

# ***STAMFORD*** ***TYRES***

STAMFORD TYRES CORPORATION LIMITED

## **Gearing for Stability and Growth**

**ANNUAL REPORT 2017**



# CONTENTS

STAMFORD TYRES CORPORATION LIMITED | ANNUAL REPORT 2017

<b>01</b> CORPORATE INFORMATION	<b>17</b> CORPORATE GOVERNANCE REPORT	<b>47</b> CONSOLIDATED STATEMENT OF CASH FLOW
<b>02</b> LETTER TO SHAREHOLDERS	<b>34</b> DIRECTORS' STATEMENT	<b>48</b> NOTES TO THE FINANCIAL STATEMENTS
<b>04</b> BOARD OF DIRECTORS	<b>37</b> INDEPENDENT AUDITOR'S REPORT	<b>118</b> LIST OF MAJOR PROPERTIES
<b>07</b> MANAGEMENT TEAM	<b>42</b> CONSOLIDATED INCOME STATEMENT	<b>119</b> LIST OF SUBSTANTIAL SHAREHOLDERS
<b>08</b> SENIOR PERSONNEL	<b>43</b> CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	<b>120</b> STATISTICS OF SHAREHOLDINGS
<b>09</b> OUR PRODUCTS	<b>44</b> BALANCE SHEETS	<b>121</b> NOTICE OF AGM
<b>10</b> OUR PRESENCE	<b>45</b> STATEMENTS OF CHANGES IN EQUITY	<b>127</b> PROXY FORM



# CORPORATE INFORMATION



**E**stablished in the 1930s with over 80 years of existence, Stamford Tyres has grown from a small tyre shop to a global distributor of tyres and wheels spanning over 90 countries and with our own wheel factory. In the course of our progress, the company weathered and overcame cyclical business fluctuations, the Asian Financial Crisis of the 90's and the Global Financial Crisis of the millennium.

Our expertise lies in our international distribution competence, which we have expanded throughout the world. We also have regional retail operations as well as truck and off-the-

road tyre management services. We have further expanded our capabilities in the manufacturing of alloy wheels and proprietary tyre brands contract manufacturing.

The Group's international distribution network currently spans across 10 countries in Asia Pacific, Africa and Australia. Our main business activities are in the distribution of major international tyre brands – Falken, Dunlop, Continental, and Maxam. We have also strengthened our product development capabilities and introduced innovative proprietary brands, Sumo Firenza tyres, Sumo Tire and SSW wheels, which are sold globally.

We operate the most extensive retail network in Singapore and Malaysia. Through our Mega Mart and Tyre Mart outlets, we offer a comprehensive range of products that include tyres, wheels, batteries, car audio and auto accessories. We also offer workshop and tyre services.

Stamford Tyres was listed on the Second Board of Singapore Stock Exchange (then known as SGX-Sesdaq) in 1991, and was upgraded to the Main Board of the Singapore Exchange Securities Trading Limited (SGX-ST) in April 2003. Today, Stamford Tyres is one of the largest independent tyres and wheels distributor in Southeast Asia.

## BOARD OF DIRECTORS

### President

Wee Kok Wah

### Executive Director

Mrs Dawn Wee Wai Ying

### Non-Executive & Independent Chairman

Sam Chong Keen

### Non-Executive Director

Dr Wee Li Ann

### Independent Directors

Tay Puan Siong

Goh Chee Wee

Leslie Mah Kim Loong

Kazumichi Mandai

## AUDIT COMMITTEE

**Chairman** – Tay Puan Siong

### Members

Sam Chong Keen

Leslie Mah Kim Loong

Dr Wee Li Ann

## REMUNERATION COMMITTEE

**Chairman** – Sam Chong Keen

### Members

Goh Chee Wee

Dr Wee Li Ann

## NOMINATING COMMITTEE

**Chairman** – Sam Chong Keen

### Members

Tay Puan Siong

Wee Kok Wah

## COMPANY SECRETARIES

Lo Swee Oi, Michelle Fiona Heng

## REGISTERED OFFICE

19 Lok Yang Way

Singapore 628635

Telephone: (65) 6268 3111

Facsimile: (65) 6264 4708 /

(65) 6264 0148

Email: stcl@stamfordtyres.com

Website: www.stamfordtyres.com

## SHARE REGISTRAR

**Boardroom Corporate & Advisory Services Pte Ltd**

50 Raffles Place #32-01

Singapore Land Tower

Singapore 048623

## AUDITOR

**Ernst & Young LLP**

One Raffles Quay

North Tower, Level 18

Singapore 048583

Audit Partner: Vincent Toong

(since the financial year ended 30 April 2015)

