LED 2 – Board Dynamics;

(c) LED 3 – Board Performance;

(d) LED 4 – Stakeholder Engagement;

(e) LED 5 – Audit Committee Essentials;

(f) LED 6 – Board Risk Committee Essentials;

(g) LED 7 – Nominating Committee Essentials; and

(h) LED 8 – Remuneration Committee Essentials.

Further to the above, the external auditors will also brief the members of the Audit Committee on the developments in accounting standards (where applicable) during the Audit Committee meetings whilst the Company Secretary periodically updates the Board on any changes in the regulatory environment in Singapore as well as those pertaining to the roles and responsibilities of a director of a listed company.

In addition to statutory duties and responsibilities, the Board's duties, including the key matters to be approved by the Board, are set out as follows:

Provision 1.3 of the Code

(a) reviewing and approving key business and financial strategies (taking into consideration sustainability issues) and objectives of the Group;

(b) reviewing and approving major corporate and/or financial restructuring and/or share issuance;

(c) reviewing and approving annual budgets of the Group, major transactions, including acquisitions, divestments, investments and capital expenditure;

(d) reviewing and approving the annual report and audited financial statements;

(e) reviewing and approving half yearly and full year annual results announcements;

(f) approving the nomination of Board members and the appointment of key management personnel;

(g) reviewing the performance of Management;

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(h) providing guidance to the Management;

(i) ensuring that the necessary financial and human resources are in place for the Group to meet its objectives;

(j) ensuring that the Group has adequate internal controls, risk management, financial reporting and compliance as well as evaluating the same;

(k) ensuring the Group's compliance with laws, regulations, policies, directives and guidelines;

(l) establishing and maintaining the Company's values and standards and ensuring obligations to shareholders and others are understood and met;

(m) establishing and maintaining an ethical corporate culture that is reflective of the Company's values, standards, policies and practices and encouraging adherence to the Group's internal code of conduct;

(n) overseeing risk management strategies of the Group; and

(o) ensuring accurate, adequate and timely reporting to, and communication with shareholders and other key stakeholder groups.

Provision 1.4 of the Code

To ensure smooth operations, facilitate decision-making and ensure proper controls, the Board has delegated some of its powers to its committees and Management. In particular, the Board has set up three committees to assist it in effectively discharging its duties. These three committees are the Audit Committee ("**AC**"), Nominating Committee ("**NC**"), and Remuneration Committee ("**RC**") (collectively, the "**Board Committees**").

Each of the Board Committees has been given specific responsibilities and they are empowered by the Board to deal with matters within the limits of authority set out in their respective terms of reference, which are reviewed on a regular basis by the Board. The AC is responsible for undertaking an independent review of the effectiveness of the financial reporting process and internal control systems of the Company and if required, to make the necessary recommendations to strengthen the necessary processes and controls to the Board. The NC is responsible for reviewing and making the appropriate recommendations to the Board on all board appointments and re-appointments while the RC is responsible for establishing and implementing a framework for remuneration of directors and key management personnel. Accordingly, the Board Committees facilitate the Board's oversight of the Group.

For the purposes of optimising operational efficiency, the Board has delegated the day-to-day operations to Management while reserving key matters (such as corporate restructuring, mergers and acquisitions, investments, acquisitions and disposals of assets, major corporate policies on key areas of operations, the release of the Group's half yearly and annual results, interested person transactions of a material nature, and declaration of interim dividends and proposal of final dividends) for the Board's approval.

Management in conducting the day-to-day operations of the Group will be guided by the internal guidelines (such as the approval limits for various expenditures, banking and treasury approval limits and authorised signatories as well as a Compliance Reporting Policy) that clearly set out the matters which must be approved by the Board. In addition, the Board is free to request further clarification and information from Management on all matters within their purview.

CORPORATE GOVERNANCE REPORT

Notwithstanding the above delegation of authority by the Board, the ultimate responsibility on all matters lies with the Board.

Generally, the Board convenes for scheduled meetings at least twice a year, and *ad-hoc* meetings will be arranged when required (for example to consider proposed corporate actions by the Company or to review corporate action documents). If the Directors are unable to physically attend the Board meetings, such meetings may be conducted via telephone conference, video conference, audio visual or by means of a similar communication equipment where all the Directors participating in the meeting are able to hear each other. In addition, decisions of the Board and/or the Board Committees may also be obtained through circular resolutions.

Provision 1.5 of the Code

Directors' attendance at the Board and the Board Committee meetings during FY2020 are as follows:

Name of Director	Board	Audit	Nominating	Remuneration
Number of Meetings held				
	4	4	1	1
PRESENT DIRECTORS				
Number of Meetings attended				
Lim Chuan Poh	4	4	1	1
Chue En Yaw	4	4	1	1
Ong Shen Chieh (Wang Shengjie)[(1)]	1	1	N.A.	N.A.
Boey Souk-Tann[(2)]	N.A.	N.A.	N.A.	N.A.
PAST DIRECTORS				
Number of Meetings attended				
Lee Shieh-Peen Clement[(3)]	3	3*	1*	1*
Tai Ho Yan[(4)]	3	3*	1*	1*
Zanetta Lee Yue (Zanetta Li Yu)[(5)]	3	3*	1*	1*
Koh Chia Ling[(6)]	2	2	1	1

* By invitation

Notes:

(1) Mr Ong Shen Chieh (Wang Shengjie) was appointed as a Non-Executive and Independent Director of the Company on 28 August 2020 and served as the Chairman of the Nominating Committee as well as a member of both the Audit and Remuneration Committees. Subsequently, Mr Ong Shen Chieh (Wang Shengjie) was re-designated from his position as a Non-Executive and Independent Director to Executive Director and Chief Executive Officer on 1 December 2020 and consequent to his re-designation, stepped down as a member of the Audit Committee and Remuneration Committee as well as the Chairman of the Nominating Committee. As such, Mr Ong Sheng Chieh (Wang Shengjie) had attended one (1) meeting in his capacity as a member of the AC prior to his re-designation.

(2) Ms Boey Souk-Tann was appointed as a Non-Executive and Independent Director of the Company on 9 December 2020 and was appointed as the Chairman of the Nominating Committee and a member of both the Audit Committee and Remuneration Committee. As there were no Board or Board Committees meetings held after Ms Boey Souk-Tann's appointment in FY2020, Ms Boey Souk-Tann has not attended any Board or Board Committees meetings.

(3) Following the completion of the disposal of the entire E-Commerce, E-Commerce enabler and logistics business (including the technology and business solutions in relation to the foregoing) of the Group by the Company (the "**Disposal**"), Mr Lee Shieh-Peen Clement had resigned as an Executive Director and Chief Executive Officer of the Company on 5 November 2020.

(4) Following the completion of the Disposal, Ms Tai Ho Yan had resigned as an Executive Director of the Company on 5 November 2020.

(5) Following the completion of the Disposal, Ms Zanetta Lee Yue (Zanetta Li Yu) had resigned as an Executive Director of the Company on 5 November 2020.

(6) Mr Koh Chia Ling had resigned as a Non-Executive and Independent Director of the Company on 11 August 2020.

Provision 1.6 of the Code

To enable the Directors to better understand the Group's business as well as for them to discharge their respective duties, Management provides regular business updates to the Directors during board meetings. In addition, in order to ensure that each Director is able to contribute in a meaningful manner during Board meetings, Management provides the members of the Board with relevant background information and documents relating to the items of business to be discussed at each Board meeting, such as copies of disclosure documents, budgets, forecasts and internal financial statements, before the meetings.

Key information relating to the Company's operations and finances are also circulated to the Board via email in a timely manner so that the Directors can monitor the Company's performance as well as the Management's fulfilment of goals and objectives set by the Board.

Further to the above, the Directors are also regularly briefed by the Management on the business activities of the Company as they are responsible for the Company's strategic directions as well as its corporate practices. Accordingly, such briefings by Management ensure that the Directors are kept updated on the day-to-day implementation of such strategic directions and corporate practices.

Provision 1.7 of the Code

Complementing the existing orientation program and periodic updates on the developments in accounting standards and any changes in the regulatory environment in Singapore as well as those pertaining to the roles and responsibilities of a director of a public listed company set out above, the Directors also have separate and independent access to the Management of the Company, including the Chief Executive Officer ("**CEO**"), and Group Financial Controller ("**Group FC**") as well as the Company Secretary of the Company.

The Company Secretary and/or representatives from the Company Secretary's office attends all meetings of the Board and the Board Committees and prepares the minutes of such meetings. The minutes of such meetings are then circulated to the Board and the Board Committees, as the case may be. The Company Secretary also advises the Board on governance matters and ensures that the procedures for such meetings are in accordance with the Constitution and terms of reference as well as all applicable rules and regulations (including the requirements of the Singapore Companies Act, (Cap. 50) (the "**Companies Act**") and the Catalist Rules) are complied with.

Further to the above, the Company Secretary helps to facilitate communications within the Board and the Board Committees and between Management and the Directors. The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Company allows Directors to take independent professional advice on matters affecting the Company, and such costs will be borne by the Company. In addition, Directors have, at all times, unrestricted access to the Company's records and information, Management and the Company Secretary.

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PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

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

Presently, the Board comprises of the following Directors: Provision 2.1 of the Code

Name of Directors	Designation
Lim Chuan Poh	Non-Executive and Independent Chairman
Ong Shen Chieh (Wang Shengjie)	Executive Director and CEO
Chue En Yaw	Non-Executive and Independent Director
Boey Souk-Tann	Non-Executive and Independent Director

Further information about the profiles of the Directors are set out on pages 12 and 13 of this Annual Report.

The independence of each of the Non-Executive and Independent Director is reviewed annually as well as as and when circumstances require, by the NC, based on the guidelines set forth in the Code as well as Rule 406(3)(d) of the Catalist Rules (collectively, the "**Independence Criteria**") to ensure that the Board consists of persons who, together, will provide core competencies and independent business judgements and perspectives necessary to meet the Company's objectives. In this regard, after conducting a review, the NC is satisfied that there are no relationships identified by the Code which would deem any of the Non-Executive and Independent Directors not to be independent.

The Chairman of the Board has been assessed by the NC to be independent and as such, there is no requirement for independent directors to make up a majority of the Board. Provision 2.2 of the Code

Notwithstanding the above, the Company endeavours to maintain a strong and independent element on the Board. The Board currently comprises four (4) members, of whom three (3) are Non-Executive and Independent Directors and one (1) is an Executive Director. In addition, each of the Board Committees is chaired by a Non-Executive and Independent Director which further strengthens the independence element on the Board. Provision 2.3 of the Code

In light of the foregoing, the Board and the NC are of the view that the Board can exercise independent judgement on corporate affairs and that no one individual or group(s) of individuals dominates any decision-making process.

The Board, through the NC, reviews the size and composition of the Board on an annual basis to ensure that the size and composition of the Board is conducive for the purposes of effective discussion and decision-making. In addition, the Board, through the NC, also ascertains whether the Board has an appropriate mix of expertise, skill, knowledge, experience and gender diversity, and whether the Board collectively possesses the necessary core competencies required for the purposes of ensuring that it is able to function effectively and to make informed decisions for the Company. Based on these requirements, the Board is of the opinion that, for FY2020, its current board size and composition is reasonably effective and efficient considering the nature, scope and size of the Group's business operations. Provision 2.4 of the Code

CORPORATE **GOVERNANCE REPORT**

In addition, the NC is of the view that the Board possesses adequate core competencies in areas such as accounting, finance or legal, business or management experience, industry knowledge, strategic planning experience and experience or knowledge that are relevant to the direction of the expansion of the Group. The current Board comprises of one (1) female Director and three (3) male Directors with an age group ranging from 45 to 66 years old.

The Non-Executive and Independent Directors participate actively in Board meetings and provide, amongst other things, strategic guidelines to the Company based on their professional knowledge and experience. They also constructively challenge and help develop directions on strategy and review the performance of the Management in the implementation of the agreed strategies and goals. Provision 2.5 of the Code

Where necessary, the Non-Executive and Independent Directors discuss or meet to deliberate on the Group's affairs amongst themselves without the presence of the Executive Director(s) and the Management. Feedback will also be provided to the Executive Director(s) and Management after such discussions or meetings.

PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The positions of the Chairman of the Board and CEO are separately held by two (2) persons. In this regard, the Chairman of the Board is a Non-Executive and Independent Director. The separation of the two (2) roles has been undertaken for the purposes of maintaining an appropriate balance of power on the Board as well as to maintain effective checks and balances. In addition, the separation of the two (2) roles also promotes greater accountability from Management as the Board is able to exercise its independence in its oversight of and deliberations with Management. Provision 3.1 of the Code

In light of the separation of the two (2) roles, there is a clear division of the responsibilities between the Chairman of the Board and the CEO. Provision 3.2 of the Code

The Chairman of the Board is responsible for the overall management of the Board and has the following responsibilities:

(a) leading the Board, ensuring its effectiveness in all aspects of its role, and setting out its agenda;

(b) ensuring that the Directors receive complete, adequate, accurate, timely and clear information;

(c) critiquing key proposals by Management before they are presented to the Board;

(d) ensuring effective communication with shareholders;

(e) encouraging constructive relations between the Board and Management;

(f) facilitating the effective contribution of the Non-Executive and Independent Directors towards the Company;

(g) encouraging constructive relations between the Executive Directors and Non-Executive and Independent Directors; and

(h) promoting high standards of corporate governance.

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The CEO has full executive responsibilities over the business direction and operational decisions in the day-to-day management of the Group. In this regard, the CEO's responsibilities pertaining to the Board include the following:

(a) scheduling meetings that enable the Board to perform its duties responsibly;

(b) preparing meeting agendas in consultation with the Non-Executive and Independent Chairman;

(c) ensuring quality, quantity and timeliness of the flow of information between the Management and the Board; and

(d) assisting to ensure compliance with the Company's guidelines on corporate governance.

The Chairman of the Board and CEO are not immediate family members.

Provision 3.3 of the Code

Given that the roles of the Chairman and CEO are separate and the Chairman is independent, no lead independent director is required to be appointed.

PRINCIPLE 4: BOARD MEMBERSHIP

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

The Company has established the NC which is guided by the terms of reference that has been approved by the Board. In this regard, the NC is responsible for the following:

Provision 4.1 of the Code

(a) making recommendations to the Board on all board appointments, including re-nominations, through a formal and transparent process which takes into account the director's contribution and performance (for example, attendance, preparedness, participation and candour);

(b) determining annually whether or not a director is independent based on the Independence Criteria;

(c) in respect of a director who has multiple board representations in various companies, deciding whether or not such director is able to and has been adequately carrying out his/her duties as director, having regard to the competing time commitments that are faced when serving on multiple boards;

(d) reviewing and approving any new employment of related persons and the proposed terms of their employment;

(e) reviewing the directors' mix of skills, experience, core competencies and knowledge of the Company and its subsidiaries that our Board requires to function competently and efficiently;

(f) reviewing succession plans for the Executive Directors and the key management personnel;

(g) reviewing the training and professional development programs for the Board;

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(h) determining and recommending to the Board the maximum number of listed company board representations which any director may hold and disclosing this in the Company's annual report; and

(i) deciding how the Board's performance is to be evaluated and proposing objective performance criteria, subject to the Board's approval, which addresses how the Board has enhanced long term shareholders' value. The Board will also implement a process to be proposed by the Board Committees for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual director to the effectiveness of the Board (if applicable).

The NC comprises of three (3) members all of whom, including its Chairman, are Non-Executive and Independent Directors. The members of the NC are: Provision 4.2 of the Code

(a)	Boey Souk-Tann (Chairman) *(appointed as the Chairman of the NC on 9 December 2020)*	Non-Executive and Independent Director
(b)	Lim Chuan Poh	Non-Executive and Independent Director
(c)	Chue En Yaw	Non-Executive and Independent Director

In the event that there is a need to change the structure of the Board, the Chairman of the Board of the Company or the membership of the Board Committees, the NC will review the proposed changes and will make the appropriate recommendations to the Board. In addition, the NC is also responsible for ensuring that the membership of the Board is refreshed progressively and in a systematic manner, to avoid losing institutional knowledge. Provision 4.3 of the Code

The NC also reviews the succession plans for the key management personnel as it recognises the importance of succession planning. Accordingly, in order to ensure that there is a progressive and systematic renewal of the Board and key management personnel, it has put in place an internal process for succession planning for the Chairman, Directors, the CEO and the key management personnel. In this regard, the NC will, in consultation with the Board and the Company's professional advisors, examine the existing strengths, and capabilities of the existing Board and the key management personnel. In addition, the NC will also consider the contributions (such as the skills, knowledge and experience) of the existing Directors and the key management personnel as well as taking into account the future needs of the Company. Through this process, the NC, together with the Board, will seek candidates, either through recommendations made by existing Directors or through the Company's professional advisors, who are able to contribute to the Company. Once the appropriate candidates have been identified, at least two (2) members of the NC will conduct interviews with the potential new Director or key management personnel before recommending their appointments to the Board for approval. If the proposed appointments are approved by the Board, announcements relating to their appointment will subsequently be released via SGXNet.

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With regard to the retirement and re-election of Directors at every Annual General Meeting ("**AGM**"), the Company's Constitution provides that all Directors are to submit themselves for re-nomination and re-election at least once every three (3) years and at least one-third of the Directors to retire from office by rotation. If new directors are appointed during the year, they would be subject to retirement and re-election at the forthcoming AGM of the Company. The NC is responsible for the nomination of retiring Directors for re-election. In determining the nomination of a Director for re-election, the NC takes into account the composition and progressive renewal of the Board, and the competency, performance and contribution of the Director including his/her attendance, preparedness and participation at Board and Board Committees meetings. A Director's time and effort accorded to the Company's business and affairs will also be considered.

Mr Lim Chuan Poh is required to retire pursuant to Regulation 108(1) of the Company's Constitution at the forthcoming AGM while Mr Ong Shen Chieh (Wang Shengjie) and Ms Boey Souk-Tann are required to retire pursuant to Regulation 107 of the Company's Constitution (collectively, the "**Retiring Directors**"). In this regard, after assessing the contributions of the Retiring Directors, the Board has accepted the NC's recommendation that the Retiring Directors, who have each given their consent for re-nomination and re-election at the forthcoming AGM of the Company, be put forth for re-nomination and re-election.

Information, as set out in Appendix 7F of the Catalist Rules, relating to the Retiring Directors who are retiring and offering themselves for re-election at the upcoming AGM can be found in the "Disclosure of Information on Directors Seeking Re-Election" on pages 124 to 132 of the Annual Report.

Provision 4.4 of the Code

Further to this, the NC is also tasked with assessing the independence of the Non-Executive and Independent Directors. This review is done annually, and as and when the circumstances require. Annually, each of the Non-Executive and Independent Director is required to complete a Director's Independence Checklist (the "**Independence Checklist**") to confirm his/her independence. The Independence Checklist is drawn up based on the Independence Criteria. Thereafter, the NC reviews the Independence Checklist completed by each of the Non-Executive and Independent Directors and assesses their independence prior to recommending its assessment to the Board. The Non-Executive and Independent Directors have confirmed their independence in accordance with the Independence Criteria for FY2020. The Board, after taking into account the views of the NC and having considered the confirmations of independence provided by each of the Non-Executive and Independent Directors, is of the view that Mr Lim Chuan Poh, Mr Chue En Yaw, and Ms Boey Souk-Tann are independent.

Provision 4.5 of the Code

To ensure that new Directors are aware of their duties and obligations, a formal letter of appointment explaining their duties and obligations as Director is provided to every new Director upon appointment. The formal letter of appointment sets out the time commitment required of the Director and the Director's roles and responsibilities, including disclosure requirements and best practices relating to dealings in securities under applicable laws and regulations.

As the ability to commit time and attention to the Group's affairs is essential for the individual Director's contribution and performance, the NC has considered the number of listed directorships each of its Directors can hold after taking into considerations factors such as the expected and/or competing time commitments of the Directors, the size and composition of the Board as well as the nature and scope of the Group's operations and size. However, based on the Directors' contributions at meetings of the Board and the Board Committees as well as their time commitment to the affairs of the Company, the Board believes that at present, it would not be meaningful to define the maximum limit on the number of listed company board representations and other principal commitments which any Director may hold, and has instead tasked the NC to review if a Director with multiple board representations is devoting sufficient time and attention to the affairs of the Company.

CORPORATE GOVERNANCE REPORT

After conducting the annual reviews, the NC is satisfied that the current Directors have been able to devote adequate time and attention to the affairs of the Company and that they are able to satisfy their duties as Directors of the Company. In addition, for FY2020, the Company does not have any alternate directors. Notwithstanding this, the NC would, from time to time, continue to review the number of board representations and other principal commitments of each Director to ensure that the Directors are able to continue to meet the demands of the Group and to discharge their duties adequately.

A list of directorships of the Directors of the Board in listed companies, the principal commitments of each Director, as well as their interests in the Company and related corporations (if any) as at the date of this Annual Report is set out below:

	Directorship in Listed Company			Shareholding in the Company and related corporation	
Name of Directors	**Present**	**Past Preceding three years**	**Principal Commitments**	**Direct**	**Indirect**
Lim Chuan Poh	V2Y Corporation Ltd.	Yinda Infocomm Limited	Director of SPTel Pte. Ltd. (formerly known as SP Telecommunications Pte. Ltd.)	Nil	Nil
Ong Shen Chieh (Wang Shengjie)	V2Y Corporation Ltd. Eindec Corporation Limited	• P99 Holdings Limited • Elec & Eltek International Company Limited • Kakiko Group Limited (Listed on HKSE)	• Executive Director and CEO of V2Y Corporation Ltd. • Non-Executive and Independent Director of Eindec Corporation Limited • Managing Director of Sakal Investments Limited • Director of Sakal Capital Pte. Ltd. (formerly known as Husk Life Pte. Ltd.)	Nil	Nil
Chue En Yaw	V2Y Corporation Ltd.	Nil	Managing Director, Head of Private Equity Funds, of Azalea Investment Management Pte. Ltd.	1,481,481 ordinary shares	Nil
Boey Souk-Tann	V2Y Corporation Ltd.	Nil	Partner, LegalStandard LLP	Nil	Nil

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PRINCIPLE 5: BOARD PERFORMANCE

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual directors.

The Board has in place a process, which is carried out by the NC, for assessing the effectiveness of the Board and its Board Committees as a whole as well as the contribution made by each individual Director. Provision 5.1 of the Code

In assessing the performance and effectiveness of the Board and its Board Committees, the NC takes into account, among other factors, the Board Committees' and the Board's ability to work with the senior management of the Company, the discussions and due deliberations of the Board and the Board Committees, and whether objectives and targets set at the commencement of the relevant financial years have been met.

In assessing the performance and effectiveness of the Directors in fulfilling their duties, the NC takes into account, *inter alia*, the Director's qualifications in relation to general commercial knowledge, specific industry experience, political and social knowledge of the countries that the Group operates in, attendance at Board and/or the Board Committees meetings in person or via teleconference, availability at all reasonable times and the degree of participation at Board and Board Committees meetings, quality of interventions or difference of opinion expressed, and any special contributions. The NC also considers whether the Director has a reasonable understanding of the Company's business and the industry, the Director's working relationship with the other members of the Board, as well as feedback from other Directors.

For the avoidance of doubt, reviews of each individual Board member's performance and effectiveness, as well as the performance and effectiveness of the Board and the Board Committees are undertaken on a continuous basis by the NC with inputs from the various Board members.

For FY2020, the Board had implemented a formal assessment process to be carried out by the NC. This formal assessment process entails the completion of a board assessment form and Board Committee assessment forms by the respective Board members and Board Committee members in which they will assess the Board and the Board Committee against the factors set out in the paragraph above. In addition, the Board has also adopted a peer evaluation process and as part of this peer evaluation process, individual Directors will complete an assessment form in which individual Directors will be assessed against the factors set out in the paragraph above. Provision 5.2 of the Code

Once the Board, the Board Committees and the individual Directors' assessment forms have been completed, the Company Secretary will assist the NC to tabulate the results for the purposes of facilitating the discussions by the NC.

For the avoidance of doubt, each member of the NC abstains from voting on any resolution in respect of the assessment of his/her own performance or re-nomination as Director.

After evaluation, the NC has considered the performance and effectiveness of each individual Director, the Board as a whole and the Board Committees to be satisfactory in respect of FY2020.

No external facilitator was engaged in FY2020. If required, the NC has full authority to engage external facilitator to assist with the evaluation process.

CORPORATE GOVERNANCE REPORT

II. REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

The Company has established the RC which is guided by the terms of reference approved by the Board. In this regard, the primary function of the RC is to advise the Board on compensation matters. The RC establishes remuneration policies that are in line with the Group's business strategies and risk policies as well as long-term interests of the Group and its shareholders, with a view to ensuring remuneration packages are sufficiently competitive to attract, retain and motivate Directors and the key management personnel with the appropriate experience and expertise.

Provision 6.1 of the Code

The responsibilities and principal functions of the RC, as set out in its terms of reference, include the following:

(a) recommending to the Board a framework of remuneration for the directors and executive officers, and determining specific remuneration packages for each executive director and any CEO (or executive of equivalent rank), if a CEO is not an executive director, such recommendations to be submitted for endorsement by the entire Board and should cover all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, the contingent awards of shares in the Company granted or which may be granted pursuant to its performance share plan, the options to be issued under the Company's employee share option scheme and benefits in kind;

(b) in the case of service contracts for any director or executive officer, considering what compensation commitments the directors' or executive officers' contracts of service, if any, would entail in the event of early termination with a view to be fair and avoid rewarding poor performance; and

(c) in respect of any long-term incentive schemes including share schemes as may be implemented, considering whether any director should be eligible for benefits under such long-term incentive schemes.

As part of its review, the RC will take into consideration the salary and employment conditions of similar roles within the same industry and in comparable companies as well as the Group's relative performance and the performance of the CEO and key management personnel. This remuneration framework is recommended by the RC to the Board to ensure that the structure is competitive and sufficient to attract, retain and motivate the Executive Director(s) and the key management personnel to run the Company successfully in order to maximise shareholder value.

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The RC comprises of three (3) members all of whom, including its Chairman, are Non-Executive and Independent Directors. The members of the RC are: Provision 6.2 of the Code

(a)	Lim Chuan Poh (Chairman)	Non-Executive and Independent Director
(b)	Chue En Yaw	Non-Executive and Independent Director
(c)	Boey Souk-Tann *(appointed as a member on 9 December 2020)*	Non-Executive and Independent Director

There is a formal and transparent procedure for fixing the remuneration packages of the Directors. No individual Director is involved in deciding his/her own remuneration. In addition, each member of the RC abstains from making any recommendation on or voting on any resolution in respect of his/her own Director's fees payable to them, except for providing information and documents specifically requested by the RC to assist it in its deliberations. Further to this, with regard to the remuneration of other key management personnel, the RC reviews proposals which are made by the Executive Director(s). The remuneration policy for the key management personnel is guided by the National Wage Council guidelines, and takes into consideration the Company's performance, long-term interest and risk policies, as well as the responsibilities and performance of individual key management personnel. The latter is measured by goals and objectives set for each key management executive in congruence with the Company's overall goals and objectives. Provision 6.3 of the Code

The RC will also review the terms and conditions of the respective service agreements of the Executive Director(s) as well as the key management personnel before their respective execution. In the course of such review, the RC will consider, in particular, the Group's obligations arising in the event of termination of any of the Executive Director(s) and the key management personnel. This is to ensure that the service agreements contain fair and reasonable termination clauses and are not overly generous so as to avoid rewarding poor performance. In this regard, the RC has reviewed the terms of the service agreement for the Executive Director and they are of the view that the Executive Director has a service agreement which contains fair and reasonable termination clauses and this service agreement is in line with market practices and are not overly generous.

If necessary, the RC is entitled to seek professional advice from external remuneration consultants on remuneration of the Directors and key management personnel. In the event that the RC decides that such professional advice is required, it will ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. Provision 6.4 of the Code

The Company has not appointed any remuneration consultants for FY2020.

PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION

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

The Company has a remuneration policy for the Executive Director(s) and the key management personnel, which comprises a fixed component and a variable component. The fixed and variable components are in the form of a base salary and a variable bonus (which is inclusive of bonuses and other benefits) respectively. The variable bonus also takes into account the performance of the Group and the performance of the Executive Director(s), as well as market rates. Provision 7.1 of the Code

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The performance-related elements of remuneration are designed to align the interests of the Executive Director(s) and the key management personnel with those of the Company's shareholders and link rewards to corporate and individual performance. In structuring the compensation framework, the Company also takes into account its risk policies, the need for the compensation to be symmetric with the risk outcomes and the time horizon of such risks.

Some of the performance related elements of remuneration that the RC has at its disposal are the V2Y Employee Share Option Scheme (formerly known as the Synagie Employee Share Option Scheme) ("**V2Y ESOS**") and the V2Y Performance Share Plan (formerly known as the Synagie Performance Share Plan) ("**V2Y PSP**"), which were approved by the Company's shareholders by way of members' resolution in writing on 25 July 2018. The V2Y ESOS and V2Y PSP are administered by the RC and these performance related elements of remuneration have been designed to align the interests of Directors, key management personnel and staff with those of shareholders and to link their rewards to corporate and individual performances. These schemes provide an additional tool for the Company to reward, retain and motivate a core group of Directors, key management personnel and employees so as to build sustainable businesses in the long term.

Details of the V2Y ESOS and the V2Y PSP can be found on pages 51 to 53 of the Annual Report in the Directors' Statement. In FY2020, the Company granted an aggregate of 1,414,216 share awards to its employees under the V2Y PSP and no share awards were granted to the Directors under the V2Y PSP. No share options were granted to any employees and Directors under the V2Y ESOS in FY2020.

With regard to the remuneration of the Non-Executive and Independent Directors, the Non-Executive and Independent Directors receive basic directors' fees and additional fees for serving as a Chair of any of the Board Committees. For the avoidance of doubt, the Executive Director(s) do not receive directors' fees. However, in FY2020, Mr Ong Shen Chieh (Wang Shengjie) had received directors' fees for his time served as a Non-Executive and Independent Director. Subsequent to his re-designation to Executive Director and CEO, Mr Ong Shen Chieh (Wang Shengjie) ceased being entitled to directors' fees and is instead compensated for his service as an Executive Director and CEO in accordance with the terms of his service agreement.

Provision 7.2 of the Code

The RC, in assessing the remuneration of the Non-Executive and Independent Directors, will take into account factors such as time spent and the responsibilities of the Non-Executive and Independent Directors, the current market circumstances, long-term interests and risk policies of the Company, and the need to attract directors of experience and standing. The Non-Executive and Independent Directors' fees are also compared against market standards to ensure that they are in line with market norms and to ensure that their independence is not compromised. In addition, payment of Directors' fees is subject to approval by the shareholders at the AGM of the Company.

As stated in Principle 6 above, the RC has established remuneration policies that are in line with the Group's business strategies and risk policies as well as long-term interests of the Group and its shareholders, with a view to ensuring remuneration packages are sufficiently competitive to attract, retain and motivate Directors and the key management personnel with the appropriate experience and expertise.

Provision 7.3 of the Code

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PRINCIPLE 8: DISCLOSURE ON REMUNERATION

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

The remuneration framework is based on policies which are aligned with the interests of shareholders and to support the Group's business with the aim of retaining key capabilities, provide sound and structured funding of remuneration in ensuring affordability and sustainable value creation. Competitive remuneration packages are offered to attract and retain experienced individuals. The remuneration policies, the procedures for setting remuneration and the relationships between remuneration, performance and value creation are described in Principles 6 and 7 above.

Provision 8.1 of the Code

Details of remuneration for the Directors and key management personnel in FY2020 are set out in the table below. Disclosure of the same is also made in Note 32 to the financial statements.

	Salary, allowance and bonus %	**Directors' Fees %**	**Other Benefits[1] %**	**Total %**
Executive Directors				
Between S$1,600,000 to S$1,700,000				
Lee Shieh-Peen Clement[2]	100[11]	–	–	100
Between S$1,200,000 to S$1,300,000				
Tai Ho Yan[3]	100[11]	–	–	100
Between S$700,000 to S$800,000				
Zanetta Lee Yue (Zanetta Li Yu)[4]	100[11]	–	–	100
S$100,000 and below				
Ong Shen Chieh (Wang Shengjie)[5]	58	42	–	100
Non-Executive and Independent Directors				
S$100,000 and below				
Lim Chuan Poh	–	100	–	100
Chue En Yaw	–	100	–	100
Boey Souk-Tann[6]	–	100	–	100
Koh Chia Ling[7]	–	100	–	100
Chua Hwee Song[8]	–	100	–	100
Key management personnel				
Between S$200,001 – S$300,000				
Cai Jingren John	98	–	2	100
Between S$100,001 – S$200,000				
Anna Thurai s/o Alagappan	97	–	3	100
Chia Seng Lum[9]	95	–	5	100
Quek Wei Ling[10]	93	–	7	100

Notes:

(1) Other benefits, where applicable, include granting of share options under the V2Y ESOS and granting of share awards under the V2Y PSP.

(2) Following the completion of the Disposal, Mr Lee Shieh-Peen Clement resigned as an Executive Director and CEO of the Company with effect from 5 November 2020.

(3) Following the completion of the Disposal, Ms Tai Ho Yan resigned as an Executive Director of the Company with effect from 5 November 2020.

(4) Following the completion of the Disposal, Ms Zanetta Lee Yue (Zanetta Li Yu) resigned as an Executive Director of the Company with effect from 5 November 2020.

(5) Mr Ong Shen Chieh (Wang Shengjie) was appointed as a Non-Executive and Independent Director of the Company on 28 August 2020. Subsequently, Mr Ong Shen Chieh (Wang Shengjie) was re-designated from his position as a Non-Executive and Independent Director to Executive Director and CEO on 1 December 2020.

(6) Ms Boey Souk-Tann was appointed as a Non-Executive and Independent Director of the Company with effect from 9 December 2020.

(7) Mr Koh Chia Ling resigned as a Non-Executive and Independent Director of the Company with effect from 11 August 2020.

(8) Mr Chua Hwee Song resigned as a Non-Executive and Independent Director of the Company with effect from 24 January 2020.

(9) Following the completion of the Disposal, Mr Chia Seng Lum resigned as General Manager (Singapore) of the Group with effect from 5 November 2020.

(10) Following the completion of the Disposal, Ms Quek Wei Ling resigned as General Manager (Regional MNC, Vietnam, Thailand and Indonesia) of the Group with effect from 5 November 2020.

(11) Includes one-off performance bonus paid in accordance with the respective service agreements as disclosed in the full year result announcement for FY2020.

The Company believes that disclosures in relation to the aggregate remuneration of the respective Directors and key management personnel may be prejudicial to its business interests given the highly competitive and niche industry that it is operating in. Accordingly, in order to prevent competitors from knowing salaries offered by the Company to its Directors and the key management personnel, the Company has instead disclosed the remuneration for its Directors and the key management personnel in percentage terms and in bands of S$100,000 (with a breakdown of the components in percentage).

Apart from Mr Lee Shieh-Peen Clement and Ms Zanetta Lee Yue (Zanetta Li Yu), who are siblings, there were no employees who are immediate family members of a director or CEO, and whose remuneration exceeded S$100,000 during FY2020. The remuneration of Mr Lee Shieh-Peen Clement and Ms Zanetta Lee Yue (Zanetta Li Yu) are disclosed above. Provision 8.2 of the Code

For the avoidance of doubt, Mr Lee Shieh-Peen Clement and Ms Zanetta Lee Yue (Zanetta Li Yu) had both resigned from their respective positions in the Company and its subsidiaries (as the case may be) on 5 November 2020.

Further to the above, the Company confirms that in FY2020 there were no termination, retirement and post-employment benefits granted to the Directors and key management personnel. Provision 8.3 of the Code

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Notwithstanding this, certain key management personnel were issued shares under the V2Y PSP as a recognition of their performances as well as for the purposes of retaining their services. In this regard, in accordance with the rules of the PSP, none of the key management personnel that received shares issued under the V2Y PSP received 5% or more of the total number of shares available under the V2Y PSP.

III. ACCOUNTABILITY AND AUDIT

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board is responsible for the Group's overall internal control framework and the AC is responsible for ensuring that Management complies with the Company's risk management framework and policies. In this regard, the Board, through the AC, ensures that the Management regularly reviews and improves the Group's internal controls and implements effective risk management policies to control and mitigate any identified areas of significant business and operational risks so as to safeguard shareholders' interest and the Company's assets. The internal controls in place will address the compliance, financial, information technology, operational risks and the objectives of these controls are to provide reasonable assurance that there are no material financial misstatements or material loss, that there is maintenance of proper accounting records, that financial information is reliable and that assets are safeguarded.

Provision 9.1 of the Code

Having considered the Company's business operations and taking into account its nature, scope and scale, as well as the 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. Notwithstanding this, the Board recognises that all risk management and internal control systems contain inherent limitations and that no internal control system will preclude all errors and irregularities, as the system is designed to manage rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against misstatements or losses.

Further to this, the Board also notes that there is no risk management and internal controls system that could provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

The Board has received assurance from the CEO and Group FC that the financial records of the Group for FY2020 have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances. In addition, the CEO and the key management personnel have also given assurance to the Board that the risk management and internal control systems are adequate and effective in addressing the financial, operational, compliance and information technology risks.

Provision 9.2 of the Code

PRINCIPLE 10: AUDIT COMMITTEE

The Board has an Audit Committee which discharges its duties objectively

The Company has established the AC which is guided by the terms of reference that has been approved by the Board. The primary function of the AC is to assist the Board in discharging its responsibility to safeguard the assets of the Company, maintain adequate accounting records, as well as to develop and maintain effective systems of internal control, with the overall objective of ensuring that the Management creates and maintains an adequate and effective control environment in the Company. In this regard, the responsibilities of the AC include the following:

Provision 10.1 of the Code

(a) reviewing the audit plan, the audit report, the management letter and the Management's response with the external auditors;

(b) reviewing the internal audit plan and the evaluation of the adequacy of the Company's internal control and accounting system with the internal auditors before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report;

(c) reviewing the financial statements and financial results before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;

(d) reviewing the internal control procedures and ensuring co-ordination between the external auditors and Management, reviewing the assistance given by Management to the auditors, and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the external or internal auditors may wish to discuss (in the absence of the management where necessary);

(e) reviewing and discussing with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and Management's response;

(f) reviewing annually the scope and results of the external audit and its cost effectiveness and the nature and extent of non-audit services (if any) to the Company as well as the independence and objectivity of the external auditors;

(g) reviewing the adequacy and effectiveness of the Company's risk management and internal control systems (including financial, operational, compliance and information technology controls) and to report to the Board annually;

(h) reviewing the scope and results of the internal audit procedures including the effectiveness of the internal audit functions and ensuring that such function is adequately resourced and has appropriate standing within the Company;

(i) reviewing and approving interested person transactions and reviewing procedures thereof;

CORPORATE GOVERNANCE REPORT

(j) reviewing arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up;

(k) reviewing potential conflicts of interest (if any) and setting out a framework to resolve or mitigate any potential conflicts of interests;

(l) conducting periodic review of foreign exchange transactions and hedging policies (if any) undertaken by the Group;

(m) considering the appointment or re-appointment of the external auditors and matters relating to resignation or dismissal of the auditors;

(n) reviewing the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, as amended, modified or supplemented from time to time, including such amendments made thereto from time to time;

(o) undertaking such other reviews and projects as may be requested by the Board and reporting to the Board its findings from time to time on matters arising and requiring the attention of the Board Committees;

(p) overseeing the design and implementation of the overall risk management systems and internal control systems (including financial, operational, compliance and information technology controls);

(q) reviewing at least annually the Group's key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual report of the Company or, where the findings are material, to announce such material findings immediately via SGXNet; and

(r) generally undertaking such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time.

The Board has delegated to the AC the authority to investigate any matter within its terms of reference. The AC has full access to and the cooperation of Management. It has full discretion to invite any Director or executive officer, including any director from any subsidiary within the Group, to attend its meetings and has various resources, including external consultants, to enable it to discharge its responsibilities adequately. The auditors, both internal and external, have unrestricted access to the AC.

The AC has full access to and the co-operation of Management as well as reasonable resources to enable it to discharge its functions properly. The AC meetings are held with both external auditors and internal auditors (if required) and by invitation, any Director and representatives from Management.

Further to this, to assist the AC in discharging its duties, the external auditors also brief the AC members on the developments in accounting standards (where applicable) during AC meetings to keep the AC members abreast of changes to the accounting standards and issues which may impact the financial statements.

CORPORATE GOVERNANCE REPORT

In the review of the financial statements, the AC had discussed with Management the accounting principles that were applied and its judgement of items that might affect the integrity of the financial statements. In this regard, the following significant matters were discussed with Management and the external auditors and were reviewed by the AC:

Key Audit Matter	How the AC address the matter
Disposal of E-Commerce Business Please refer to page 56 of the Annual Report for further information.	The external auditors, BDO LLP. ("**BDO**"), had discussed with the AC on the procedures that were performed which included, amongst others: • reviewing and evaluating management's accounting treatment on the disposal of BTFL Pte. Ltd., Synagie Sdn. Bhd., Synagie (Vietnam) Limited, Synagie (Thailand) Ltd, Synagie Inc., Synagie Hong Kong Limited and PT Synagie Ecommerce Indonesia (collectively, the "**Target Companies**") and assessment of control in accordance with SFRS(I) 10 and SFRS(I) 5; • obtaining an understanding of the disposal process as well as the key terms of the executed sale and purchase agreement dated 5 August 2020 that the Company had entered into with Synagistics Pte. Ltd. BDO had also obtained documentary evidence to ascertain the completion of the disposal; • performing procedures to ascertain the accuracy and completeness of the results presented as discontinued operations (including restatement of comparative figures in the consolidated statement of profit or loss and other comprehensive income) and the assets and liabilities as at the date of disposal to compute the gain on disposal of discontinued operations; and

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Key Audit Matter	How the AC addressed the matter
	• reviewing the adequacy of the presentation and disclosure of discontinued operations in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows, which are distinguished from other continuing operations of the Group in accordance with SFRS (I) 5, including the related notes to the financial statements Following the work done by BDO as well as discussions with management and BDO, the AC is satisfied that the accounting treatment for the disposal of E-Commerce business is appropriate.
Going concern Please refer to page 57 of the Annual Report for further information.	The AC discussed with BDO on their procedures, which included, amongst others: • discussing and evaluating Management's assessment of the Group's and the Company's ability to continue as going concern and justification that the going concern assumption is appropriate; • reviewing Management's strategic business plan, cash flow projections and sensitivity analysis along with the assumptions made; and • reviewing the adequacy of the presentation and disclosure of going concern in the financial statements. Following the work done as well as discussions with management and BDO, the AC is satisfied that the Group is able to continue to operate as a going concern.

As part of the annual review on the independence and objectivity of the external auditors, the AC will review the performance of the external auditors and the volume of non-audit services provided by them. In this regard, BDO, an audit firm registered with the Singapore Accounting & Corporate Regulatory Authority, was appointed as the Company's external auditors on 29 December 2020 and for FY2020, BDO only provided audit services to the Group. In this regard, the amount of fees that were paid to BDO for audit services for FY2020 was S$145,000. BDO was also appointed to audit the accounts of the Company's Singapore subsidiaries for FY2020. In addition, BDO PLT, a member of BDO International Limited, had also been appointed as the auditors of the Company's Malaysian incorporated indirect subsidiary. The Company has therefore acted in compliance with Rule 712 and Rule 715 of the Catalist Rules.

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The AC, having reviewed the independence and objectivity of BDO as required under Section 206(1A) of the Companies Act, is satisfied that the independence and objectivity of the external auditors are not affected.

Further to this, after taking into account the resources and experience of BDO and the audit engagement partner assigned to the audit, BDO's other audit engagements, the size and complexity of the audit for the as well as the number and experience of the staff assigned by BDO for the audit, the Board and the AC is of the view that BDO is able to meet its audit obligations and as such, the AC has recommended to the Board that BDO be nominated for re-appointment as the auditor of the Company at the forthcoming AGM.

The AC comprises of three (3) members all of whom, including its Chairman, are Non-Executive and Independent Directors. The members of the AC are:

Provision 10.2 of the Code

(a)	Chue En Yaw (Chairman)	Non-Executive and Independent Director
(b)	Lim Chuan Poh	Non-Executive and Independent Director
(c)	Boey Souk-Tann *(appointed as a member on 9 December 2020)*	Non-Executive and Independent Director

The AC as a whole have many years of experience in senior management positions and relevant accounting or related financial management expertise or experience. The Board is of the view that collectively, the AC members, having accounting and related financial management expertise and experience, are appropriately qualified to discharge their responsibilities.

None of the committee members of the AC are former partners or directors of the Company's existing audit firm:

Provision 10.3 of the Code

(a) within a period of two (2) years commencing on the date of their ceasing to be a partner of the audit firm; and

(b) for as long as they have any financial interest in the auditing firm.