## PRINCIPAL BANKERS

United Overseas Bank Limited

Malayan Banking Berhad

TMB Bank Public Company

Limited

Ambank Berhad

Bangkok Bank Public

Company Limited

The Hong Kong and Shanghai

Banking Corporation Limited

# LETTER TO SHAREHOLDERS

Dear Shareholders,

**I** am pleased to present the results for FY2017. Our improved performance is due to three main factors.

Firstly, our primary market - Southeast Asia - showed enhanced profitability despite the challenges faced. Southeast Asia, which accounted for 85.8% of Group revenue, once again delivered commendable performance. It produced pre-tax profit of \$7.8 million on revenue of \$202.3 million. The pre-tax profit was 43.7% higher year-on-year on a 0.8% dip in revenue.

Secondly, after several years of persistent and focused efforts, our ventures into the newer and emerging markets (India and South Africa) achieved operational breakeven levels. Our Australian operations narrowed its losses significantly on the back of a higher top line from more product offerings via its local distribution network.

Thirdly, our ongoing forex risk management coupled with lower market volatility has resulted in the Group reporting net forex costs of approximately S\$68,000, the lowest in the past five years.

Taken together, those key factors enabled the Group to report a net profit of \$8.1 million, up 213.6% year-on-year. Our total revenue was \$238.7 million, down 1.5%.

Net profits of \$1.7 million and \$2.6 million was recorded in FY2015 and FY2016, respectively.

## HEALTHY MARGINS

There were challenges, including a stronger US dollar vis-à-vis currencies in markets we operated in. There was

also competition from new players and an oversupply of tyres globally.

The Group's gross profit margin increased to 26.2% in FY2017, compared to 22.1% and 24.7% in FY2015 and FY2016, respectively. This is reflective of one of our core business approaches – which we have highlighted at past Annual General Meetings - of defending our gross margin and focusing on improving the contribution from value-added activities from the Group's Stamford Tyres retail chain and truck centres as well as the offering of total tyre management services to commercial fleet and mining operators in Southeast Asia.

To sustain healthy net margins, we continue to find ways to reduce and contain operating costs. Our FY2017 total operating expenses (including marketing and distribution costs) were lowered by \$1.9 million, or 3.2%, to \$56.4 million.

Notably, we have pared down our net borrowings by \$11.7 million, resulting in lower finance costs. In conjunction with that, our inventory as at end-FY2017 was lowered to \$77.9 million from \$85.0 million a year earlier. This is in line with the Group's approach of rationalising its current assets.

## VALUE ADDING

We worked continuously to add value to our clients beyond just selling tyres. Our extensive Stamford Tyres retail chain network provides a comprehensive range of workshop services as well as the retailing of car accessories, lubricants and batteries to both end users and corporate customers.

Our truck centres cater to the total tyre management needs of commercial

fleet operators. In addition to the above, we are continuously improving our offerings of specialty and mining tyres, logistical and warehouse support to our mining customers.

Please refer to the Financial and Operations Review section of this annual report for more information on our business performance.

## OUTLOOK

Various competitive pressures in our industry can be challenging to us but we continue to find ways to stay resilient. Competition remains strong from distributors of other tyre brands, a challenge that has become keener with an increased supply of tyres within Southeast Asia. Inflationary pressure exists in all our markets and we will do our part to reduce and contain operating costs.

We will continue to maintain adequate forex hedging ratios and higher local currency trade lines in managing the impact of forex swings.

## DIVIDEND

The Board of Directors has proposed a dividend of 1.5 cents a share, up from 1.0 cent in each of the past two years, subject to shareholders' approval at the Annual General Meeting.

## APPRECIATION

I am grateful to customers, suppliers, bankers and business associates for their support and confidence in us. Our staff certainly deserve a pat on their back, especially the management team headed by Mr Cham Soon Kian, our Executive Vice President and a 26-year veteran of Stamford Tyres. I would also like to thank the Board of Directors for their counsel.

We look forward to telling you more about our business, and answering your questions, at the Annual General Meeting at our office in Lok Yang Way.



WEE KOK WAH  
President

"We worked continuously to add value to our clients beyond just selling tyres. **Our extensive**

# Stamford Tyres

**retail chain network** provides a comprehensive range of workshop services as well as the retailing of car accessories, lubricants and batteries to both end users and corporate customers."