The Board recognises that it is the Board's responsibility to maintain a system of internal control processes to safeguard shareholders' investments and the Group's business and assets. In this regard, taking into consideration the risks which the Group is exposed to, the likelihood of occurrence of such risks, the costs of implementing the corresponding controls and the environmental and social interactions within the communities in which the Group operate, the AC has also set in place certain internal controls policies and procedures (for example, setting approval limits for various expenditures and having different bank signatories), risk management practices and sustainability practices. These internal controls are subjected to periodic review and testing in order to ensure that the control mechanisms in place is working in the intended manner for which it is designed for.

Provision 10.4 of the Code

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While the importance of effective internal controls cannot be discounted, the Board also recognised that, due to the size of the Group, it is not cost-effective to have an internal audit function and team within the organisational setup. Accordingly, for FY2020, the Company had appointed PricewaterhouseCoopers Risk Services Pte. Ltd., a suitably appointed qualified firm of accountants which meets the standards set by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors, to conduct internal control reviews over selected processes/sub-processes of BTFL Pte. Ltd. and 1Care Global Pte Ltd. In assessing the engagement of the internal auditors, the AC has considered factors such as the resources of the internal auditors and the independence of the internal auditors from the activities that it audits. In terms of reporting, the internal auditors report functionally to the AC and administratively to the CEO and the Group FC. For the avoidance of doubt, the internal auditors are independent of Management.

The internal auditors' activities are guided by its global internal auditing methodology which is in line with the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. In addition, in order to ensure that the internal auditors are able to discharge the internal audit function effectively, the AC ensures that Management provides good support to the internal auditors and provides them with access to documents, records, properties, and personnel when requested in order for the internal auditors to carry out their function accordingly. The AC also reviews and approves the internal auditor's scope of work (which covers key aspects of the Group's internal controls established to address financial, operational, compliance and information technology risks) for the purposes of ensuring the adequacy of the internal audit function. In the event that non-compliance and internal control weaknesses are highlighted during the internal audit, the appropriate recommendations to address these issues will be reported to the AC as part of the review of the Group's internal control system.

Further to the internal audit work done by the internal auditors, the AC also has in place whistleblowing policies by which staff may, in confidence, raise concerns either verbally or in writing (via email) about possible improprieties in matters of financial reporting or other matters within the Company to the members of the AC directly. These whistleblowing policies are part of the internal control mechanisms put in place by the Group and the objectives of the whistleblowing policies are to ensure that arrangements are in place for independent investigations of such matters and for appropriate follow-up action to be taken. Copies of the whistleblowing policies have been circulated to the employees and are also available at the Company's registered office. There were no whistleblowing reports received in FY2020.

Accordingly, based on the internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by Management, the AC, and the Board, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2020.

This is further supported by the assurances that the Board and the AC had received from the CEO and the Group FC that:

(a) the financial records of the Group have been properly maintained and the financial statements for FY2020 give a true and fair view of the Group's operations and finances; and

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(b) the risk management system and internal controls in place within the Group are adequate and effective in addressing the key financial, operational and compliance risks in the Group.

The AC meets with the internal and external auditors separately, at least once a year, without the presence of the Management, to review any matter that might be raised. These meetings enable the auditors to raise any issues in the course of their work directly to the AC. Individual members of the AC also engage the internal and external auditors separately in *ad hoc* meetings.

Provision 10.5 of the Code

IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

The Company is committed to treating all of its shareholders fairly and equitably and to facilitate the exercise of shareholders' rights. In this regard, the Board also regards the general meetings as opportunities to communicate directly with the shareholders and encourages greater shareholder participation. During these general meetings, shareholders are able to engage the Board and Management on the Group's business activities, financial performance and other business-related matters.

Provision 11.1 of the Code

To facilitate participation by shareholders, all general meetings of the Company are held in Singapore. Shareholders have the opportunity to participate effectively in and to vote at general meetings of the Company. As such, the shareholders are encouraged to attend general meetings of the Company to gain a better understanding of the Group's businesses and be informed of the Group's strategic goals and objectives. Notices of general meetings are dispatched to the shareholders in accordance with the relevant provisions set out in the Companies Act and the Constitution.

Resolutions are passed through a process of voting and shareholders are entitled to vote in accordance with established voting rules and procedures. In this regard, shareholders of the Company are informed of the rules, including voting procedures that govern general meetings of shareholders.

The Company's Constitution states that shareholders of the Company are allowed to vote in person and allows shareholders, who are unable to attend the general meetings in person, to appoint not more than two (2) proxies to attend and vote in his/her place at the general meetings via proxy forms submitted in advance (i.e., not less than seventy-two (72) hours before the time appointed for holding the general meeting). The proxy form is sent with the notice of general meetings to all shareholders.

The Company wishes to highlight that the above description is the Company's usual practice when there are no pandemic risks arising from COVID-19 and when the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") is not in operation.

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For the last annual general meeting held by the Company on 28 May 2020 as well as the past two (2) extraordinary general meetings held by the Company on 28 September 2020 and 29 December 2020, these meetings had been conducted by the Company via electronic means. Accordingly, shareholders who wished to exercise their voting rights had been required to appoint the Chairman of the respective meetings as their proxy to attend and vote on their behalf at the respective meetings.

As physical attendance for the last annual general meeting held by the Company on 28 May 2020 as well as the two (2) extraordinary general meetings held by the Company on 28 September 2020 and 29 December 2020 were not practicable due to the COVID-19 situation, the Company had instead informed shareholders that they were to submit their questions in advance of the respective meetings and that the Company would address their questions either prior to the respective meetings or during the respective meetings itself.

For the two (2) extraordinary general meetings that were held on 28 September 2020 and 29 December 2020, the Company had not arranged for the circular to shareholders, notice of the respective extraordinary general meeting and proxy forms to be despatched to shareholders. Instead, the Company had uploaded these documents on its corporate website and SGXNet.

These measures are in accordance with the Order and the Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 (the "**Guidance Note**").

Provision 11.2 of the Code

Separate resolutions on each distinct issue are tabled at general meetings and voting on each resolution by poll is carried out systematically with proper recording of votes cast and the resolution passed. "Bundling" of resolutions are kept to a minimum and are done only where the resolutions are interdependent so as to form one (1) significant proposal and only where there are reasons and material implications justifying the same are explained. In compliance with Rule 730A(2) of the Catalist Rules, resolutions tabled at general meetings of shareholders will be put to vote by poll, using polling slips, the procedures of which will be explained by the appointed scrutineer(s) at the general meetings of shareholders.

Provision 11.3 of the Code

General meetings of the Company are chaired by the Non-Executive and Independent Chairman and are also attended by other Directors, Management, the external auditors, the Company Secretary and if necessary, the internal auditors.

At all general meetings, shareholders are given the opportunity to air their views and to ask the Chairman, the individual Directors and the Chairmen of the Board Committees questions regarding the Company. The external auditors are also present to assist the Board in addressing any shareholders' questions on the conduct of audit and the preparation of the auditors' report, if necessary.

For FY2020, all Directors and representatives from the external auditors were present at the last AGM held on 28 May 2020. In addition, all Directors were also present for the two (2) extraordinary general meetings that were respectively held on 28 September 2020 and 29 December 2020.

Provision 11.4 of the Code

If shareholders are not able to attend these meetings, they can appoint up to two (2) proxies to attend and vote in their place. The Company does not provide for absentia voting methods such as by mail, email, or fax due to concerns as to the integrity of such information and authentication of the identity of shareholders voting by such means.

CORPORATE GOVERNANCE REPORT

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

As mentioned in the paragraphs above, due to COVID-19, the Company had required shareholders who wished to exercise their voting rights had been required to appoint the Chairman of the respective meetings as their proxy to attend and vote on their behalf at the respective meetings. This was done in reliance on the Order as well as the Guidance Note.

The forthcoming AGM will similarly also be held by electronic means pursuant to the Order as well as the Guidance Note. Accordingly, shareholders who wish to exercise their voting rights must appoint the Chairman of the AGM as their proxy to attend and vote on their behalf at the forthcoming AGM.

Provision 11.5 of the Code

The Company Secretary and/or representatives from the Company Secretary's office prepares the minutes of general meetings that include relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The minutes of such meetings are then circulated to the Board for approval. The Company does not publish the minutes on its corporate website but instead makes the minutes available to shareholders upon request. In this regard, the Company is of the view that this is consistent with the intent of Principle 11 as this would achieve the same effect of treating all shareholders fairly and equitably and giving shareholders a balanced and understandable assessment of the Company's performance, position and prospects.

Notwithstanding the above, as the Company had held its AGM on 28 May 2020 as well as the Company's two (2) extraordinary general meetings on 28 September 2020 and 29 December 2020 in accordance with the Order and the Guidance Note, minutes of these meetings had been published within one (1) month after the respective meetings on SGXNet and the Company's corporate website.

For the forthcoming AGM, the Company will be complying with the Order and the Guidance Note and as such, it will be publishing minutes of the forthcoming AGM on SGXNet and the Company's corporate website. The minutes will record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

Provision 11.6 of the Code

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business conditions, development plans and other factors as the Directors may deem appropriate. Any pay-out of dividends would be clearly communicated to shareholders via announcements released on SGXNet.

Notwithstanding the foregoing, the Company had proposed a special tax exempt (one-tier) dividend of S$0.1028 per ordinary share (the "**Special Dividend**") in FY2020 and the Special Dividend had been approved by shareholders on 28 September 2020. The Special Dividend was subsequently declared on 5 November 2020 and paid out to shareholders on 20 November 2020.

CORPORATE GOVERNANCE REPORT

PRINCIPLE 12: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

The Board values dialogue with shareholders and believes in regular, effective and fair communication with them and is committed to hearing shareholders' views and addressing their concerns where possible. Accordingly, it is the Board's policy that all shareholders should be equally and timely informed of all major developments that impact the Group. In this regard, information is communicated to shareholders on a timely basis via SGXNet through, *inter alia*:

Provision 12.1 of the Code

(a) annual reports that are issued to all shareholders;

(b) half-yearly financial results containing a summary of the financial information and affairs of the Group;

(c) timely announcements and disclosures made pursuant to the Catalist Rules;

(d) notices of general meetings; and

(e) circulars or letters to shareholders to provide the shareholders with more information on transactions which require shareholders' approval.

The Group monitors the dissemination of material information to ensure that it is made publicly available on a timely and non-selective basis. Half-yearly and full year results as well as the annual report are announced or issued within the mandatory period.

The Board does not practise selective disclosure and adheres to the continuous disclosure obligations of the Company pursuant to the Catalist Rules as well its policy set out above. All disclosures will be made on a timely basis through SGXNet. Accordingly, the Group issues announcements and news releases on an immediate basis when required under the Catalist Rules. Where an immediate announcement is not possible, the announcement is made as soon as possible to ensure that the stakeholders and the public have fair access to the information.

The Company's corporate website and its announcements made via SGXNet are the key resource of information for shareholders. It contains a wealth of investor related information of the Company, which includes, amongst others, profiles of the Directors and key management personnel of the Company, the unaudited financial results of the Company, and annual reports of the Company.

Provision 12.2 of the Code

While the Company does not have a formal written investor relations policy, all shareholders are encouraged to contact the Company with any queries or concerns. The contact details of the Company can be found on the corporate website to facilitate dialogue and queries from shareholders. Accordingly, this is in line with the objectives of the provision 12.2 of the Code which is to allow for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

While the Company does not have a formal investors' relations policy, shareholders can provide feedback to the Company via email to the electronic mail address or via mail to the registered office address. Calls and emails requesting information are generally attended to promptly, taking into consideration the fact that key management personnel may need to consult with the Board or any of the Company's relevant advisors before communicating or disseminating certain information.

Provision 12.3 of the Code

CORPORATE **GOVERNANCE REPORT**

PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS

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

The Group has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationship with such groups. The Group identify stakeholders as groups that have an impact, or have the potential to be impacted by the Group's business, as well as external organisations that have expertise in aspects that the Group considers material. The feedback the Group receives from stakeholders helps to determine the Group's material topics and identify focus areas. Stakeholders of the Company include, but are not limited to, customers, employees, suppliers and subcontractors, community and shareholders and investors.

Provision 13.1 of the Code

The Company's strategy and key focus areas in relation to the management of stakeholder relationships during the year will also be set out in the Company's sustainability report which will be published on SGXNet no later than 31 May 2021.

Provision 13.2 of the Code

In addition, the Company also engages with its shareholders via its website at https://v2y.si/investor_relations/

Provision 13.3 of the Code

DEALING WITH THE COMPANY'S SECURITIES

Pursuant to Rule 1204(19) of the Catalist Rules, the Company has adopted an internal policy on dealings in the securities to provide guidance to its Directors and officers with regard to dealings in the Company's securities.

The Company, its Directors and officers are prohibited from dealing in the Company's securities during the period commencing one (1) month before the announcement of the Company's half year and full year financial statements and ending on the date of announcement of the relevant results. In addition, both Directors and employees are prohibited from dealing in securities of the Company while in possession of price-sensitive information of the Group. Notifications of the 'closed window' periods are sent to all Directors and officers concerned.

The Directors are also required to notify the Company of any dealings in the Company's securities within two (2) days of the transaction and to submit an annual confirmation on their compliance with the internal policy. In addition, the Company, its Directors and officers are discouraged from dealing in the Company's securities on short-term considerations. The Board confirms that as at the date of this Report, the Company has complied with Rule 1204(19) of the Catalist Rules.

MATERIAL CONTRACTS

(i) Disposal of the entire E-Commerce, E-Commerce enabler and logistics business (including the technology and business solutions in relation to the foregoing) carried on by the Company and its E-Commerce subsidiaries (the "**E-Commerce Business**") to Synagistics Pte. Ltd. (the "**Purchaser**").

The Company had, on 5 August 2020, entered into a sale and purchase agreement (the "**SPA**") with the Purchaser, a special purpose vehicle representing a consortium of investors in which the Purchaser had agreed to purchase, the entire E-Commerce Business, upon the terms and subject to the conditions of the SPA, for an aggregate consideration of S$61,679,181.60 (the "**Disposal**").

CORPORATE GOVERNANCE REPORT

As at the date of the SPA, Metadrome Ltd was the sole shareholder of the Purchaser and Mr Lee Shieh-Peen, Clement was the sole beneficial owner of Metadrome Ltd Mr Lee Shieh-Peen, Clement was Executive Director and CEO of the Company as at the date of the SPA.

For further information about the Disposal, please refer to the Company's announcements dated 5 August 2020 and 5 November 2020 as well as the Circular to shareholders dated 4 September 2020.

(ii) Assignment of an interest-bearing promissory note in the principal amount of S$9,357,203.18 (the "**Promissory Note Amount**") issued by Metadrome Ltd, a controlling shareholder of the Company and an associate of Lee Shieh-Peen, Clement, the former Executive Director and CEO of the Company, that was to be assigned by the Purchaser to the Company (the "**Promissory Note**").

The Purchaser had assigned the Promissory Note to the Company pursuant to the terms of the SPA. In this regard, the Promissory Note bore interest at the rate per annum of 0.3 per cent, from such date as notified by the holder of the Promissory Note from time to time and up to and including the date of repayment of the Promissory Note. The Company intended for the Promissory Note to bear interest on and from the completion of the Disposal. Accordingly, the aggregate value in relation to the Promissory Note is S$9,360,000 (being the Promissory Note Amount and the interest payable on the Promissory Note Amount for a period of approximately one (1) month).

For further information about the assignment of the Promissory Note, please refer to the Company's announcements dated 5 August 2020 and 5 November 2020 as well as the Circular to shareholders dated 4 September 2020.

Save as disclosed above, there were no material contracts entered into by the Company or any of its subsidiaries involving the interest of the CEO, any Director, or controlling Shareholder, either still subsisting at the end of FY2020 or if not then subsisting, entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

To ensure compliance with the relevant rules under Chapter 9 of the Catalist Rules on interested person transactions, the Company has established internal control procedures to ensure that any interested person transaction proposed to be entered into is regularly reviewed by the Board and the AC and if so, to ensure that the Company complies with the requisite rules under Chapter 9 of the Catalist Rules.

If the Company does enter into an interested party transaction, and a potential conflict of interest arises, the Director concerned will abstain from any discussions and will also refrain from exercising any influence over other members of the Board.

CORPORATE GOVERNANCE REPORT

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Catalist Rule 920. Details of the interested person transaction entered into by the Group for FY2020 as required to be disclosed pursuant to Rule 1204(17) of the Catalist Rules are set out below:

Name of interested persons	Nature of relationship	Aggregate value of all interested person transactions (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
Synagistics Pte. Ltd.[1]	As at the date of the SPA, Metadrome Ltd, a controlling shareholder of the Company, is the sole shareholder of Synagistics Pte. Ltd. Mr Lee Shieh-Peen, Clement, an Executive Director and Chief Executive Officer of the Company[2], is the sole beneficial owner of Metadrome Ltd and is deemed to be an associate of Metadrome Ltd. As at the date of the SPA, Ms Zanetta Lee Yue (Zanetta Li Yu) and Ms Tai Ho Yan were Executive Directors of the Company[3]. It was intended that upon the completion of the Disposal (the "**Closing**"), Ms Zanetta Lee Yue (Zanetta Li Yu) and Venture Lab Pte. Ltd. (an entity that is wholly-owned by Ms Tai Ho Yan) would also become shareholders of the Purchaser together with, *inter alia*, Metadrome Ltd.	S$61,679,181.60	N.A.

CORPORATE GOVERNANCE REPORT

Name of interested persons	Nature of relationship	Aggregate value of all interested person transactions (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
	Accordingly, considering that (i) the Purchaser is an "interested person" of the Company under Chapter 9 of the Catalist Rules as at the date of the SPA and as at 28 August 2020, being the latest practicable date prior to the issuance of the Circular to shareholders dated 4 September 2020 as stated above, (ii) Metadrome Ltd, Ms Zanetta Lee Yue (Zanetta Li Yu) and Ms Tai Ho Yan, each of whom are "interested persons" in their own right, will collectively own approximately 31% of the shareholding of the Purchaser after Closing and the completion of their subscription of shares in the Purchaser, and (iii) the objective of Chapter 9 of the Catalist Rules is to guard against the risk that "interested persons" could influence an issuer to enter into transactions that may adversely affect the interests of the issuer or its shareholders, the Company had treated the Purchaser as an "interested person" for the purposes of Chapter 9 of the Catalist Rules.		
Metadrome Ltd[(4)]	Metadrome Ltd is a controlling shareholder of the Company. Mr Lee Shieh-Peen, Clement, an Executive Director and Chief Executive Officer of the Company[(2)], is the sole beneficial owner of Metadrome Ltd and is deemed to be an associate of Metadrome Ltd.	S$9,360,000	N.A.

Notes:

(1) The Company had entered into the SPA with the Purchaser to dispose of the E-Commerce Business for an aggregate consideration of S$61,679,181.60. The disposal of the E-Commerce Business was approved by shareholders on 28 September 2020 at an extraordinary general meeting. For further information about the disposal of the E-Commerce Business, please refer to the Company's announcements dated 5 August 2020 and 5 November 2020 as well as the Circular to shareholders dated 4 September 2020.

(2) Mr Lee Shieh-Peen, Clement had resigned as an Executive Director and CEO of the Company on 5 November 2020.

(3) Ms Zanetta Lee Yue (Zanetta Li Yu) and Ms Tai Ho Yan had both resigned as Executive Directors of the Company on 5 November 2020.

(4) The Purchaser had assigned the Promissory Note issued by the Metadrome Ltd to the Company pursuant to the terms of the SPA (the "**Assignment**"). Under Rule 909(3) of the Catalist Rules, in the case of the lending of funds to an "interested person", the value of the transaction is the interest payable on the loan and the value of the loan. The Promissory Note bears interest at the rate per annum of 0.3 per cent, from such date as notified by the holder of the Promissory Note from time to time and up to and including the date of repayment of the Promissory Note. The Company intends for the Promissory Note to bear interest on and from the completion of the Disposal. Accordingly, the interested person transaction value in relation to the Promissory Note is S$9,360,000 (being the Promissory Note Amount and the interest payable on the Promissory Note Amount for a period of approximately 1 month). The Assignment was approved by shareholders on 28 September 2020 at an extraordinary general meeting. For further information about the Assignment, please refer to the Company's announcements dated 5 August 2020 and 5 November 2020 as well as the Circular to shareholders dated 4 September 2020.

CORPORATE GOVERNANCE REPORT

For further information about the assignment of the Promissory Note, please refer to the Company's announcements dated 5 August 2020 and 5 November 2020 as well as the Circular to shareholders dated 4 September 2020.

NON-SPONSOR FEES

The Company is under the SGX-ST Catalist sponsor-supervised regime. RHT Capital Pte. Ltd. ("**RHTC**") is the existing continuing sponsor of the Company.

With reference to Rule 1204(21) of the Catalist Rules, save for fees of S$58,000 paid to RHTC, for their role as the financial adviser to the Company in respect of the Proposed Disposal, the Proposed Assignment, the Proposed Special Dividend, the Proposed Capital Reduction and the Proposed Cash Distribution (as defined in the Circular dated 4 September 2020), there were no other non-sponsorship fees paid to RHTC in FY2020.

DIRECTORS' STATEMENT

The Directors of V2Y Corporation Ltd. (formerly known as Synagie Corporation Ltd.) (the "**Company**") present their statement to the members together with the audited financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 December 2020, the statement of financial position and the statement of changes in equity of the Company as at 31 December 2020.

1. OPINION OF THE DIRECTORS

In the opinion of the Board of Directors,

(a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company together with the notes thereon 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 2020, and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial 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.

2. DIRECTORS

The Directors of the Company in office at the date of this statement are as follows:

Lim Chuan Poh	
Ong Shen Chieh (Wang Shengjie)	(Appointed on 28 August 2020)
Chue En Yaw	
Boey Souk-Tann	(Appointed on 9 December 2020)

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed in paragraph 5 below.

DIRECTORS' STATEMENT

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The Directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), except as follows:

Name of Directors and companies in which interests are held	Shareholdings registered in name of Director or nominee	
	At beginning of year	At end of year
Company:		
V2Y Corporation Ltd.		
(No. of ordinary shares)		
Chue En Yaw	1,481,481	1,481,481

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interests as at 21 January 2021 in the shares or debentures of the Company have not changed from those disclosed as at 31 December 2020.

5. SHARE OPTIONS

The V2Y Employee Share Option Scheme ("V2Y ESOS") (formerly known as Synagie Employee Share Option Scheme)

The Company implemented V2Y ESOS in accordance with the scheme approved by shareholders on 25 July 2018 and is subjected to annual approval by the shareholders at the annual general meeting. The objectives of V2Y ESOS are as follows:

(a) to motivate participants to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group;

(b) to retain key employees and directors whose contributions are essential to the long-term growth and profitability of the Group;

(c) to instil loyalty to, and a stronger identification by participants with the long-term prosperity of, the Group;

(d) to attract potential employees with relevant skills to contribute to the Group and to create value for the shareholders; and

(e) to align the interests of participants with the interests of the shareholders.

DIRECTORS' STATEMENT

5. SHARE OPTIONS (CONTINUED)

The V2Y Employee Share Option Scheme ("V2Y ESOS") (formerly known as Synagie Employee Share Option Scheme) (Continued)

V2Y ESOS is administered by the Remuneration Committee whose members are:

Lim Chuan Poh (Chairman)
Chue En Yaw
Boey Souk-Tann

Terms of V2Y ESOS:

(a) A one year vesting period is required commencing from the first date of grant if offer price is not at a discount; a two years vesting period is required commencing from the first date of grant if offer price is at a discount.

(b) The subscription price is based on the price equal to the average of the last dealt prices of an ordinary share in the capital of the Company for the five consecutive trading days immediately preceding the date of grant of the option, rounded up to the nearest whole cent in the event of fractional prices.

(c) The options may be exercised in whole or in part at any time by a participant after the first anniversary from the date of grant. Such option shall be exercised before the tenth anniversary of the date of grant, or such earlier date may be determined by the Committee.

(d) The unvested options shall lapse upon the employee ceasing to be employed by the Company or its subsidiaries.

Options to take up unissued shares

During the financial year, no options to take up unissued shares of the Company or any corporation in the Group were granted.

Options exercised

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

Unissued shares under options

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

6. SHARE AWARDS

The V2Y Performance Share Plan ("V2Y PSP") (formerly known as Synagie Performance Share Plan)

The Company implemented V2Y PSP in accordance with the performance share scheme approved by shareholders on 25 July 2018 and is subjected to annual approval by the shareholders at the annual general meeting. The purpose of V2Y PSP are as follows:

(a) to attract potential employees with relevant skills to contribute to the Group and to create value for shareholders;

(b) to instil loyalty to, and a stronger identification by the participants with the long-term prosperity of the Group;

(c) to motivate the participants to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group;

(d) to align the interests of the participants with the interests of the shareholders;

(e) to give recognition to the contributions made by the participants to the success of the Group; and

(f) to retain key employees of the Group whose contributions are essential to the long-term prosperity of the Group.

V2Y PSP is administered by the Remuneration Committee whose members are:

Lim Chuan Poh (Chairman)
Chue En Yaw
Boey Souk-Tann

An executive or non-executive director of any member of the Group or a full-time employee of any member of the Group ("Eligible Person") who is selected by the Remuneration Committee is eligible to participate in the V2Y PSP. The awards represent the right of an Eligible Person to receive fully paid shares free of charge, upon the participant satisfying the criteria set out in the V2Y PSP and upon satisfying such conditions as may be imposed. The number of shares to be granted to an Eligible Person shall be determined at the absolute discretion of the Remuneration Committee, which shall consider criteria such as individual performance, length of services, achievements of past performance targets, ability to value-add to the Group's performance and development and overall enhancement to shareholder values, and the extent of effort with which the performance conditions as determined by the Remuneration Committee may be achieved within the performance period.

Each award to be granted to an Eligible Person who is a non-executive director of any member of the Group shall not exceed 10% of the total number of shares available for grant of awards under the V2Y PSP. The total number of shares which may be issued and/or issuable pursuant to awards granted under the V2Y PSP on any date shall not exceed 15% of the issued shares of the Company (excluding any shares held in treasury) from time to time. The V2Y PSP shall continue to be in force at the discretion of the Remuneration Committee, subject to a maximum period of 10 years, commencing from adoption date, provided always that the V2Y PSP may continue beyond the stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

During the financial year, a total of 1,414,216 ordinary shares were issued and awarded to employees who are eligible to participate in the V2Y PSP.

DIRECTORS' STATEMENT

7. AUDIT COMMITTEE

The audit committee of the Company, consisting of all Non-Executive and Independent Directors, is chaired by Mr Chue En Yaw, and includes Mr Lim Chuan Poh and Ms Boey Souk-Tann. The audit committee has met 5 times since the last Annual General Meeting (AGM) till the date of this report and has carried out its functions in accordance with section 201B(5), including reviewing the following, where relevant, with the executive Directors and external and internal auditors of the Company:

(a) the audit plans of the internal and external auditors and the results of the auditors' examination and evaluation of the Group's systems of internal accounting controls;

(b) the Company's and the Group's financial and operating results and accounting policies;

(c) the statement of financial position and the statement of changes in equity of the Company and the consolidated financial statements of the Group and external auditor's report on those financial statements before their submission to the Directors of the Company;

(d) the half-yearly and full-year announcements as well as the related press releases on the results and financial position of the Company and the Group;

(e) the co-operation and assistance given by the management to the Company's internal and external auditor; and

(f) the re-appointment of the external auditor of the Company.

The audit committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the audit committee.

The audit committee has recommended to the Directors the nomination of BDO LLP for appointment as external auditors of the Group at the forthcoming AGM of the Company.

8. INDEPENDENT AUDITOR

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Ong Shen Chieh (Wang Shengjie) Director	Lim Chuan Poh Director

Singapore
30 March 2021

INDEPENDENT AUDITORS' **REPORT**

TO THE MEMBERS OF V2Y CORPORATION LTD. (FORMERLY KNOWN AS SYNAGIE CORPORATION LTD.)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of V2Y Corporation Ltd. (formerly known as Synagie Corporation Ltd.) (the "Company") and its subsidiaries (the "**Group**") as set out on page 60 to 121, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2020;
- the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended; and
- notes to the financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements of the Group and the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)s**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020, and of its consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITORS' **REPORT**

TO THE MEMBERS OF V2Y CORPORATION LTD. (FORMERLY KNOWN AS SYNAGIE CORPORATION LTD.)

Key Audit Matters

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

Key Audit Matter	Audit Response
1 Disposal of E-Commerce Business	
On 5 August 2020, the Company entered into a sale and purchase agreement (the "SPA") with Synagistics Pte. Ltd. (the "Purchaser") and Metadrome Ltd, a guarantor to the Company, to dispose of the entire equity interest in its E-Commerce business for an aggregate consideration of $61,679,000. This includes the disposal of the legal and/or beneficial ownership in the shares of BTFL Pte. Ltd., Synagie Sdn. Bhd., Synagie (Vietnam) Company Limited, Synagie (Thailand) Ltd., Synagie Inc., Synagie Hong Kong Limited and PT Synagie Ecommerce Indonesia (the "Disposed Companies"). Upon completion of disposal on 5 November 2020, management assessed whether the Group continues to have control over these Disposed Companies in accordance with SFRS(I) 10 *Consolidated Financial Statements*. Accordingly, the Group derecognised the assets and liabilities of the Disposed Companies and a corresponding gain on disposal of approximately $59,409,000 was recorded in profit or loss. As the E-Commerce business represents a separate major line of business, the financial performance of the Disposed Companies are therefore presented as discontinued operations in accordance with SFRS(I) 5 *Discontinued Operations.* We focused on this area as key audit matter as it involves the most communication with those charged with governance and audit efforts in determining the appropriateness of the accounting treatment in accordance with SFRS(I) 10 and SFRS(I) 5. *Refer to Notes 2.19, 12 and 28 of the accompanying financial statements.*	Our procedures included, amongst others: • Reviewed and evaluated management's accounting treatment on the disposal of Disposed Companies and assessment of control in accordance with SFRS(I) 10 and SFRS(I) 5; • Obtained an understanding of the disposal process as well as the key terms of the SPA. We also obtained documentary evidences to ascertain the completion of the disposal; • Performed procedures to ascertain the accuracy and completeness of the results presented as discontinued operations (including restatement of comparative figures in the consolidated statement of profit or loss and other comprehensive income) and the assets and liabilities as at the date of disposal to compute the gain on disposal of discontinued operations; and • Reviewed the adequacy of the presentation and disclosure of discontinued operations in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows, which are distinguished from other continuing operations of the Group in accordance with SFRS (I) 5, including the related notes to the financial statements.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF V2Y CORPORATION LTD. (FORMERLY KNOWN AS SYNAGIE CORPORATION LTD.)

Key Audit Matter	Audit Response
2 Going concern	
The Group reported net loss from continuing operations and net cash outflows from its operating activities during the financial year ended 31 December 2020 of approximately $5,102,000 and $222,000. The effects of Covid-19 have been widespread, which had resulted in decrease in sales from its continuing operations. Given the operating environment of the Group is expected to be challenging amidst slow economy recovery and uneven pandemic effects, this will inadvertently result in uncertainties relating to the Group's ability to continue as a going concern. Nonetheless, management believes the impact will be mitigated by shifting of the Group's focus to the Insurtech business which is gradually recovering, as evidenced by the surge in demand for computer devices and global shipments. The management assessed that there is no material uncertainty related to these conditions on the Group's ability to continue as a going concern based on the Group's cash flow forecast prepared by management up to 31 March 2022. Based on the assessment, the Group has adequate liquidity to finance the working capital requirements of the Group, considering the cash and cash equivalents of the Group of $1,978,000 as at 31 December 2020. We focused on this area as key audit matter as significant judgements made by management in determining the availability of cash flow which will affect the Group's ability to continue as a going concern. *Refer to Notes 3.1 of the accompanying financial statements.*	Our procedures included, amongst others: • Discussed and evaluated management's assessment of the Group's and the Company's ability to continue as going concern and justification that the going concern assumption is appropriate; • Reviewed management's strategic business plan, cash flow projections and sensitivity analysis along with the assumptions made; and • Reviewed the adequacy of the presentation and disclosure of going concern in the financial statements.

Other Information

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

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

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

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF V2Y CORPORATION LTD. (FORMERLY KNOWN AS SYNAGIE CORPORATION LTD.)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF V2Y CORPORATION LTD. (FORMERLY KNOWN AS SYNAGIE CORPORATION LTD.)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matter

The consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of Company for the financial year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those financial statements on 31 March 2020.

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditors' report is Yeo Siok Yong.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore
30 March 2021

STATEMENTS OF **FINANCIAL POSITION**

AS AT 31 DECEMBER 2020

	Note	Group		Company	
		2020	2019	2020	2019
		$'000	$'000	$'000	$'000
ASSETS					
Current assets					
Cash and cash equivalents	4	**1,978**	1,594	**1,871**	69
Trade and other receivables	5	**590**	6,888	**314**	21,497
Deferred service costs	6	**51**	857	**–**	–
Inventories	7	**–**	2,098	**–**	–
Total current assets		**2,619**	11,437	**2,185**	21,566
Non-current assets					
Plant and equipment	8	**37**	302	**35**	64
Right-of-use assets	9	**78**	297	**60**	112
Goodwill	10	**971**	971	**–**	–
Intangible assets	11	**903**	1,886	**–**	–
Investment in subsidiaries	12	**–**	–	**1,300**	9,413
Total non-current assets		**1,989**	3,456	**1,395**	9,589
Total assets		**4,608**	14,893	**3,580**	31,155
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	13	**1,281**	8,632	**579**	5,044
Provisions	14	**147**	147	**–**	–
Deferred service revenue	15	**96**	971	**–**	–
Lease liabilities	16	**39**	195	**37**	47
Total current liabilities		**1,563**	9,945	**616**	5,091
Non-current liabilities					
Lease liabilities	16	**39**	107	**24**	66
Deferred tax liabilities	17	**152**	276	**–**	–
Total non-current liabilities		**191**	383	**24**	66
Capital and accumulated losses					
Share capital	18	**1,027**	24,147	**1,027**	24,147
Capital contribution pending allotment	19	**–**	3,828	**–**	3,828
Merger reserve	20	**–**	(8,261)	**–**	–
Other reserve	21	**792**	792	**792**	792
Translation reserve		**–**	(34)	**–**	–
Retained Earnings/(Accumulated losses)		**1,035**	(15,910)	**1,121**	(2,769)
Total equity attributable to owners		**2,854**	4,562	**2,940**	25,998
Non-controlling interests		**–**	3	**–**	–
Total equity		**2,854**	4,565	**2,940**	25,998
Total liabilities and equity		**4,608**	14,893	**3,580**	31,155

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Group	
		2020	**2019**
		$'000	**$'000**
			(Restated)
Revenue	22	**1,769**	3,101
Cost of sales		**(1,315)**	(1,901)
Gross profit		**454**	1,200
Other items of income			
Other income	23	**435**	3,074
Other items of expense			
Distribution costs		**(1)**	(1)
Administrative expenses		**(5,810)**	(3,487)
Other operating expenses	24	**(299)**	(1,208)
Finance costs	25	**(5)**	(9)
Loss before income tax from continuing operations	26	**(5,226)**	(431)
Income tax credits	27	**124**	87
Loss from continuing operations		**(5,102)**	(344)
Profit/(Loss) from discontinued operations, net of tax	28	**61,754**	(8,108)
Profit/(Loss) for the financial year		**56,652**	(8,452)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		**–**	(9)
Total comprehensive income for the financial year		**56,652**	(8,461)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	2020 $'000	2019 $'000 (Restated)
Profit/(Loss) attributable to:			
Owners of the parent			
– Loss from continuing operations		**(5,102)**	(344)
– Profit/(Loss) from discontinued operations		**61,754**	(8,105)
		56,652	(8,449)
Non-controlling interests			
– Loss from continuing operations		**–**	–
– Profit/(Loss) from discontinued operations		**–**	(3)
		–	(3)
Total comprehensive income			
– Owners of the parent		**56,652**	(8,458)
– Non-controlling interests		**–**	(3)
		56,652	(8,461)
Loss per share from continuing operations attributable to owners of the Company			
Basic and diluted (cents)	29	**(1.67)**	(0.13)
Earnings/(Loss) per share from discontinued operations attributable to owners of the Company			
Basic and diluted (cents)	29	**20.22**	(3.08)

The accompanying notes form an integral part of these financial statements

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Share capital $'000	Capital contribution pending allotment $'000	Merger reserve $'000	Other reserve $'000	Translation reserve $'000	Retained earnings/ (Accumulated losses) $'000	Total equity attributable to owners $'000	Non-controlling interests $'000	Total equity $'000
Group									
Balance at 1 January 2020	24,147	3,828	(8,261)	792	(34)	(15,910)	4,562	3	4,565
Continuing operations									
Loss for the financial year, representing total comprehensive income for the year	–	–	–	–	–	(5,102)	(5,102)	–	(5,102)
Discontinued operations									
Profit for the financial year, representing total comprehensive income for the year	–	–	–	–	–	61,754	61,754	–	61,754
Total	–	–	–	–	–	56,652	56,652	–	56,652
Transaction with owners, recognised directly in equity									
Issuance of performance shares awards (Note 18)	154	–	–	–	–	–	154	–	154
Reclassification of capital contribution pursuant to rights issue exercise (Note 18)	3,972	(3,972)	–	–	–	–	–	–	–
Reclassification of capitalisation of listing expenses	(144)	144	–	–	–	–	–	–	–
Dividends (Note 30)	–	–	–	–	–	(31,446)	(31,446)	–	(31,446)
Capital reduction (Note 18)	(27,102)	–	–	–	–	–	(27,102)	–	(27,102)
Disposal of subsidiaries (Note 12)	–	–	–	–	34	–	34	(3)	31
Reclassification of merger reserve from E-Commerce business segment	–	–	8,261	–	–	(8,261)	–	–	–
Total	(23,120)	(3,828)	8,261	–	34	(39,707)	(58,360)	(3)	(58,363)
Balance at 31 December 2020	1,027	–	–	792	–	1,035	2,854	–	2,854

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Share capital $'000	Capital contribution pending allotment $'000	Merger reserve $'000	Other reserve $'000	Translation reserve $'000	Accumulated losses $'000	Total equity attributable to owners $'000	Non-controlling interests $'000	Total equity $'000
Group									
Balance at 1 January 2019	23,769	–	(8,261)	792	(25)	(7,461)	8,814	–	8,814
Continuing operations (Restated)									
Loss for the financial year, representing total comprehensive income for the year	–	–	–	–	–	(344)	(344)	–	(344)
Discontinued operations (Restated)									
Loss for the financial year, representing total comprehensive income for the year	–	–	–	–	(9)	(8,105)	(8,114)	(3)	(8,117)
Total	–	–	–	–	(9)	(8,449)	(8,458)	(3)	(8,461)
Transaction with owners, recognised directly in equity									
Issuance of performance shares (Note 18)	378	–	–	–	–	–	378	–	378
Capital contribution from non-controlling shareholders	–	–	–	–	–	–	–	6	6
Capital contribution pending allotment (Note 18)	–	3,972	–	–	–	–	3,972	–	3,972
Capitalisation of rights issue expenses	–	(144)	–	–	–	–	(144)	–	(144)
Total	378	3,828	–	–	–	–	4,206	6	4,212
Balance at 31 December 2019	24,147	3,828	(8,261)	792	(34)	(15,910)	4,562	3	4,565

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Share capital $'000	Capital contribution pending allotment $'000	Other reserve $'000	(Accumulated losses)/ Retained earnings $'000	Total $'000
Company					
Balance at 1 January 2020	**24,147**	**3,828**	**792**	**(2,769)**	**25,998**
Profit for the year, representing total comprehensive income for the year	**–**	**–**	**–**	**35,336**	**35,336**
Transactions with owners, recognised directly in equity					
Issuance of performance shares awards (Note 18)	**154**	**–**	**–**	**–**	**154**
Reclassification of capital contribution pursuant to rights issue exercise (Note 18)	**3,972**	**(3,972)**	**–**	**–**	**–**
Reclassification of capitalisation of listing expenses	**(144)**	**144**	**–**	**–**	**–**
Capital reduction (Note 18)	**(27,102)**	**–**	**–**	**–**	**(27,102)**
Dividends (Note 30)	**–**	**–**	**–**	**(31,446)**	**(31,446)**
Total	**(23,120)**	**(3,828)**	**–**	**(31,446)**	**(58,394)**
Balance at 31 December 2020	**1,027**	**–**	**792**	**1,121**	**2,940**
Balance at 1 January 2019	23,769	–	792	(1,793)	22,768
Loss for the year, representing total comprehensive income for the year	–	–	–	(976)	(976)
Transactions with owners, recognised directly in equity					
Issuance of performance shares (Note 18)	378	–	–	–	378
Capital contribution pending allotment (Note 19)	–	3,972	–	–	3,972
Capitalisation of rights issue expenses	–	(144)	–	–	(144)
Total	378	3,828	–	–	4,206
Balance at 31 December 2019	24,147	3,828	792	(2,769)	25,998

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Group 2020 $'000	Group 2019 $'000 (Restated)
Operating activities			
Loss before income tax from continuing operations		**(5,226)**	(431)
Profit/(Loss) before income tax from discontinued operations		**61,754**	(8,108)
Profit/(Loss) before income tax		**56,528**	(8,539)
Adjustments for:			
Amortisation of intangible assets	26	**507**	515
(Reversal of impairment loss)/Impairment loss on financial assets, subject to ECL	5	**(54)**	401
Allowance for inventories obsolescence	24	**318**	322
Bad debts written off	24	**122**	144
Deposits written off	24	**–**	57
Depreciation of right-of-use assets	26	**174**	207
Depreciation of plant and equipment	26	**165**	158
Interest expense	25	**13**	20
Inventories written off	24	**496**	245
Intangible assets written off	24	**10**	–
Plant and equipment written off	24	**–**	4
Impairment loss of intangible assets	24	**36**	–
Gain on lease modifications	23	**(4)**	–
Interest income	23	**(3)**	(23)
Reversal of contingent consideration	23	**–**	(3,042)
Gain on disposal of subsidiaries	12	**(59,409)**	–
Impairment loss of goodwill	24	**–**	1,200
Share-based payment expenses		**112**	378
Net unrealised exchange adjustment		**–**	(9)
Operating cash flows before movements in working capital		**(989)**	(7,962)
Trade and other receivables		**1,088**	2,122
Inventories		**(2,132)**	(690)
Trade and other payables		**1,811**	(830)
Cash used in operations		**(222)**	(7,360)
Income tax paid		**–**	(24)
Net cash used in operating activities		**(222)**	(7,384)
Investing activities			
Purchase of plant and equipment	8	**(254)**	(161)
Expenditure on intangible assets	11	**(368)**	(220)
Net proceeds from disposal of subsidiaries	12	**50,602**	–
Interest received		**3**	23
Net cash generated from/(used in) investing activities		**49,983**	(358)
Financing activities			
Capital contribution from shareholders pending allotment	A	**–**	2,166
Capital reduction	18	**(20,781)**	–
Dividends paid	30	**(28,410)**	–
Payment of rights issue expenses		**–**	(144)
Repayment of principal portion of lease liabilities	16	**(173)**	(202)
Capital from non-controlling shareholders		**–**	6
Restricted funds		**150**	61
Interest paid		**(13)**	(20)
Net cash (used in)/generated from financing activities		**(49,227)**	1,867
Net increase/(decrease) in cash and cash equivalents		**534**	(5,875)
Cash and cash equivalents at beginning of the year		**1,444**	7,319
Cash and cash equivalents at end of the year		**1,978**	1,444

Note A

In the previous financial year, the Group issued rights shares at consideration of $3,972,000 of which $1,806,000 was withheld temporarily by the Central Depository (Pte) Limited at the end of reporting period due to administrative procedures.

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL

V2Y Corporation Ltd. (the "Company") (Registration No. 201717972D) is a limited liability company incorporated and domiciled in Singapore with its principal place of business and registered office at 38 Jalan Pemimpin, #05-03 M38, Singapore 577178. The Company is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

With effect from 12 November 2020, the name of the Company was changed from Synagie Corporation Ltd. to V2Y Corporation Ltd.

The principal activity of the Company is that of holding company. The principal activities of the subsidiaries are disclosed in Note 12 to the financial statements.

The consolidated financial statements of the company and its subsidiaries (the "Group"), the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2020 were authorised for issue in accordance with a Directors' resolution dated 30 March 2021.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements have been prepared in accordance with the provisions of the Companies Act, Chapter 50 and Singapore Financial Reporting Standards (International) ("SFRS(I)s") under the historical cost convention, except as disclosed in the accounting policies below.

The individual financial statements of each entity within the Group are measured and presented in the currency of primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("$") which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand ("$'000") as indicated.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group's application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The areas where such judgements or estimates have significant effect on the financial statements are disclosed in Note 3 to the financial statements.

Changes in accounting policies

New standards, amendments and interpretations effective from 1 January 2020

The standards, amendments to standards, and interpretations, issued by ASC that will apply for the first time by the Group are not expected to impact the Group as they are either not relevant to the Group's business activities or require accounting which is consistent with the Group's current accounting policies, except as detailed below.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

Changes in accounting policies (Continued)

New standards, amendments and interpretations effective from 1 January 2020 (Continued)

Amendments to SFRS(I) 3 Business Combinations: Definition of a Business

These amendments make changes to Appendix A Defined terms, the application guidance, and the illustrative examples of SFRS(I) 3 Business Combinations only. It clarifies that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. The definitions of a business and of outputs focus on goods and services provided to customers and the reference to an ability to reduce costs has been removed. The amendments add guidance and illustrative examples to help entities assess whether a substantive process has been acquired. The assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs has been removed. An optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is a business has been added.

The Group applied these amendments to business combinations and asset acquisitions with acquisition date on or after 1 January 2020. There is no significant impact arising from applying these amendments.

Amendment to SFRS(I) 16 Leases: Covid-19-Related Rent Concessions

Effective 1 June 2020, the amendment provides a practical expedient for lessees accounting for rent concessions that arise as a direct consequence of the COVID-19 pandemic and satisfy the following criteria:

(a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) The reduction is lease payments affects only payments originally due on or before 30 June 2021; and

(c) There is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with the practical expedient, which means the lessee does not need to assess whether the rent concession meets the definition of a lease modification.

The Group has elected to utilise the practical expedient for all rent concessions that meet the criteria. The practical expedient has been applied retrospectively, meaning it has been applied to all rent concessions that satisfy the criteria. There is no significant impact arising from applying these amendments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

Changes in accounting policies (Continued)

New standards, amendments and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following SFRS(I)s were issued but not yet effective, and have not been adopted early in these financial statements:

		Effective date (annual periods beginning on or after)
SFRS(I) 17	: Insurance Contracts	1 January 2023*
Amendments to SFRS(I) 1-1	: Classification of Liabilities as Current or Non-current	1 January 2023**
Amendments to SFRS(I) 1-16	: Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to SFRS(I) 1-37	: Onerous Contract – Costs of Fulfilling a Contract	1 January 2022
Amendments to SFRS(I) 3	: Reference to the Conceptual Framework	1 January 2022
Amendments to SFRS(I) 4	: Extension of the Temporary Exemption from Applying SFRS(I) 9	To be determined
Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7, SFRS(I) 4 and SFRS(I) 16	: Interest Rate Benchmark Reform – Phase 2	1 January 2021
Amendments to SFRS(I) 10 and SFRS(I) 1-28	: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
Various	: Annual Improvements to SFRS(I)s 2018-2020 – Amendment to SFRS(I) 1: Subsidiary as a First-Time Adopter – Amendment to SFRS(I) 9: Fees in the '10 per cent' Test for Derecognition of Financial Liabilities – Amendment to IE SFRS(I) 16: Lease Incentives – Amendment to SFRS(I) 1-41: Taxation in Fair Value Measurement	1 January 2022

* SFRS(I) 17 were originally effective for annual period beginning on or after 1 January 2021, however, in November 2020, the mandatory effective date was deferred to 1 January 2023.

** Amendments to SFRS(I) 1-1 were originally effective for annual period beginning on or after 1 January 2022. In July 2020, the effective date was deferred to 1 January 2023.

Consequential amendments were also made to various standards as a result of these new or revised standards.

Management anticipates that the adoption of the above SFRS(I)s in future periods, if applicable, will not have a material impact on the financial statements of the Group and the Company in the period of their initial adoption.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Subsidiaries are entities over which the Group has control. The Group controls an investee if the Group has power over the investee, exposure to variable returns from its involvement with the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Subsidiaries are consolidated from the date on which the Group obtains control over the investee and cease from consolidation when the control is lost. Control is reassessed whenever the facts and circumstances indicate that there may be a change in the elements of control.

All intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides an impairment indicator of the transferred asset.

The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies. Where necessary, accounting policies of subsidiaries are changed to ensure consistency with the policies adopted by the Group.

In the separate financial statements of the Company, investments in subsidiaries are carried at cost, less any accumulated impairment loss that has been recognised in profit or loss.

Non-controlling interests

Non-controlling interests represents the equity in subsidiaries which is not attributable directly or indirectly to the equity owners of the parent. They are shown separately in the consolidated statements of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners). The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary and any non-controlling interest. The profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 or, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The consideration transferred for the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred. Consideration transferred also includes any contingent consideration measured at the fair value at the acquisition date. Subsequent changes in fair value of contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 are recognised at their fair values at the acquisition date.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

Goodwill arising on acquisition is recognised as an asset at the acquisition date and initially measured at the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net acquisition-date fair value amounts of the identifiable assets acquired and the liabilities and contingent liabilities assumed.

If, after reassessment, the net fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase.

2.4 Cash and cash equivalents

Cash and cash equivalents in the statements of financial position comprise cash on hand, demand deposits and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents excludes pledged deposits.

2.5 Financial instruments

The Group recognises a financial asset or a financial liability in its statements of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 *Financial instruments (Continued)*

Financial assets

The Group classifies its financial assets into one of the categories below, depending on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group shall reclassify its affected financial assets when and only when the Group changes its business model for managing these financial assets. Other than financial assets in a qualifying hedging relationship, the Group's accounting policy for each category is as follows:

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest rate method.

Impairment provisions for trade receivables are recognised based on the simplified approach within SFRS(I) 9 using the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in the consolidated statement of profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for other receivables are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group's and the Company's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the statements of financial position.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost (Continued)

Significant increase in credit risk (Continued)

In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor; and
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) the financial instrument has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Financial instruments (Continued)

Financial assets (Continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or the borrower;
- A breach of contract, such as default or past due events;
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. The Group classifies ordinary shares as equity instruments.

Financial liabilities

The Group classifies all financial liabilities as subsequently measured at amortised cost.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

Offsetting arrangements

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.7 Plant and equipment

All items of plant and equipment are initially recognised at cost. The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent expenditure on an item of plant and equipment is added to the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Plant and equipment are subsequently carried at cost less accumulated depreciation and any accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Plant and equipment (Continued)

Depreciation is calculated on the straight-line method so as to allocate the depreciable amount of the plant and equipment over their estimated useful lives, on the following bases:

Computers	3 years
Furniture and fittings	3 years
Office equipment	3 years
Renovation	3 years

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

The estimated useful lives, residual values and depreciation methods are reviewed, and adjusted as appropriate, at the end of each reporting period.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Any amount in the revaluation reserve relating to that asset is transferred to retained earnings directly.

Fully depreciated assets still in use are retained in the financial statements.

2.8 Leases

Group as lessee

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and

- leases with a duration of twelve months or less.

The payments for leases of low value assets and short-term leases are recognised as an expense on a straight-line basis over the lease term.

<u>Initial measurement</u>

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used.

Variable lease payments are only included in the measurement of the lease liability if it is depending on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Leases (Continued)

Group as lessee (Continued)

Initial measurement (Continued)

On initial recognition, the carrying amount of lease liabilities also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- any penalties payables for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of lease liabilities, reduced by any lease incentives received and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

The Group and the Company present the right-of-use assets and lease liabilities separately from other assets and other liabilities in the statements of financial position.

Subsequent measurement

Right-of-use assets are subsequently measured at cost less any accumulated depreciation, any accumulated impairment loss and, if applicable, adjusted for any remeasurement of the lease liabilities. The right-of-use assets under cost model are depreciated on a straight-line basis over the shorter of either the remaining lease term or the remaining useful life of the right-of-use assets. If the lease transfers ownership of the underlying asset by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise the purchase option, the right-of-use assets are depreciated over the useful life of the underlying asset.

The right-of-use assets are depreciated based on the following bases:

	Years
Office premises	2
Office equipment	3 – 5
Motor vehicles	2

The carrying amount of right-of-use assets are reviewed for impairment when events or changes in circumstances indicate that the right-of-use asset may be impaired. The accounting policy on impairment is as described in Note 2.11 to the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Leases (Continued)

Group as lessee (Continued)

Subsequent measurement (Continued)

Subsequent to initial measurement, lease liabilities are adjusted to reflect interest charged at a constant periodic rate over the remaining lease liabilities, lease payment made and if applicable, account for any remeasurement due to reassessment or lease modifications.

After the commencement date, interest on the lease liabilities are recognised in profit or loss, unless the costs are eligible for capitalisation in accordance with other applicable standards.

When the Group revises its estimate of any lease term (i.e. probability of extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments over the revised term. The carrying amount of lease liabilities is similarly revised when the variable element of the future lease payment dependent on a rate or index is revised. In both cases, an equivalent adjustment is made to the carrying amount of the right-of-use assets. If the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of lease liabilities, the remaining amount of the remeasurement is recognised directly in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting treatment depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional right-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- In all other cases where the renegotiation increases the scope of the lease (i.e. extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;
- If the renegotiation results in a decrease in scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference being recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For lease contracts that convey a right to use an identified asset and require services to be provided by the lessor, the Group has elected to account for the entire contract as a lease. The Group does not allocate any amount of contractual payments to, and account separately for, any services provided by the lessor as part of the contract.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Goodwill

Goodwill arising on the acquisition of a subsidiary or business represents the excess of the consideration transferred (see Note 2.3), the amount of any non-controlling interests in the acquiree and the acquisition date fair value of any previously held equity interest in the acquiree over the acquisition date fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary recognised at the date of acquisition.

Goodwill on subsidiary is recognised separately as intangible assets. Goodwill is initially recognised at cost and subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or the relevant cash generating unit, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

2.10 Intangible assets

Intangible assets comprise software development costs which are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Software development costs are reported at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives of three to five years. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

The intangible assets pertain to customer relationships acquired through business combinations. These intangible assets are amortised on a straight-line basis over their useful lives. Management has assessed the appropriate useful lives to be five years. The estimated useful lives and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Impairment of non-financial assets (excluding goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2.12 Provisions

Provisions are recognised when the Group has a present legal or constructive 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.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The increase in the provision due to the passage of time is recognised as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Share-based payments

The Group issues equity-settled share-based payments to certain employees of the Company.

Equity-settled share-based payments are measured at fair value of equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled shared-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.14 Dividends

Dividends to the Company's equity holders are recognised when the dividends are declared and approved for payment.

2.15 Revenue recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Group expects to be entitled in exchange for transferring promised good or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales related taxes). Most of the Group's revenue is derived from fixed price contracts and therefore, the amount of revenue earned for each contract is determined by reference to those fixed prices.

<u>Insurtech – rendering of warranty and other support services, including the related administration services in handling and processing of warranty and other claims</u>

The Group provides a series of warranty support services. Such performance obligations are recognised as a performance obligation over time. Revenue is recognised on a straight line basis over the period of service. Management has assessed that the revenue recognition method is an appropriate measure of progress towards complete satisfaction of these performance obligations under SFRS (I) 15.

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control of a product or service to a customer.

<u>Insurtech – Commission income</u>

The Group receives commission income for acting as a corporate agent for insurance provider. The income is recognised upon submission of the insured information to the insurance provider. The Group is acting as an agent in the arrangement, and amounts collected should be recognised as a net amount of commission.

Revenue relating to the commission income is recognised when the commission is earned after the insurance provider undertakes the insured customer. This represents the point in time at which the right to consideration becomes unconditional as only the passage of time is required before payment is due.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 *Revenue recognition (Continued)*

E-Commerce – sale of Body, Beauty, Baby (“BBB”) products on online channels

The Group is involved in the selling of BBB products on online channels. Revenue from the sale of BBB products is recognised when control of the goods has transferred, being when the goods have been shipped to the customer’s location (delivery). A receivable is recognised by the Group and Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time required before payment is due.

Under the Group’s standard contract terms, customers have a right of return within 14 days. At the point of sale, a refund liability and a corresponding adjustment to revenue are recognised for those products expected to be returned. At the same time, the Group has a right to recover the product when customers exercise their right of return so consequently recognises a right to returned goods asset and a corresponding adjustment to the cost of inventories recognised in profit or loss. The Group uses its accumulated historical experience to estimate the number of returns on a portfolio level using the expected value method. It is considered highly probable that a significant reversal in the cumulative revenue recognised will not occur given the consistent level of returns over previous years.

E-Commerce – rendering of marketing support services

The Group provides a series of marketing support services. Such performance obligations are recognised as a performance obligation over time. Revenue is recognised for these services over the contract period. Management has assessed that the revenue recognition method is an appropriate measure of progress towards complete satisfaction of these performance obligations under SFRS (I) 15.

E-Logistics – rendering of warehouse and logistics handling services

The Group provides a series of warehouse handling services – (1) Inbound deliveries; (2) Storage; (3) Order processing; (4) Pick, Pack and Quality Control; and (5) Outbound deliveries. The various warehouse handling services are individually considered to be a distinct service as it is both regularly supplied by the Group to other customers on a stand-alone basis and is available for customers from other providers in the market. Transaction price are allocated to the individual warehouse handling services based on its stand-alone selling price of these services.

Revenue relating to the warehouse handling services is recognised over time. Management has assessed that the revenue recognition method is an appropriate measure of progress towards complete satisfaction of these performance obligations under SFRS (I) 15.

Interest income

Interest income is recognised using the effective interest rate method.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 Government grants

Government grants are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants received and receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

2.17 Employee benefits

Defined contribution plans

Payments to defined contribution plans are charged as an expense in the period in which the related service is performed. Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, and has no legal and constructive obligation to pay further once the payments are made.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated undiscounted liability for annual leave expected to be settled wholly within 12 months after the end of reporting period as a result of services rendered by employees up to the end of the reporting period.

2.18 Income tax

Income tax expense comprise current tax expense and deferred tax expense.

Current income tax

Current income tax expense is the amount of income tax payable in respect of the taxable profit for a period. Current income tax liabilities for the current and prior periods shall be measured at the amount expected to be paid to the taxation authorities, using the tax rates and interpretation to applicable tax laws in the countries where the Group operates, that have been enacted or substantively enacted by the end of the reporting period. Management evaluates its income tax provisions on periodical basis.

Current income tax expenses are recognised in profit or loss, except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Income tax (Continued)

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases of asset and liabilities, except when the temporary difference arises from the initial recognition of goodwill or other assets and liabilities that is not a business combination and affects neither the accounting profit nor taxable profit.

Deferred tax liabilities are recognised for all taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the timing of reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates expected to apply for the period when the asset is realised or the liability is settled, based on tax rate and tax law that have been enacted or substantially enacted by the end of reporting period. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects to recover or settle its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is recognised in profit or loss, except when it relates to items recognised outside profit or loss, in which case the tax is also recognised either in other comprehensive income or directly in equity, or where it arises from the initial accounting for a business combination. Deferred tax arising from a business combination, is taken into account in calculating goodwill on acquisition.

Sales tax

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

- when the sales taxation that is incurred on purchase of assets or services is not recoverable from the taxation authorities, in which case the sales tax is recognised as part of 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 statement of financial position.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Discontinued operations

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

(a) represents a separate major line of business or geographical area of operations;

(b) is part of a single co-ordinated plan to dispose of a separate major line or geographical area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale.

2.20 Foreign currency transactions and translation

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollar using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, are recognised initially in other comprehensive income and accumulated in the Group's translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the translation reserve.

On disposal of a foreign operation, the accumulated translation reserve relating to that operation is reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief executive officer who makes strategic decisions.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2 to the financial statements, management made judgements, estimates and assumptions about the carrying amounts of assets and liabilities that were not readily apparent from other sources. The estimates and associated assumptions were based on historical experience and other factors that were considered to be reasonable under the circumstances. Actual results may differ from these estimates.

These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is 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.

3.1 *Critical judgements in applying the entity's accounting policies*

The following are the critical judgements, apart from those involving estimations (Note 3.2) that management has made in the process of applying the Group's accounting policies and which have a significant effect on the amounts recognised in the consolidated financial statements:

<u>Going concern</u>

As at 31 December 2020, the Group is in a net current assets and net assets position of $1,056,000 and $2,854,000 (2019: $1,492,000 and $4,565,000) respectively. Following the disposal of e-commerce business (Note 12), the Group reported net loss from continuing operations of $5,102,000 (2019: $344,000) and net cash outflow from operating activities of $222,000 (2019: $7,384,000) for the financial year ended 31 December 2020. In addition, the COVID-19 pandemic has severely disrupted global economic activity and led to both demand and supply side shocks to the global economy. These factors may cast significant doubt on the Group's ability to continue as a going concern.

Although the Group has experienced significant decline in overall sales as compared to the preceding year, however this has been mitigated by gradual recovery of sales and shifting of the Group's focus to the insurtech business subsequent to the disposal of e-commerce business. Management carried out detailed review of the cash flows forecast of the Group for the 15 months period ending 31 March 2022. Based on the forecast, management estimated that adequate liquidity exists to finance the working capital requirements of the Group for the next financial year considering the cash and cash equivalents of the Group of $1,978,000 as at 31 December 2020. Accordingly, management is of the view that there is no material uncertainty that may cast a significant doubt on the Group's ability to continue as a going concern and that the use of going concern to prepare the Group's financial statements is appropriate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment review of goodwill and intangible assets

The Group reviews goodwill and intangible assets for impairment annually. As at 31 December 2020, the net carrying amounts of goodwill and intangible assets were $971,000 and $903,000 (2019: $971,000 and $1,886,000) respectively. Impairment loss of $1,200,000 on goodwill was recognised in the previous financial year.

The management required to estimate the future market conditions, including future contract revenue, discount rate, EBITDA and terminal growth rate in the key inputs used in the discounted cash flow forecasts to determine the recoverable amounts for goodwill and intangible assets, and the amount of any impairment required. The key assumptions used by management are disclosed in Note 10 to the financial statements.

Allowance for impairment loss of trade receivables

The Group determines expected credit losses on trade receivables from third parties by making individual assessment of expected credit loss ("ECL") for long overdue balances and using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Notwithstanding the above, the Group evaluates the ECL on customers in financial difficulties separately. The carrying amounts of the Group's and the Company's trade receivables as at 31 December 2020 are disclosed in Note 5 to the financial statements.

4. CASH AND CASH EQUIVALENTS

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Cash at bank	**1,978**	1,583	**1,871**	69
Cash on hand	**–**	11	**–**	–
	1,978	1,594	**1,871**	69
Less: cash pledged with bank	**–**	(150)	**–**	–
Cash and cash equivalents per consolidated statement of cash flows	**1,978**	1,444	**1,871**	69

As at 31 December 2019, cash balance of $150,000 was pledged to certain financial institution for providing a guarantee for operating activities of the E-Commerce business. The pledged amount can only be withdrawn upon the expiry of the guarantee.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

4. CASH AND CASH EQUIVALENTS (CONTINUED)

The currency profiles of the Group's and Company's cash and cash equivalents at each reporting date are as follows:

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Singapore dollar	**1,194**	552	**1,124**	55
United States dollar	**784**	668	**747**	14
Malaysian ringgit	**–**	220	**–**	–
Vietnam dong	**–**	42	**–**	–
Philippines peso	**–**	33	**–**	–
Thai baht	**–**	79	**–**	–
	1,978	1,594	**1,871**	69

5. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Trade receivables				
– Third parties	**513**	4,830	**–**	–
Less: Loss allowance	**–**	(421)	**–**	–
	513	4,409	**–**	–
Other receivables				
– Third parties	**9**	2,003	**8**	1,812
– Subsidiaries	**–**	–	**292**	19,681
Deposits	**40**	407	**9**	1
GST receivables	**–**	36	**–**	–
Prepayments	**7**	33	**2**	3
Government grant receivables	**21**	–	**3**	–
Total trade and other receivables	**590**	6,888	**314**	21,497
Less:				
GST receivables	**–**	(36)	**–**	–
Prepayments	**(7)**	(33)	**(2)**	(3)
Government grant receivables	**(21)**	–	**(3)**	–
Add:				
Cash and cash equivalents (Note 4)	**1,978**	1,594	**1,871**	69
Financial assets carried at amortised cost	**2,540**	8,413	**2,180**	21,563

Trade receivables are unsecured, non-interest bearing and generally on 30 (2019: 14 to 90) days' credit terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition. The Group assesses the potential customer's credit quality and determines credit limits to be allowed before accepting any new customer. Credit limits granted to customers are reviewed regularly.

5. TRADE AND OTHER RECEIVABLES (CONTINUED)

Other receivables from the third parties and subsidiaries are unsecured, non-interest bearing, repayable on demand and are expected to be settled in cash. There is no allowance for doubtful debts arising from these outstanding balances as the expected credit loss is not material.

Included in other receivables as at 31 December 2019 was a balance of $1,806,000 held by The Central Depository (Pte) Limited pertained to the proceeds from rights issue.

Deposits mainly relate to deposits made for the rental of office premise and warehouses.

The government grant receivables relate to Jobs Support Scheme ("JSS") announced by the Singapore Government to provide wage support to employers to help them retain their local employees during this period of economic uncertainty.

Analysis of trade receivables

Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. The ECL on trade receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. There is no loss allowance provided during the financial year as the amount is insignificant. As at 31 December 2019, the Group had recognised a loss allowance of $421,000, representing receivables over 60 days past due.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. The Group has bad debts written off amounting to $122,000 as of 31 December 2020 (2019: $144,000).

The following table details the risk profile of trade receivables from contracts with customers based on the Group's historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimate of future economic conditions. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

	Group				
	Trade receivables – days past due				
	Not past due	1 to 30 days	31 to 60 days	> 60 days	Total
	$'000	$'000	$'000	$'000	$'000
2020					
Expected loss rate	**–**	**–**	**–**	**–**	
Estimated total gross carrying amount at default	**466**	**5**	**41**	**1**	**513**
Lifetime ECL	**–**	**–**	**–**	**–**	**–**
					513
2019					
Expected loss rate	–	–	–	56%	
Estimated total gross carrying amount at default	3,520	424	130	756	4,830
Lifetime ECL	–	–	–	(421)	(421)
					4,409

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. TRADE AND OTHER RECEIVABLES (CONTINUED)

Analysis of trade receivables (Continued)

The table below shows the movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach set out in SFRS(I) 9:

	Lifetime ECL – credit impaired	
	2020	**2019**
	$'000	**$'000**
Group		
At 1 January	**421**	20
Change in loss allowance due to new trade receivables originated, net of those derecognised due to settlement	**(54)**	401
Disposal of subsidiaries	**(367)**	–
At 31 December	**–**	421

Analysis of non-trade receivables

For purpose of impairment assessment, the non-trade receivables are considered to have low credit risk as the timing of payment is controlled by the Company taking into account cash flow management within the group of companies and there has been no significant increase in the risk of default on the amounts due from subsidiaries since initial recognition. Accordingly, for the purpose of impairment assessment for this non-trade receivables, the loss allowance is measured at an amount equal to 12-month ECL.

In determining the ECL, management has taken into account the financial position of the subsidiaries, adjusted for factors that are specific to the subsidiaries and general economic conditions of the industry in which the subsidiaries operate, in estimating the probability of default of the non-trade amounts due from subsidiaries as well as the loss upon default. Management determines the non-trade receivables are subject to immaterial credit loss.

The currency profiles of the Group's and Company's trade and other receivables (excluding GST receivables, prepayments, and government grant receivables) at each reporting date are as follows:

	Group		**Company**	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Singapore dollar	**97**	5,340	**309**	21,488
United States dollar	**464**	272	**–**	–
Malaysian ringgit	**1**	587	**–**	–
Vietnam dong	**–**	134	**–**	–
Philippines peso	**–**	430	**–**	–
Thai baht	**–**	56	**–**	6
	562	6,819	**309**	21,494

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

6. DEFERRED SERVICE COSTS

Costs relating to warranty services is recognised over time although the Group pays up-front in full for these services. These costs are amortised on a straight-line basis over the period of warranty services.

7. INVENTORIES

	Group	
	2020	**2019**
	$'000	**$'000**
Trading stocks, at cost	**–**	2,414
Less: Allowance for inventory obsolescence	**–**	(316)
	–	2,098
Cost of inventories included in cost of sales of discontinued operations	**26,689**	8,471

Movement in the allowance for inventory obsolescence:

	Group	
	2020	**2019**
	$'000	**$'000**
At 1 January	**(316)**	(54)
Allowance written off	**302**	60
Allowance recognised in profit or loss (Note 24)	**(318)**	(322)
Disposal of subsidiaries	**332**	–
At 31 December	**–**	(316)

During the financial year ended 31 December 2020, the Group has written off the obsolete trading goods of approximately $496,000 (2019: $245,000) of which $302,000 (2019: $60,000) pertained to inventories included in allowance for inventory obsolescence.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

8. PLANT AND EQUIPMENT

	Computers $'000	Furniture and fittings $'000	Office equipment $'000	Renovation $'000	Total $'000
Group					
Cost					
At 1 January 2020	**233**	**86**	**76**	**190**	**585**
Additions	**151**	**28**	**15**	**60**	**254**
Disposal of subsidiaries (Note 12)	**(375)**	**(87)**	**(85)**	**(167)**	**(714)**
Disposals	**(9)**	**(21)**	**(6)**	**(51)**	**(87)**
Translation difference	**4**	**–**	**–**	**–**	**4**
At 31 December 2020	**4**	**6**	**–**	**32**	**42**
Accumulated depreciation					
At 1 January 2020	**85**	**39**	**51**	**108**	**283**
Depreciation	**78**	**24**	**15**	**48**	**165**
Disposal of subsidiaries (Note 12)	**(154)**	**(55)**	**(62)**	**(131)**	**(402)**
Disposals	**(6)**	**(8)**	**(4)**	**(23)**	**(41)**
At 31 December 2020	**3**	**–**	**–**	**2**	**5**
Carrying amount					
At 31 December 2020	**1**	**6**	**–**	**30**	**37**
Cost					
At 1 January 2019	125	65	69	138	397
Additions	108	21	7	56	192
Written off	–	–	–	(4)	(4)
At 31 December 2019	233	86	76	190	585
Accumulated depreciation					
At 1 January 2019	30	13	30	52	125
Depreciation	55	26	21	56	158
At 31 December 2019	85	39	51	108	283
Carrying amount					
At 31 December 2019	148	47	25	82	302

8. PLANT AND EQUIPMENT (CONTINUED)

	Computers $'000	Furniture and fittings $'000	Office equipment $'000	Renovation $'000	Total $'000
Company					
Cost					
At 1 January 2020	**5**	**19**	**6**	**51**	**81**
Additions	**2**	**7**	**–**	**32**	**41**
Disposals	**(7)**	**(21)**	**(6)**	**(51)**	**(85)**
At 31 December 2020	**–**	**5**	**–**	**32**	**37**
Accumulated depreciation					
At 1 January 2020	**2**	**3**	**2**	**10**	**17**
Depreciation	**2**	**5**	**2**	**15**	**24**
Disposals	**(4)**	**(8)**	**(4)**	**(23)**	**(39)**
At 31 December 2020	**–**	**–**	**–**	**2**	**2**
Carrying amount					
At 31 December 2020	**–**	**5**	**–**	**30**	**35**
Cost					
At 1 January 2019	5	–	–	–	5
Additions	–	19	6	51	76
At 31 December 2019	5	19	6	51	81
Accumulated depreciation					
At 1 January 2019	–	–	–	–	–
Depreciation	2	3	2	10	17
At 31 December 2019	2	3	2	10	17
Carrying amount					
At 31 December 2019	3	16	4	41	64

For the purpose of consolidated statement of cash flows, the Group's additions to plant and equipment during the financial year were financed as follows:

	Group	
	2020 $'000	2019 $'000
Additions to plant and equipment	**254**	192
Other payables	**–**	(31)
Cash payments to acquire plant and equipment	**254**	161

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

9. RIGHT-OF-USE ASSETS

	Office premises $'000	Office equipment $'000	Motor vehicles $'000	Total $'000
Group				
Cost				
At 1 January 2020	**433**	**7**	**64**	**504**
Additions	**101**	**18**	**–**	**119**
Lease modification	**(179)**	**–**	**–**	**(179)**
Disposal of subsidiaries (Note 12)	**(166)**	**(7)**	**(64)**	**(237)**
At 31 December 2020	**189**	**18**	**–**	**207**
Accumulated depreciation				
At 1 January 2020	**172**	**2**	**33**	**207**
Depreciation	**144**	**3**	**27**	**174**
Lease modification	**(105)**	**–**	**–**	**(105)**
Disposal of subsidiaries (Note 12)	**(82)**	**(5)**	**(60)**	**(147)**
At 31 December 2020	**129**	**–**	**–**	**129**
Carrying amount				
At 31 December 2020	**60**	**18**	**–**	**78**
Cost				
At 1 January 2019	187	1	64	252
Additions	246	6	–	252
At 31 December 2019	433	7	64	504
Accumulated depreciation				
At 1 January 2019	–	–	–	–
Depreciation	172	2	33	207
At 31 December 2019	172	2	33	207
Carrying amount				
At 31 December 2019	261	5	31	297

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

9. RIGHT-OF-USE ASSETS (CONTINUED)

	Office premises $'000
Company	
Cost	
At 1 January 2020	**144**
Additions	**69**
Lease modification	**(144)**
At 31 December 2020	**69**
Accumulated depreciation	
At 1 January 2020	**32**
Depreciation	**43**
Lease modification	**(66)**
At 31 December 2020	**9**
Carrying amount	
At 31 December 2020	**60**
Cost	
At 1 January 2019	–
Additions	144
At 31 December 2019	144
Accumulated depreciation	
At 1 January 2019	–
Depreciation	32
At 31 December 2019	32
Carrying amount	
At 31 December 2019	112

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

10. GOODWILL

	Group $'000
Cost	
At 1 January 2020 and 31 December 2020	**2,171**
Accumulated impairment loss	
At 1 January 2020 and 31 December 2020	**1,200**
Carrying amount	
At 31 December 2020	**971**
Cost	
At 1 January 2019	**2,171**
Accumulated impairment loss	
At 1 January 2019	–
Impairment loss	1,200
At 31 December 2019	1,200
Carrying amount	
At 31 December 2019	971

Goodwill acquired in a business combination is allocated, at acquisition, to the CGU that are expected to benefit from the business combination. The carrying amount of goodwill has been allocated to the Insurtech CGU, arising from the acquisition of Insurtech Subsidiary.

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

The recoverable amount of the CGU is determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the future contract revenue, discount rate, EBITDA and terminal growth rate. Management estimates discount rate using pre-tax rate that reflect current market assessment of the time value of money and the risks specific to the CGU. The growth rates are based on industry growth forecasts and expectations of future changes in the market.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next five years and thereafter budget a perpetual growth of 1.00% (2019: 1.90%). This rate does not exceed the average long-term growth rate for the relevant markets.

The rate used to discount the forecast cash flows from the Insurtech CGU is 9.50% (2019: 9.80%).

Based on the cash flow forecast prepared, there was no impairment being recognised for financial year ended 31 December 2020. For financial year ended 31 December 2019, there was a shortfall in recoverable amount over enterprise value of the CGU, hence, an impairment loss of $1,200,000 was recognised.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INTANGIBLE ASSETS

	Software under development $'000	Software $'000	Customer relationships $'000	Total $'000
Group				
Cost				
At 1 January 2020	**220**	**856**	**1,916**	**2,992**
Additions	**333**	**35**	**–**	**368**
Written off	**–**	**(18)**	**–**	**(18)**
Disposal of subsidiaries (Note 12)	**(553)**	**(756)**	**–**	**(1,309)**
At 31 December 2020	**–**	**117**	**1,916**	**2,033**
Accumulated amortisation and impairment loss				
At 1 January 2020	**–**	**468**	**638**	**1,106**
Amortisation	**–**	**124**	**383**	**507**
Impairment loss	**–**	**36**	**–**	**36**
Written off	**–**	**(8)**	**–**	**(8)**
Disposal of subsidiaries (Note 12)	**–**	**(511)**	**–**	**(511)**
At 31 December 2020	**–**	**109**	**1,021**	**1,130**
Carrying amount				
At 31 December 2020	**–**	**8**	**895**	**903**
Cost				
At 1 January 2019	274	553	1,916	2,743
Additions	249	–	–	249
Reclassification	(303)	303	–	–
At 31 December 2019	220	856	1,916	2,992
Accumulated amortisation and impairment loss				
At 1 January 2019	–	336	255	591
Amortisation	–	132	383	515
At 31 December 2019	–	468	638	1,106
Carrying amount				
At 31 December 2019	220	388	1,278	1,886

The amortisation of customer relationships is included in the administrative expenses line item in the consolidated statement of profit or loss and other comprehensive income.

During the financial year ended 31 December 2020, the Group carried out review of the recoverable amount of its intangible assets, having regards for indicators of impairment based on the existing performance of the subsidiary. As the uncertainty over the Covid-19 situation had led to lower demand from customers and slow contract renewals, management assessed that the possibility for the subsidiary to generate future operating profit and cash inflow from the contracts is remote. Accordingly, an impairment loss of $36,000 (2019: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INTANGIBLE ASSETS (CONTINUED)

For the purpose of consolidated statement of cash flows, the Group's expenditure on intangible assets during the financial year were financed as follows:

	Group	
	2020	**2019**
	$'000	**$'000**
Additions to intangible assets	**368**	249
Other payables	–	(29)
Cash payments to acquire intangible assets	**368**	220

12. INVESTMENT IN SUBSIDIARIES

	Company	
	2020	**2019**
	$'000	**$'000**
Unquoted equity shares, at cost	**1,300**	9,413

Incorporation of subsidiaries

On 30 March 2020, the Company incorporated a subsidiary, Synagie Hong Kong Limited, a company incorporated in Hong Kong, and the Company subscribed for 1 share at HKD1 each, which represented an equity interest of 100%. The subsidiary was disposed of during the financial year.

On 24 June 2020, the Company incorporated a subsidiary, PT Synagie Ecommerce Indonesia, a company incorporated in Indonesia, and the Company subscribed for 24,975,000 share at IDR 100 each, which represented an equity interest of 99.6%. The subsidiary was disposed of during the financial year.

On 27 May 2019, V2Y Pte. Ltd., a subsidiary, incorporated a subsidiary, Synagie Technologies Pte. Ltd., a company incorporated in Singapore, and V2Y Pte. Ltd. subscribed for 500,000 share at $1 each, which represented an equity interest of 100%.

On 11 July 2019, V2Y Pte. Ltd., a subsidiary, incorporated a subsidiary, Synagie Insurtech Sdn. Bhd., a company incorporated in Malaysia, and V2Y Pte. Ltd. subscribed for 1 share at MYR 1 each, which represented an equity interest of 100%.

On 31 July 2019, the Company incorporated a subsidiary, Synagie (Thailand) Company Ltd, a company incorporated in Thailand, and the Company subscribed for 48,900 share at THB 2.5 each, which represented an equity interest of 48.9%.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Disposal of subsidiaries

On 5 August 2020, the Company entered into a sale and purchase agreement ("SPA") with Synagistics Pte. Ltd. (the "Purchaser"), and Metadrome Ltd, as a guarantor to the Company, pursuant to which the Company agreed to sell, and the Purchaser agreed to purchase the E-Commerce business upon the terms and subject to the conditions of the SPA, for an aggregate consideration of $61,679,000 (the "Consideration").

The disposal involves the disposal of the entire E-Commerce, E-Commerce enabler and logistics business (including the technology and business solutions in relation to the foregoing) carried on by Group including the legal and/or beneficial ownership in the following subsidiaries:

(a) 100% of the issued share capital of BTFL Pte. Ltd.;

(b) 100% of the issued share capital of Synagie Sdn. Bhd.;

(c) 100% of the contributed capital of Synagie (Vietnam) Company Limited.;

(d) 48.9% of the issued share capital of Synagie (Thailand) Ltd.;

(e) legal and beneficial ownership over 99.9% of the issued share capital of Synagie Inc., and beneficial ownership over five 5 common shares held by five individual nominee shareholders, representing less than 0.1% of the issued share capital of Synagie Inc.;

(f) 100% of the issued share capital of Synagie Hong Kong Limited; and

(g) 99.6% of the issued share capital of PT Synagie Ecommerce Indonesia.

Upon completion, the Group lost its control in the E-Commerce business on 5 November 2020 and the financial performance of E-Commerce business for the period from 1 January 2020 to 5 November 2020 are therefore presented as discontinued operations. (Note 28)

The carrying amounts of net assets arising from the disposal were as follows:

	5 November 2020 $'000
Cash and cash equivalents	671
Trade and other receivables	5,990
Inventories	3,416
Plant and equipment	312
Right-of-use assets	90
Intangible assets	798
Total assets	11,277
Trade and other payables	10,287
Lease liabilities	92
Total liabilities	10,379
Net assets derecognised	898

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Gain on disposal of subsidiaries

	2020 $'000
Cash proceeds	**52,322**
Promissory notes[1]	**9,357**
Less:	
Net assets derecognised	**(898)**
Non-controlling interest	**3**
Reclassification of foreign currency translation reserve	**(34)**
Costs directly attributable to the disposal	**(1,341)**
	59,409

1 Pursuant to the terms of the SPA, a portion of the Consideration, being an amount of $9,357,000, was paid by the Purchaser to the Company by way of assignment of an interest-bearing promissory note in the principal amount of $9,357,000 issued by Metadrome Ltd, at an interest of 0.3% per annum.

Effect of disposal on the consolidated statement of cash flows:

	2020 $'000
Cash proceeds from the disposal	**52,322**
Cash and cash equivalents of subsidiaries derecognised	**(671)**
Cash payments of costs directly attributable to the disposal	**(1,049)**
Net cash inflows	**50,602**

Details of the Group's subsidiaries are as follows:

Name of subsidiary	Principal activities	Date and country of incorporation	Ownership interest 2020 %	Ownership interest 2019 %
Held by the Company				
V2Y Pte. Ltd. (formerly known as Synagie Pte. Ltd.)[(1)]	Investment holding.	22 March 2018 Singapore	**100**	100
BTFL Pte. Ltd.[(4)]	Value added logistics providers and retail sale via internet.	28 November 2014 Singapore	–	100
Synagie (Vietnam) Company Limited[(4)]	Value added logistics providers and retail sale via internet.	6 December 2018 Vietnam	–	100
Synagie (Thailand) Ltd.[(4)]	Value added logistics providers and retail sale via internet.	31 July 2019 Thailand	–	48.9[(5)]

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the Group's subsidiaries are as follows: (Continued)

Name of subsidiary	Principal activities	Date and country of incorporation	Ownership interest 2020 %	2019 %
Synagie Inc.[4]	Value added logistics providers and retail sale via internet.	15 October 2018 Philippines	**–**	100
Synagie Sdn. Bhd.[4]	Warehousing and storage services, retail sale of any kind of product over the internet and wholesale of other household goods.	17 July 2017 Malaysia	**–**	100
Synagie Hong Kong Limited[3][4]	Other information technology and computer service activities.	30 March 2020 Hong Kong	**–**	–
PT Synagie Ecommerce Indonesia[3][4]	Other information technology and computer service activities.	24 June 2020 Indonesia	**–**	–
Held by V2Y Pte. Ltd.				
1Care Global Pte. Ltd.[1]	Other information technology and computer service activities and general wholesale trade (including general importers and exporters).	17 August 2010 Singapore	**100**	100
V2Y Insurtech Pte. Ltd. (formerly known as Synagie Insurtech Pte. Ltd.)[1]	Other information technology and computer service activities.	12 April 2018 Singapore	**100**	100
V2Y Technologies Pte. Ltd. (formerly known as Synagie Technologies Pte. Ltd.)[1]	Other information technology and computer service activities.	27 May 2019 Singapore	**100**	100
V2Y Insurtech Sdn. Bhd. (formerly known as Synagie Insurtech Sdn. Bhd.)[2]	Other information technology and computer service activities.	11 July 2019 Malaysia	**100**	100

(1) Audited by BDO LLP, Singapore

(2) Audited by BDO PLT, Malaysia

(3) Incorporated during the financial year

(4) Disposed of during the financial year

(5) Synagie (Thailand) Ltd. has a total issued share capital of 100,000 shares, comprising of 49,000 ordinary shares and 51,000 preference shares (every holder of 50 preference shares shall have 1 voting rights). The Company owns 48,900 ordinary shares and has an effective voting rights of 98%.

13. TRADE AND OTHER PAYABLES

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Trade payables				
– Third parties	**423**	4,586	**–**	–
Other payables				
– Third parties	**167**	2,058	**116**	135
– Subsidiaries	**–**	–	**–**	4,414
Accruals	**602**	1,870	**415**	394
Goods and services tax payables	**61**	118	**43**	101
Deferred government grant	**28**	–	**5**	–
Total trade and other payables	**1,281**	8,632	**579**	5,044
Add:				
Lease liabilities (Note 16)	**78**	302	**61**	113
Less:				
Goods and services tax payables	**(61)**	(118)	**(43)**	(101)
Deferred government grant	**(28)**	–	**(5)**	–
Financial liabilities carried at amortised cost	**1,270**	8,816	**592**	5,056

Trade payables are unsecured, non-interest bearing and repayable within the normal trade credit terms of 30 to 60 (2019: 30 to 60) days.

Other payables due to third parties and subsidiaries are unsecured, non-interest bearing, repayable on demand and are expected to be settled in cash.

Deferred government grant is in respect of Job Support Scheme details of which are disclosed in Note 5 to the financial statements.

The currency profiles of the Group's and Company's trade and other payables (excluding goods and services tax payables and deferred government grant) at each reporting date are as follows:

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Singapore dollar	**642**	7,029	**322**	4,943
United States dollar	**529**	14	**190**	–
Malaysian ringgit	**2**	873	**–**	–
Vietnam dong	**–**	152	**–**	–
Philippines peso	**–**	331	**–**	–
Thai baht	**19**	115	**19**	–
	1,192	8,514	**531**	4,943

14. PROVISIONS

Provision for warranty is made only for those contracts for which warranty for defects is provided for agreed period. The provision for warranty is based on estimates made from historical warranty data associated with similar completed contracts. The Group expects to incur the majority of the liability over next year.

15. DEFERRED SERVICE REVENUE

Revenue relating to warranty services is recognised over time although the customer pays up-front in full for these services. A contract liability is recognised for revenue relating to the warranty services at the time of the initial sales transaction and is amortised over the service period. Deferred service revenue as at the end of each reporting period is expected to be utilised within 12 months.

16. LEASE LIABILITIES

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Cost				
At 1 January	**302**	252	**113**	–
Additions	**119**	252	**69**	144
Interest expense (Note 25)	**11**	16	**5**	4
Lease modifications	**(78)**	–	**(78)**	–
Lease payments				
– Principal portion	**(173)**	(202)	**(43)**	(31)
– Interest portion	**(11)**	(16)	**(5)**	(4)
Disposal of subsidiaries (Note 12)	**(92)**	–	**–**	–
At 31 December	**78**	302	**61**	113

The maturity analysis of lease liabilities of the Group and Company at the end of reporting date are as follows:

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Contractual undiscounted cash flows				
– Not later than a year	**42**	205	**39**	51
– After one year but within five years	**42**	110	**25**	69
	84	315	**64**	120
Less: Future interest expense	**(6)**	(13)	**(3)**	(7)
Present value of lease liabilities	**78**	302	**61**	113
Presented in statements of financial position				
– Current	**39**	195	**37**	47
– Non-current	**39**	107	**24**	66
	78	302	**61**	113

The Group and Company lease office premises and equipment. The lease payments are fixed. As at 31 December 2020, the incremental borrowing rate applied in the lease was 5.00% (2019: 5.00%).

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

16. LEASE LIABILITIES (CONTINUED)

The currency profiles of the Group's and Company's lease liabilities at each reporting date are as follows:

	Group		Company	
	2020	2019	2020	2019
	$'000	$'000	$'000	$'000
Singapore dollar	**78**	263	**61**	113
Malaysian ringgit	**–**	39	**–**	–
	78	302	**61**	113

17. DEFERRED TAX LIABILITIES

Deferred tax liabilities arose from fair value adjustment on intangible assets – customer relationship and deferred service revenue in relation to the acquisition of a subsidiary on 20 April 2018.

	Intangible assets – customer relationships $'000	Deferred service revenue $'000	Total $'000
Group			
At 1 January 2020	**217**	**59**	**276**
Credit to profit or loss for the year (Note 27)	**(65)**	**(59)**	**(124)**
At 31 December 2020	**152**	**–**	**152**
At 1 January 2019	283	80	363
Credit to profit or loss for the year (Note 27)	(66)	(21)	(87)
At 31 December 2019	217	59	276

18. SHARE CAPITAL

	Group and Company	
	2020	2019
	$'000	$'000
Issued and paid up:		
At 1 January	**24,147**	23,769
Issuance of performance shares(1)	**154**	378
New shares issued pursuant to right issue(2)	**3,972**	–
Shares issue expenses capitalised in equity	**(144)**	–
Capital reduction(3)	**(27,102)**	–
At 31 December	**1,027**	24,147

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

18. SHARE CAPITAL (CONTINUED)

Number of ordinary shares

	Group and Company	
	2020	**2019**
	'000	**'000**
Issued and paid up:		
At 1 January	**264,767**	261,705
Issuance of performance shares[(1)]	**1,414**	3,062
New shares issued pursuant to right issue[(2)]	**39,715**	–
At 31 December	**305,896**	264,767

(1) During the financial year, the Company allotted and issued an aggregate of 1,414,216 (2019: 3,061,696) new shares in share capital of the Company pursuant to the V2Y Performance Share Plan (2019: Synagie Performance Share Plan).

(2) On 2 January 2020, the Company allotted and issued an aggregate of 39,715,003 new shares in share capital of the Company pursuant to the pursuant to right issue. (Note 19)

(3) On 24 November 2020, the Company received approval by the High Court of the Republic of Singapore for the capital reduction exercise. An aggregate amount of approximately $27,102,000 based on $0.0886 for each share, was returned to shareholders pursuant to the capital reduction. The cash paid to shareholders were partly offset with promissory note amounting to $6,321,000 and cash payment amounting to $20,781,000 was paid to shareholders.

19. CAPITAL CONTRIBUTION PENDING ALLOTMENT

The capital contribution pending allotment represents right issue of 39,715,003 right shares in the share capital of the Company at a consideration less right issues related expenses of $3,828,000. The issuance of the rights was on 5 December 2019 and was fully subscribed and paid on 26 December 2019. The capital allotment was carried out on 2 January 2020 and was completed on 6 January 2020.

20. MERGER RESERVE

Merger reserve arises from the restructuring exercise which involved related parties under common control and represents the difference between the consideration paid by the Company and the equity of the subsidiary acquired under common control that are accounted for by applying the "pooling-of-interest" method. With the completion of disposal of E-Commerce business segment on 5 November 2020, the merger reserve was reclassified to retained earnings.

21. OTHER RESERVE

This represents the excess of the Convertible Notes reserve and principal amount of the Convertible Notes upon conversion to share capital of the Company recognised in prior financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

22. REVENUE

The Group derives its revenue from the transfer of goods and services over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 Operating Segments.

A disaggregation of the Group's revenue for the year, is as follows:

	Group	
	2020	**2019**
	$'000	**$'000**
		(Restated)
Continuing operations		
Insurtech:		
– Sale of warranty support services recognised over time	**1,717**	2,970
– Commission income recognised at a point in time	**52**	131
	1,769	3,101
Discontinued operations		
E-commerce:		
– Sale of products on online channels recognised at a point in time	**40,975**	12,378
– Marketing support fees recognised over time	**5,522**	3,000
E-logistics:		
– Warehouse and logistics support fees recognised over time	**1,482**	882
	47,979	16,260

23. OTHER INCOME

	Group	
	2020	**2019**
	$'000	**$'000**
		(Restated)
Continuing operations		
Reversal of contingent consideration[1]	**–**	3,042
Waiver of warranty service cost from insurer	**174**	–
Government grants	**223**	7
Gain on lease modifications	**4**	–
Interest income	**3**	23
Others	**31**	2
	435	3,074
Discontinued operations		
Reversal of impairment loss of financial assets, subject to ECL	**54**	–
Government grants	**507**	48
Others	**16**	33
	577	81

(1) As part of the acquisition deal entered to acquire 1Care Global Pte. Ltd. ("1Care") on 20 April 2018, an earn-out incentive will be awarded based on the financial performance of the entity in 2018 and 2019. The contingent consideration requires the Group to pay the vendor an additional $3,300,000 if 1Care's revenue and profit after tax in each years 2018 and 2019 exceeds S$5,500,000 ("Revenue Target") and $1,300,000 ("NPAT Target") respectively. However, on 31 December 2019, an amount of S$3,042,000 contingent consideration was reversed as the Revenue Target and NPAT Target were not achieved.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

24. OTHER OPERATING EXPENSES

	Group	
	2020	**2019**
	$'000	**$'000**
		(Restated)
Continuing operations		
Impairment loss of goodwill	**–**	1,200
Impairment loss of intangible assets	**36**	–
Inventories written off	**18**	–
Reversal of deferred service revenue	**234**	–
Net foreign exchange loss	**6**	8
Others	**5**	–
	299	1,208
Discontinued operations		
Allowance for inventory obsolescence	**318**	322
Stock loss compensation	**–**	269
Impairment loss on financial assets, subject to ECL	**–**	401
Bad debts written off	**122**	144
Deposits written off	**–**	57
Inventories written off	**478**	245
Net foreign exchange loss	**191**	19
Plant and equipment written off	**–**	4
Intangible assets written off	**10**	–
Others	**28**	–
	1,147	1,461

25. FINANCE COSTS

	Group	
	2020	**2019**
	$'000	**$'000**
		(Restated)
Continuing operations		
Interest on lease liabilities	**5**	9
Discontinued operations		
Interest on lease liabilities	**6**	7
Interest expense	**3**	4
	9	11

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

26. PROFIT/(LOSS) BEFORE INCOME TAX

In addition to the charges and credits disclosed elsewhere in the notes to the statement of profit or loss, the above includes the following charges:

	Group	
	2020	2019
	$'000	$'000
		(Restated)
Continuing operations		
Audit fees to auditor of the Company	**83**	85
Non-audit fees to auditor of the Company	**–**	3
Amortisation of intangible assets	**420**	420
Director fees	**173**	232
Depreciation of plant and equipment	**26**	18
Depreciation of right-of-use assets	**75**	122
Employee benefit expenses:		
– Staff costs (including director's remuneration) [(1)]	**4,325**	1,581
– Issuance of performance shares	**18**	378
– Employer's contribution to defined contribution plans	**150**	160
Discontinued operations		
Audit fees to auditor of the Company	**60**	90
Non-audit fees to auditor of the Company	**–**	3
Audit fees to other auditor	**74**	–
Amortisation of intangible assets	**87**	95
Depreciation of plant and equipment	**139**	140
Depreciation of right-of-use assets	**99**	85
Employee benefit expenses:		
– Staff costs (including director's remuneration) [(1)]	**4,744**	3,561
– Issuance of performance shares	**94**	–
– Employer's contribution to defined contribution plans	**425**	318

(1) Employee compensation relating to key management personnel is disclosed in Note 32 to the financial statements.

27. INCOME TAX CREDIT

	Group	
	2020	2019
	$'000	$'000
Deferred tax:		
– Credit to profit or loss	**124**	87
Total income tax expense recognised in profit or loss	**124**	87

27. INCOME TAX CREDIT (CONTINUED)

Income tax expense is attributable to:

	Group	
	2020	**2019**
	$'000	**$'000**
Continuing operations	**124**	87
Discontinued operations	**–**	–
	124	87

The income tax expense varied from the amount of income tax expense determined by applying the applicable income tax rate of 17% (2019: 17%) to profit/(loss) before income tax as a result of the following differences:

	Group	
	2020	**2019**
	$'000	**$'000**
		(Restated)
Loss before income tax from continuing operations	**(5,226)**	(431)
Profit/(loss) before income tax from discontinued operations	**61,754**	(8,108)
Profit/(loss) before income tax	**56,528**	(8,539)
Income tax calculated at 17%	**9,610**	(1,452)
Non-deductible expenses	**339**	269
Non-taxable income	**(10,130)**	(517)
Effect of unutilised tax losses and other temporary differences not recognised as deferred tax assets	**735**	1,695
Utilisation of unrecognised deferred tax assets	**(691)**	–
Effect of different tax rates of overseas subsidiary	**13**	(82)
Income tax credit	**(124)**	(87)

As at 31 December 2020, the Group has unabsorbed tax losses of approximately $4,941,000 (2019: $21,851,000) available for offsetting against future taxable income. The unrecorded deferred tax benefits arising from unutilised tax losses and other temporary differences amounted to approximately $840,000 and $2,000 (2019: $3,884,000 and $307,000) respectively.

The unrecognised deferred tax assets relating to certain entities have not been recognised as there is no certainty that there will be sufficient future taxable profits to realise these future benefits. Accordingly, the deferred tax assets have not been recognised in the financial statements in accordance with the accounting policy in Note 2.18 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

28. DISCONTINUED OPERATIONS

Arising from the disposal of subsidiaries (Note 12), the financial performance of the discontinued operations have been presented separately in the consolidated statement of profit or loss and other comprehensive income as this segment represents a major line of business that has been disposed of. Comparative figures have been restated to reflect the discontinued operations in the consolidated statement of profit or loss and other comprehensive income.

The results of the discontinued operations are as follows:

	Period from 1 January 2020 to 5 November 2020 $'000	Year ended 31 December 2019 $'000
Revenue (Note 22)	**47,979**	16,260
Cost of sales	**(32,058)**	(12,430)
Gross profit	**15,921**	3,830
Other income (Note 23)	**577**	81
Distribution costs	**(1,815)**	(1,048)
Administrative expenses	**(11,182)**	(9,499)
Other operating expenses (Note 24)	**(1,147)**	(1,461)
Finance costs (Note 25)	**(9)**	(11)
Profit/(Loss) from discontinued operations	**2,345**	(8,108)
Income tax expense (Note 27)	**–**	–
Profit/(Loss) after income tax	**2,345**	(8,108)
Gain on disposal of subsidiaries (Note 12)	**59,409**	–
Profit/(Loss) from discontinued operations	**61,754**	(8,108)

The effect of the discontinued operations are as follows:

	Period from 1 January 2020 to 5 November 2020 $'000	Year ended 31 December 2019 $'000
Cash flows generated from operating activities	**530**	371
Cash flows used in investing activities	**(615)**	(352)
Cash flows used in financing activities	**(72)**	(104)
Net cash outflows	**(157)**	(85)

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

29. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary owners of the Company is based on the following data:

		2020			2019	
	Continuing operations	**Discontinued operations**	**Total**	**Continuing operations**	**Discontinued operations**	**Total**
				(Restated)	**(Restated)**	**(Restated)**
Profit/(Loss) for the year attributable to owners of the Company ($'000)	**(5,102)**	**61,754**	**56,652**	(344)	(8,105)	(8,449)
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share			**305,353,446**			263,342,595
Basic and diluted (cents per share)	**(1.67)**	**20.22**	**18.55**	(0.13)	(3.08)	(3.21)

The earnings/(loss) per share were computed based on weighted average number of shares adjusted to take into account the issuance of shares during the financial year.

30. DIVIDENDS

	2020 **$'000**	**2019** **$'000**
Final tax-exempt dividend of $0.1028 per ordinary share in respect of the financial year ended 31 December 2020	31,446	–

The amount of dividend declared amounted to $3,036,000 was being offset against promissory note issued by Metadrome Ltd. The remaining amount of $28,410,000 was paid to shareholders in cash.

31. COMMITMENTS

Capital commitments

As at 31 December 2020, the Group has capital commitment amounting to $60,000 (2019: $201,600) for the software development.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

32. SIGNIFICANT RELATED PARTY TRANSACTIONS

During the financial year, in addition to those related party information disclosed elsewhere in these financial statements, the Group and Company entered into the following transactions with related parties at rates and terms agreed between the parties:

	Group		Company	
	2020	2019	2020	2019
	$'000	$'000	$'000	$'000
Related parties				
Proceeds from the disposal of subsidiaries(1)	**61,679**	–	**61,679**	–
Promissory note issued by(2)	**9,357**	–	**9,357**	–
Interest charged by(2)	**3**	–	**3**	–

(1) As at the date of the SPA, Synagistics Pte. Ltd. is wholly owned by Metadrome Ltd(2).

(2) Mr Lee Shieh-Peen, Clement, the former Executive Director and Chief Executive Officer of the Company, is the sole beneficial owner of Metadrome Ltd.

Compensation of directors and key management personnel

The remuneration of the Directors and key management personnel of the Group and of the Company during the financial year are as follows:

	Group	
	2020	2019
	$'000	$'000
		(Restated)
Continuing operations		
Short-term benefits	**3,780**	1,004
Post-employment benefits	**74**	49
Directors fees	**173**	232
Share-based payments	**4**	122
	4,031	1,407
Discontinued operations		
Short-term benefits	**386**	500
Post-employment benefits	**35**	42
Share-based payments	**24**	–
	445	542

33. SEGMENTAL INFORMATION

For purposes of resource allocation and assessment of segment performance, the Group's chief operating decision makers have focused on the business operating units which in turn are segregated based on the type of goods and services supplied. This forms the basis of identifying the segments of the Group under SFRS(I) 8 Operating segments as follows:

Operating segments are aggregated into a single reportable operating segment if they have similar economic characteristics, such as long-term average gross margins, and are similar in respect of nature of services and process, type of customers, and if applicable, the nature of the regulatory environment.

NOTES TO THE FINANCIAL STATEMENTS

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33. SEGMENTAL INFORMATION (CONTINUED)

The Group has three reportable operating segments:

- E-Commerce – providing brand partners in transforming the traditional business models into an online model.
- E-Logistics – providing brand partners with E-Commerce fulfilment solutions and online to offline ("O2O") fulfilment solutions.
- Insurtech – providing third party administration and value-added services to brand partners in the computer, communication and consumer electronic sector, manage and execute their extended warranty and accidental damage protection programs.
- Investment holding – relates to investment holding company.

	E-Commerce $'000	E-Logistics $'000	Insurtech $'000	Investment holding $'000	Total $'000
2020					
Revenue					
Segment revenue	–	–	1,769	–	1,769
Results					
Segment results	–	–	(907)	(4,450)	(5,357)
Other income					435
Other operating expenses					(299)
Finance costs					(5)
Loss before income tax from continuing operations					(5,226)
Income tax credit					124
Loss after tax from continuing operations					(5,102)
Profit for the year from discontinued operations, net of tax					61,754
Profit for the year					56,652
Other material non-cash items					
Amortisation of intangible assets	87	–	420	–	507
Depreciation of right-of-use assets	99	–	32	43	174
Depreciation of plant and equipment	139	–	2	24	165
Inventories written off	478	–	18	–	496
Capital expenditure					
Plant and equipment	213	–	–	41	254
Right-of-use-assets	32	–	18	69	119
Intangible assets	359	–	9	–	368

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

33. SEGMENTAL INFORMATION (CONTINUED)

	E-Commerce $'000	E-Logistics $'000	Insurtech $'000	Investment holding $'000	Total $'000
2019 (Restated)					
Revenue					
Segment revenue	–	–	3,101	–	3,101
Results					
Segment results	–	–	(282)	(2,006)	(2,288)
Other income					3,074
Other operating expenses					(1,208)
Finance costs					(9)
Loss before income tax from continuing operations					(431)
Income tax credit					87
Loss after tax from continuing operations					(344)
Loss for the year from discontinued operations, net of tax					(8,108)
Loss for the year					(8,452)
Other material non-cash items					
Amortisation of intangible assets	95	–	420	–	515
Depreciation of right-of-use assets	85	–	90	32	207
Depreciation of plant and equipment	140	–	1	17	158
Inventories written off	245	–	–	–	245
Capital expenditure					
Plant and equipment	114	–	2	76	192
Right-of-use assets	108	–	–	144	252
Intangible assets	222	–	27	–	249
2020					
Assets and liabilities					
Segment assets	**–**	**–**	**2,620**	**1,988**	**4,608**
Segment liabilities	**–**	**–**	**966**	**788**	**1,754**
2019					
Assets and liabilities					
Segment assets	8,167	241	2,165	4,320	14,893
Segment liabilities	6,718	64	2,496	1,050	10,328

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

33. SEGMENTAL INFORMATION (CONTINUED)

Geographical information

The Group's revenue from external customers and information about its segment assets by geographical location are detailed below:

	Revenue		Non-current assets	
	2020	2019	2020	2019
	$'000	$'000	$'000	$'000
		(Restated)		
Continuing operations				
Singapore	**1,769**	3,101	**1,989**	2,530
Discontinued operations				
Singapore	**39,156**	12,698	**–**	754
Malaysia	**4,003**	2,844	**–**	117
Vietnam	**1,181**	152	**–**	7
Philippines	**2,764**	439	**–**	44
Indonesia	**336**	–	**–**	–
Thailand	**539**	127	**–**	4
	47,979	16,260	**–**	926

Major customer information

The Group's revenue derived from 1 customer (2019: 1 customer) who individually accounted for 10% or more of the Group's revenue amounted to $1,327,000 (2019: $2,247,000).

34. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

The Group's and the Company's activities expose them to financial risks (including credit risk, foreign currency risk and liquidity risk) arising in the ordinary course of business. The Group's and the Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets in the Group's and the Company's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group and the Company. The management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors.

There has been no change to the Group's and the Company's exposures to these financial risks or the manner in which they manage and measure the risk. The Group and the Company do not hold or issue derivative financial instruments for trading purposes, if any, in interest rates and foreign exchange rates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

34.1 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2020, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amounts of the respective recognised financial assets as stated in the statements of financial position; and

The Group develops and maintains its credit risk gradings to categorise exposures according to their degree of risk of default. The Group uses its trading records to rate its major customers and other debtors. The Group does not hold collateral to cover its credit risks associated with its financial assets.

The Group has no significant concentration of credit risk with exposure spread over a large number of counterparties and customers.

Cash and cash equivalents

Credit risk also arises from cash and cash equivalents with a bank. The Group and the Company held cash and cash equivalents of $1,978,000 and $1,871,000 (2019: $1,594,000 and $69,000) respectively as at 31 December 2020. The cash and cash equivalents are held with banks and financial institutions with good credit ratings. Impairment on cash and cash equivalents balances has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. Management considers that its cash and cash equivalents balances have low credit risk based on the external credit ratings of the counterparty.

Trade and other receivables

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
In default	Amount is >120 days past due or there is evidence indicating the asset is credit- impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

34. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

34.1 Credit risk (Continued)

Trade and other receivables (Continued)

The tables below detail the credit quality of the Group's trade and other receivables, as well as maximum exposure to credit risk by credit risk rating grades:

Group	**Note**	**Internal credit rating**	**12-month or lifetime ECL**	**Gross carrying amount $'000**	**Loss allowance $'000**	**Net carrying amount $'000**
2020						
Trade receivables	5	(i)	Lifetime ECL (simplified approach)	**513**	**–**	**513**
Other receivables	5	Performing	12-month ECL	**9**	**–**	**9**
Deposits	5	Performing	12-month ECL	**40**	**–**	**40**
Government grant receivables	5	Performing	12-month ECL	**21**	**–**	**21**
2019						
Trade receivables	5	(i)	Lifetime ECL (simplified approach)	4,830	(421)	4,409
Other receivables	5	Performing	12-month ECL	2,003	–	2,003
Deposits	5	Performing	12-month ECL	407	–	407
Company						
2020						
Other receivables	5	Performing	12-month ECL	**300**	**–**	**300**
Deposits	5	Performing	12-month ECL	**9**	**–**	**9**
Government grant receivables	5	Performing	12-month ECL	**3**	**–**	**3**
2019						
Other receivables	5	Performing	12-month ECL	21,493	–	21,493
Deposits	5	Performing	12-month ECL	1	–	1

(i) For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Note 5 includes further details on the loss allowance for these receivables.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

34.2 Foreign currency risk

The Group's foreign currency exposures arise mainly from the exchange rate movements of the United States dollar against Singapore dollar.

At the end of the reporting period, carrying amounts of significant monetary assets and liabilities denominated in currencies other than the respective group entities' functional currencies are as follows:

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
Assets				
United States dollar	**1,248**	940	**747**	14
Liabilities				
United States dollar	**529**	14	**190**	–

The following table details the sensitivity to a 10% increase and decrease in the relevant foreign currencies against the functional currency of each group entity. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusted their translation at the period end for a 10% range in foreign currency rates. If the relevant foreign currency strengthens by 10% against the functional currency of each Group's entity, profit/(loss) after tax will increase/(decrease) by:

	Group		Company	
	2020	**2019**	**2020**	**2019**
	$'000	**$'000**	**$'000**	**$'000**
United States dollar	**72**	(93)	**56**	(1)

34.3 Liquidity risk

Liquidity risk refers to the risk in which the Group and the Company encounter difficulties in meeting their short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle.

The Group and the Company maintain sufficient cash and cash equivalents, and internally generated cash flows to finance its operating activities.

34. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

34.3 Liquidity risk (Continued)

Contractual maturity analysis

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earlier of the contractual date or when the Group is expected to pay. The table includes both expected interest and principal cash flows.

	Weighted average effective interest rate %	Repayable on demand or within 1 year $'000	Within 2 to 5 years $'000	Total $'000
Group				
2020				
Trade and other payables	**–**	**1,192**	**–**	**1,192**
Lease liabilities	**5.00**	**42**	**42**	**84**
Total undiscounted financial liabilities		**1,234**	**42**	**1,276**
2019				
Trade and other payables	–	8,514	–	8,514
Lease liabilities	5.00	205	110	315
Total undiscounted financial liabilities		8,719	110	8,829
Company				
2020				
Trade and other payables	**–**	**531**	**–**	**531**
Lease liabilities	**5.00**	**39**	**25**	**64**
Total undiscounted financial liabilities		**570**	**25**	**595**
2019				
Trade and other payables	–	4,943	–	4,943
Lease liabilities	5.00	51	69	120
Total undiscounted financial liabilities		4,994	69	5,063

34.4 Capital risk management policies and objectives

The Group and the Company manage its capital so as to ensure that the Group and the Company are able to continue as going concern and to maintain an optimal capital structure so as to maximise shareholders' value. The Group's and the Company's overall strategy remains unchanged from the previous financial year.

The capital structure of the Group comprises only of issued share capital and reserves as disclosed in the consolidated statement of changes in equity of the Group.

The Group and the Company are not subject to any externally imposed capital requirements for the financial years ended 31 December 2020 and 31 December 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

34.5 Fair value of financial assets and financial liabilities

Fair value hierarchy

The Group and the Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The table below analyses financial instruments carried at fair value by the valuation method. The fair value hierarchy has the following levels:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair values of financial instruments that are not carried at fair value

The carrying amounts of the current financial assets and current financial liabilities that are not carried at fair value approximate their respective fair values as at each reporting date due to the relatively short-term maturity of these financial instruments.

34.6 Offsetting financial assets and financial liabilities

The Company has entered into master netting agreements with its subsidiaries. Financial assets and liabilities subject to offsetting, master netting agreements are presented below.

	Related amounts set off in the statement of financial position		
	Gross amount – financial assets $'000	**Gross amount – financial liabilities $'000**	**Net amount – presented in financial statement $'000**
Company			
Other receivables – subsidiaries	4,307	4,015	292

35. RECLASSIFICATION

Certain reclassification has been made to the prior year's financial statements to enhance comparability with current year's financial statements of the Group and also better reflect the nature of the transactions. As a result of the reclassifications to the comparative figures, certain line items have been amended on the face of the consolidated statement of financial positions as follows:

		2019	
	Previously reported $'000	**Prior year reclassifications $'000**	**After reclassifcations $'000**
Consolidated statement of financial position			
Group			
Trade and other payables	8,779	(147)	8,632
Provisions	–	147	147

36. IMPACT OF NOVEL CORONAVIRUS ON THE GROUP'S OPERATION

The outbreak of COVID-19 in 2020 has caused disruptions to many industries globally. With the development of vaccines, government and international organisations are optimistic that a recovery will take place in 2021. The Group will continue to monitor closely the development of the COVID-19 pandemic and assess the impact on its operations. The Board of Directors and management have evaluated that the Group will have sufficient working capital and financial resources to meet the obligations as and when they fall due.

STATISTICS OF SHAREHOLDINGS

AS AT 12 MARCH 2021

Class of shares	:	Ordinary shares
Number of shares (excluding treasury shares)	:	305,895,908
Voting rights	:	One vote per share
Number of treasury shares and percentage	:	Nil
Number of subsidiary holdings held and percentage	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	15	1.38	920	0.00
100 – 1,000	109	10.01	83,736	0.03
1,001 – 10,000	274	25.16	1,728,809	0.56
10,001 – 1,000,000	661	60.70	72,440,690	23.68
1,000,001 AND ABOVE	30	2.75	231,641,753	75.73
TOTAL	**1,089**	**100.00**	**305,895,908**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	UOB KAY HIAN PRIVATE LIMITED	45,198,509	14.78
2	METADROME LTD	31,032,030	10.14
3	MAYBANK KIM ENG SECURITIES PTE. LTD.	17,746,643	5.80
4	DBS NOMINEES (PRIVATE) LIMITED	16,944,716	5.54
5	TAI LAI FUN CINDY	14,898,250	4.87
6	STF INVESTMENTS LTD	10,940,000	3.58
7	ZANETTA LEE YUE (ZANETTA LI YU)	10,592,190	3.46
8	PHILLIP SECURITIES PTE LTD	10,569,260	3.46
9	TAI HO YAN	9,056,250	2.96
10	CAI SONGHAN	8,719,290	2.85
11	OCBC SECURITIES PRIVATE LIMITED	8,174,800	2.67
12	MORGAN STANLEY ASIA (SINGAPORE) SECURITIES PTE LTD	8,024,000	2.62
13	CHUA SONG RU @ CAI SONGRU	7,919,290	2.59
14	DAVID TAN YEW WENG	3,330,165	1.09
15	KONG POH LIN, NARIKO	3,330,165	1.09
16	RAFFLES NOMINEES (PTE.) LIMITED	2,527,493	0.83
17	SIM TENG PENG	2,447,000	0.80
18	ABN AMRO CLEARING BANK N.V.	2,227,100	0.73
19	JACK INVESTMENT PTE LTD	1,900,000	0.62
20	NG KHENG HIANG OR LENA NG HWEE YIN (HUANG HUIYING)	1,791,100	0.59
	TOTAL	**217,368,251**	**71.07**

STATISTICS OF SHAREHOLDINGS

AS AT 12 MARCH 2021

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

	Direct interest	Shareholding %[(1)(2)]	Deemed interest	Shareholding %[(1)(2)]
Metadrome Ltd[(3)]	31,032,030	10.14	40,341,639[(4)]	13.19
Lee Shieh-Peen Clement[(3)]	–	–	71,373,669	23.33

Notes:

(1) Calculated based on 305,895,908 shares as at 12 March 2021.

(2) Rounded to the nearest two decimal places.

(3) Mr Lee Shieh-Peen Clement is the sole beneficial owner of Metadrome Ltd. Accordingly, Mr Lee Shieh-Peen Clement is deemed interested in the Shares held by Metadrome Ltd by virtue of Section 7 of the Companies Act.

(4) Metadrome Ltd is deemed to be interested in 40,341,639 Shares of the Company held in its custodian account maintained with UOB Kay Hian Pte. Ltd.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 12 March 2021, approximately 222,448,568 Shares, representing approximately 72.7% of the total number of issued Shares (excluding treasury shares), are in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules which requires at least 10.0% of the total number of issued shares excluding treasury shares (excluding preference shares and convertible equity securities) are in the hands of the public.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Lim Chuan Poh, Mr Ong Shen Chieh (Wang Shengjie) and Ms Boey Souk-Tann are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 22 April 2021 ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"), the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules: –

Name	Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
Date of Appointment	28 June 2018	28 August 2020	9 December 2020
Date of last re-appointment	23 April 2019	N.A.	N.A.
Age	66	44	51
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Lim Chuan Poh for re-appointment as the Non-Executive and Independent Chairman of the Company. The Board has reviewed and concluded that Mr Lim Chuan Poh possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. Accordingly, the Board has recommended the re-election of Mr Lim Chuan Poh for re-appointment as the Non-Executive and Independent Chairman of the Company.	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Ong Shen Chieh (Wang Shengjie) for re-appointment as the Executive Director in addition to his position as the Chief Executive Officer of the Company. The Board has reviewed and concluded that Mr Ong Shen Chieh (Wang Shengjie) possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. Accordingly, the Board has recommended the re-election of Mr Ong Shen Chieh (Wang Shengjie) for the Executive Director in addition to his position as the Chief Executive Officer of the Company.	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualifications, work experiences and suitability of Ms Boey Souk-Tann for re-appointment as a Non-Executive and Independent Director of the Company. The Board has reviewed and concluded that Ms Boey Souk-Tann possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. Accordingly, the Board has recommended the re-election of Ms Boey Souk-Tann as a Non-Executive and Independent Director.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive. Mr Ong will be responsible for the general management and business development of the Group.	Non-Executive

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name	Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Independent Chairman of the Board, Chairman of the Remuneration Committee, as well as member of both the Audit Committee and the Nominating Committee.	Executive Director and Chief Executive Officer	Chairman of the Nominating Committee, as well as member of both the Audit Committee and the Remuneration Committee.
Professional qualifications	• Bachelor of Arts (Hons) in Engineering Science, Balliol College, Oxford University; and • Master of Science in Public Health and Engineering, Imperial College of Science & Technology	• Bachelor of Science in Real Estate (Hons), 2nd Upper, National University of Singapore	• LLB (Hons), National University of Singapore
Working experience and occupation(s) during the past 10 years	• From June 2018 to present: Non-Executive and Independent Chairman of V2Y Corporation Ltd. (formerly known as Synagie Corporation Ltd.) • From February 2018 to June 2018: Non-Executive and Non-Independent Director of Yinda Infocomm Limited • From September 2017 to February 2018: Non-Executive and Lead Independent Director of Yinda Infocomm Limited • From May 2017 to present: Non-Executive and Independent Director of SPTel Pte. Ltd. (formerly known as SP Telecommunications Pte. Ltd.)	• From December 2020 to present: Executive Director and Chief Executive Officer of V2Y Corporation Ltd. • From August 2020 to December 2020: Non-Executive and Independent Director of V2Y Corporation Ltd. • From June 2016 to present: Director of Sakal Capital Pte. Ltd. (formerly known as Husk Life Pte. Ltd.) • From March 2016 to present: Managing Director of Sakal Investments Limited • From December 2015 to present: Non-Executive and Independent Director of Eindec Corporation Ltd	• From December 2020 to present: Non-Executive and Independent Director of V2Y Corporation Ltd. • From 2011 to present: Partner, LegalStandard LLP

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name	Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
	• From 2016 to date: Senior Advisor to Nokia Global Enterprise & Public Sector, Asia Pacific • From 2015 to 2016: Advisor to Hyalroute Pte. Ltd. • From 2013 to 2018: Director of L & G Inc Services Pte. Ltd. • From 2012 to 2019: Non-Executive advisory role as Chairman of Asurion Asia Pacific Pte. Ltd. • From 2012 to 2017: Advisor (Asia) to Milvik AB • From 2012 to 2016: Non-Executive advisory role as Chairman of Alcatel-Lucent (Singapore) Pte. Ltd. • From 2011 to 2013: Director of Singtel Innov8 Holdings Pte. Ltd. • From 2010 to 2013: Director of Singtel Innov8 Pte. Ltd. • From 1998 to 2011: Held several key management positions in Singtel including Chief Executive (Fixed Lines & Internet Business) EVP (Corporate Business), EVP (Consumer Business), CEO Singtel Mobile, and CEO International Business.	• From September 2017 to July 2019: Non-Executive and Independent Director of Kakiko Group Limited • From October 2016 to March 2019: Executive Director of P99 Holdings Limited • From June 2016 to October 2020: Non-Executive and Independent Director of Elec & Eltek International Company Limited • From September 2012 to April 2015: Director of TJZ Holdings Pte. Ltd. • From March 2012 to February 2016: Head of New Business Development of ORIX Leasing Singapore Limited • From August 2008 to February 2012: Senior Vice-President of EV Capital Pte. Ltd.	

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name	Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
Shareholding interest in the listed issuer and its subsidiaries	No	No	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or any of its principal subsidiaries	No	No	No
Conflict of Interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments* Including Directorships#			
Past (for the last 5 years)	• Alcatel – Lucent Singapore Pte. Ltd. • L & G Inc Services Pte. Ltd. • Yinda Infocomm Limited	• Kakiko Group Limited • P99 Holdings Limited • Elec & Eltek International Company Limited	N.A.
Present	• V2Y Corporation Ltd. (formerly known as Synagie Corporation Ltd.) • SPTel Pte. Ltd. (formerly known as SP Telecommunications Pte. Ltd.)	• V2Y Corporation Ltd. (formerly known as Synagie Corporation Ltd.) • Eindec Corporation Limited • Sakal Investments Limited • Sakal Capital Pte. Ltd. (formerly known as Husk Life Pte. Ltd.)	• V2Y Corporation Ltd. (formerly known as Synagie Corporation Ltd.) • LegalStandard LLP

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name		Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.				
(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	Yes. Mr Ong served as an Executive Director in P99 Holdings Limited from 26 October 2016 to 22 March 2019. On 31 July 2017, P99 Holdings Limited announced its decision to place itself under a members' voluntary liquidation and the members' voluntary liquidation was completed on 22 March 2019. Further details in relation to the members' voluntary liquidation of P99 Holdings Limited can be found in its SGXNet announcement dated 31 July 2017, 30 August 2017, 4 October 2017 and 27 October 2017.	No
(c)	Whether there is any unsatisfied judgment against him	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name		Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
(d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on her part?	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name		Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
(g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining her from engaging in any type of business practice or activity?	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name			Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of–				
	i.	any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	Yes. Mr Ong had served as a Non-Executive and Independent Director of Elec & Eltek International Company Limited from 30 June 2016 to 12 October 2020. In June 2020, the company was charged for a failure in or late filing of return of changes of company secretary, directors or authorised representatives of registered non-Hong Kong company under sections 791(2)(b) or 791(2)(c) of the Companies Ordinance. The fine amount was HKD18,000. To the best of Mr Ong's knowledge, there was no investigation or action brought against him in relation to the aforementioned regulatory breaches.	No
	ii.	any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
	iii.	any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name			Lim Chuan Poh	Ong Shen Chieh (Wang Shengjie)	Boey Souk-Tann
	iv.	any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?		No	Yes. Mr Ong was indicted by the Singapore Armed Forces while serving national service in Singapore. As far as Mr Ong is aware, the indictment was made pursuant to Section 19 of the Singapore Armed Forces Act (Chapter 295) for insubordinate behaviour. As a consequence of the indictment, Mr Ong was imposed detention for a period of 10 days. No further action was taken against Mr Ong for this matter, and Mr Ong completed his national service in January 1997.	No

NOTICE OF ANNUAL GENERAL MEETING

V2Y CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201717972D)

This Notice has been made available on SGXNet and the Company's website via the following link: http://www.v2y.si/investor_relations. **A printed copy of this Notice will NOT be despatched to members.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of V2Y Corporation Ltd. (the "**Company**") will be held by way of electronic means on 22 April 2021 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and the Auditors' Report thereon. — Ordinary Resolution 1

2. To approve the payment of Directors' fees in the amount of S$172,000.00 for financial year ending 31 December 2021, to be paid quarterly in arrears (FY2020: S$175,945.21). — Ordinary Resolution 2

3. To re-elect Mr Lim Chuan Poh pursuant to Regulation 108(1) of the Company's Constitution.
   [See Explanatory Note (i)] — Ordinary Resolution 3

4. To re-elect Mr Ong Shen Chieh (Wang Shengjie) pursuant to Regulation 107 of the Company's Constitution.
   [See Explanatory Note (ii)] — Ordinary Resolution 4

5. To re-elect Ms Boey Souk-Tann pursuant to Regulation 107 of the Company's Constitution.
   [See Explanatory Note (iii)] — Ordinary Resolution 5

6. To re-appoint Messrs BDO LLP as Auditors and to authorise the Directors to fix their remuneration — Ordinary Resolution 6

7. To transact any other ordinary business which may properly be transacted at an AGM.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

8. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 ("Companies Act") and Rule 806 of the Listing Manual – Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules")**

That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, 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, the "**Instruments**") that might or would require shares to be issued, including but not limited to the creation or 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;

(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, provided always that:

(i) the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) 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 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury 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, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(C) any subsequent bonus issue, consolidation or subdivision of shares.

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(d) 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 the earlier.

[See Explanatory Note (iv)] Ordinary Resolution 7

9. **Authority to issue shares under the V2Y Employee Share Option Scheme (formerly known as the Synagie Employee Share Option Scheme) ("V2Y ESOS")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing V2Y ESOS and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the V2Y ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y ESOS and V2Y Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)] Ordinary Resolution 8

10. **Authority to issue shares under the V2Y Performance Share Plan (formerly known as the Synagie Performance Share Plan) ("V2Y PSP")**

NOTICE OF **ANNUAL GENERAL MEETING**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the V2Y PSP and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the V2Y PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y PSP and V2Y ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)] Ordinary Resolution 9

By Order of the Board

ONG SHEN CHIEH (WANG SHENGJIE)
Executive Director and Chief Executive Officer
Singapore
7 April 2021

Explanatory Notes:

(i) Mr Lim Chuan Poh will, upon re-election as a Director of the Company, remain as the Non-Executive and Independent Chairman of the Board, Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee. The Nominating Committee and the Board considers Mr Lim Chuan Poh to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.

(ii) Mr Ong Shen Chieh (Wang Shengjie) will, upon re-election as a Director of the Company, remain as an Executive Director and Chief Executive Officer of the Company. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.

(iii) Ms Boey Souk-Tann will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director, Chairman of Nominating Committee as well as a member of the Audit Committee and Remuneration Committee. The Nominating Committee and the Board considers Ms Boey Souk-Tann to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.

(iv) Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to Shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time this Ordinary Resolution 7 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

NOTICE OF **ANNUAL GENERAL MEETING**

(v) Ordinary Resolutions 8 and 9, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares pursuant to the exercise of Options and vesting of Awards under the V2Y ESOS and V2Y PSP, provided that the aggregate number of shares to be issued pursuant to the V2Y ESOS and V2Y PSP, when aggregated with the number of shares issued and issuable or transferred and to be transferred under any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

Notes:

i. The AGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be published on the Company's website at http://www.v2y.si/investor_relations and the SGXNet.**

ii. The proceedings of the AGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through Relevant Intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) ("**Investors**") (including investors holding shares through the Supplementary Retirement Scheme ("**SRS Investors**")) who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at http://V2Y.availeasemgdwebinar.com no later than 2 p.m. on 19 April 2021 (the "**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio feed of the proceedings of the AGM will be sent to authenticated members and Investors. Members and Investors who do not receive any email by 10.00 am on 21 April 2021, but have registered by the Registration Cut-Off Time, should contact the Company by email at AGM2020@v2y.si. Investors holding shares through Relevant Intermediaries must also contact their respective Relevant Intermediaries as soon as possible to indicate their interest in order for the Relevant Intermediaries to make the necessary arrangements for them to participate in the "live" broadcast of the AGM.

iii. **In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, members and Investors will not be able to attend the AGM in person**.

iv. **Members and Investors will not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM (the "Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy ("**proxy form**") may be accessed at the Company's website via the following link: http://www.v2y.si/investor_relations or the SGXNet. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

v. The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. **An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her voting instructions.** This is so as to allow sufficient time for the respective Relevant Intermediaries to in turn submit a proxy form to appoint the Chairman to vote on their behalf.

vi. The proxy form must be submitted to the Company in the following manner:

(i) if submitted by post, be lodged with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory Pte. Ltd.), at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or

(ii) if submitted electronically, be submitted via email to AGM2020@v2y.si,

in either case, not less than 72 hours before the time appointed for holding the AGM.

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities as well as the related safe distancing measures in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

vii. In the case of members of the Company whose Shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act (Chapter 289)), the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF ANNUAL GENERAL MEETING

viii. Members and Investors will not be able to ask questions "live" during the broadcast of the AGM. All members and Investors may submit questions relating to the business of the AGM no later than 2 p.m. on 19 April 2021:

(i) via the pre-registration website at http://V2Y.availeasemgdwebinar.com; or

(ii) by email to the Company at AGM2020@v2y.si.

The Company will endeavour to answer all substantial and relevant questions prior to, or at, the AGM.

ix. All documents (including the Annual Report, proxy form, and this Notice of AGM) or information relating to the AGM have been, or will be, published on SGXNet and the Company's website which can be accessed via the following link: http://www.v2y.si/investor_relations. **Printed copies of the documents will not be despatched to members and Investors. Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates**.

Personal Data Privacy:

By submitting the proxy form appointing the Chairman to attend, speak and vote at the AGM and/or any adjournment thereof, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

V2Y CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201717972D)

PROXY FORM
ANNUAL GENERAL MEETING

A printed copy of this proxy form will **NOT** be despatched to members of the Company

1. The AGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Printed copies of the Notice of AGM and this proxy form will not be sent to members.** Instead, the Notice of AGM and this proxy form will be sent to members by electronic means via publication on the Company's website via the following link: http://www.v2y.si/investor_relations and the SGXNet.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM and the accompanying Company's announcement dated 7 April 2021. This announcement may be accessed at the Company's website via the following link: http://www.v2y.si/investor_relations and the SGXNet.
3. In view of the current COVID-19 situation and the advisories issued by the relevant authorities as well as the related safe distancing measures in Singapore, members and Investors will not be able to attend the AGM in person. Members and Investors will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) who wishes to vote must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment for that resolution will be treated as invalid.
4. This proxy form is not valid for use by investors holding shares in the Company ("**Shares**") through Relevant Intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) ("**Investors**") (including investors holding Shares through Supplementary Retirement Scheme ("**SRS Investors**")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her vote.
5. Personal Data Privacy: By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of AGM dated 7 April 2021.
6. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We*____________________ (Name) __________ (NRIC/Passport/Company Registration Number*)
of ____________________________________ (Address)
being a member/members* of V2Y Corporation Ltd. ("the **Company**"), hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), as my/our* proxy to vote for me/us* on my/our* behalf at the AGM to be held by way of electronic means on Thursday, 22 April 2021 at 2.00 p.m. and at any adjournment thereof.

I/We* direct my/our* proxy to vote for or against, or to abstain from voting the resolutions proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given, the appointment of proxy for that resolution will be treated as invalid at the AGM and at any adjournment thereof.**

NOTE: The Chairman of the AGM will be exercising his right under Regulation 81(2) of the Constitution of the Company to demand a poll in respect of the resolutions to be put to the vote at the AGM and at any adjournment thereof. Accordingly, the resolutions at the AGM will be voted on by way of a poll.

Resolutions relating to:		For**	Against**	Abstain**
Ordinary Business				
1.	Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2020 and the Auditors' Report thereon			
2.	Approval of Directors' fees amounting to S$172,000.00 for financial year ending 31 December 2021, to be paid quarterly in arrears			
3.	Re-election of Mr Lim Chuan Poh who is retiring by rotation pursuant to Article 108(1) of the Company's Constitution			
4.	Re-election of Mr Ong Shen Chieh (Wang Shengjie) retiring by rotation pursuant to Article 107 of the Company's Constitution			
5.	Re-election of Ms Boey Souk-Tann retiring by rotation pursuant to Article 107 of the Company's Constitution			
6.	Re-appointment of BDO LLP as Auditors and to authorise the Directors to fix their remuneration			
Special Business				
7.	Authority to allot and issue new shares			
8.	Authority to issue shares under the V2Y Employee Share Option Scheme			
9.	Authority to issue shares under the V2Y Performance Share Plan			

* Delete accordingly
** If you wish to exercise all your votes "For", "Against" or "Abstain" from voting on the resolutions, please indicate with a "√" within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this ______ day of __________ 2021

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

____
Signature of member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you only have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you only have Shares registered in your name in the Register of Members, you should insert that number of Shares. However, if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).

2. **In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, members and Investors will not be able to attend the AGM in person. Members and Investors will also not be able to vote online on the resolutions to be tabled for approval at the AGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM (the "Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Chairman, as proxy, need not be a member of the Company. This proxy form may be accessed at the Company's website via the following link: http://www.v2y.si/investor_relations and the SGXNet.** Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

3. **This proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary* as soon as possible to specify his/her voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM to submit his/her vote.**

4. **The proxy form must be submitted to the Company in the following manner**:

   (a) if submitted by post, be lodged with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory Pte. Ltd.), at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or

   (b) if submitted electronically, be submitted via email to AGM2020@v2y.si,

   in either case, **not less than 72 hours before the time appointed for holding the AGM**.

   A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

   In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities as well as the related safe distancing measures in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

5. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

6. The Company shall be entitled to reject the proxy form 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 proxy form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

* *A Relevant Intermediary means:*

   (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or

   (c) *the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation*.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Annual General Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNet for updates on the Annual General Meeting. Further, in view of the current COVID-19 measures, members are strongly encouraged to submit completed proxy forms electronically via email.

V2Y CORPORATION LTD.
(Company Registration No.: 201717972D)
(Incorporated in Singapore on 28 June 2017)

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