# BOARD OF DIRECTORS



Following his invaluable contributions while on the Board when Comfort Group Limited was a substantial shareholder, Mr Sam was appointed as an Independent Director of Stamford Tyres Corporation Limited in 1994. On 23 August 2012, Mr Sam was appointed as Non-executive Chairman of Stamford Tyres Corporation Limited. Mr Sam is also Chairman of the Remuneration Committee and Nominating Committee and sits on the Board's Audit Committee. He has a wealth of management experience, having worked at senior positions in the Singapore Government Administrative Service, National Trade Union Congress (NTUC) and Intraco Limited as well as CEO positions at Comfort Group Limited, VICOM Limited, Lion Asiapac Limited, Lion Teck Chiang Limited, A-Smart Holdings Ltd (formerly known as Xpress Holdings Limited) and Jade Technologies Holdings Limited. He was also the Political Secretary to the Minister for Education from 1988 to 1991. He served on various government boards and committees, including the Central Provident Fund Board and the National Cooperative Federation. Mr Sam is also the Non-Executive Chairman of Lion Asiapac Limited and sits on the Board of A-Smart Holdings Ltd as an Independent Director. Mr Sam holds a Bachelor of Arts (Honours) from the University of Oxford.

**SAM CHONG KEEN** Non-Executive & Independent Chairman

Mr Wee has propelled Stamford Tyres forward as its CEO since the 1970s after taking over the helm from his father, who had founded the first Stamford Tyre entity in the 1930s as a petrol pump service station and tyre retail shop. Using his stellar business acumen and relentless passion, Mr Wee went on to steer Stamford Tyres to a public listing in 1991, and steadily expanded its business into what it is today – an international operation in the distribution and retailing of tyres and wheels, and manufacturing of wheels. His passion for, and in-depth knowledge of, the tyre business inspire his team to achieve – and have gained him international recognition in the industry. Highly regarded in the tyre industry and the business world, he was selected as a finalist for the Ernst & Young Entrepreneur of the Year award (under the category of Services and Business products) in 2004, one of the most prestigious awards for entrepreneurs.

Mr Wee holds a Bachelor of Social Science in Economics and Law from the then University of Singapore (now known as National University of Singapore).



**WEE KOK WAH** President

## BOARD OF DIRECTORS

Mrs Dawn Wee Wai Ying, the spouse of Mr Wee Kok Wah and his supportive business partner, has been a Director of the Stamford Tyres Group since 1982 playing a key role in the Group's operations. Recognised as a thought leader, she cross leads functional teams and currently oversees the Group's support functions. Prior to joining Stamford Tyres, she worked as an officer in a major local bank for eight years. Mrs Wee holds a Bachelor of Social Science (Honours) in Economics from the University of Singapore.



**MRS DAWN WEE WAI YING** *Executive Director*



Mr Tay Puan Siong, JP has been an independent Director of Stamford Tyres since 1994. He chairs the Audit Committee and is a member of the Nominating Committee. He resigned from the Board of GMG Global Limited as an Independent Director in December 2016. Mr Tay was an Independent Director of Times Publishing Ltd from 2001 to 2015 and of Superior Multi-Packaging Ltd from 1997 to 2012. Mr Tay graduated from the University of Singapore with a Bachelor of Business Administration degree in 1971 and attended the Harvard Business School Program for Management Development in 1984. He is also a member of the Chartered Institute of Logistics and Transport. Mr Tay was appointed a Justice of the Peace in 1995.

**TAY PUAN SIONG, JP** *Independent Director*

Mr Goh Chee Wee was appointed as an Independent Director of Stamford Tyres in 2003, after his appointment as a nominated director of substantial shareholder Comfort Group Ltd in 1998. He is also a member of the Remuneration Committee. Mr Goh was formerly a Member of Parliament and Minister of State for Trade & Industry, Labour & Communications. He is a Director of a number of public-listed companies, including, Beng Kuang Marine Ltd, King Wan Corporation Ltd, Sin Ghee Huat Corporation Ltd and Chailease Holding Company Limited. Mr Goh holds a Bachelor of Science (First-Class Honours) degree from the then University of Singapore and a Master of Science (Engineering) degree from the University of Wisconsin, USA.



**GOH CHEE WEE** *Independent Director*

## BOARD OF DIRECTORS



Mr. Leslie Mah was appointed as an Independent Director of Stamford Tyres Corporation Limited on 1 December 2012 and sits on the Board's Audit Committee. Mr. Mah served as the Executive Director of Eu Yan Sang International Ltd prior to his retirement in 2009. He was Company Secretary and Executive Director of Cerebos Pacific Ltd. from 1986 to 2001. Prior to Cerebos, he served as Finance Director of Harpers Gilfillan for 10 years. Mr Mah was an Independent Director of Falcon Energy Group Limited and Goodpack Ltd. He is currently a Non-Executive Independent Director of Hotel Properties Ltd. and Lam Soon (M) Bhd. He is a Lifetime Member of the Institute of Singapore Chartered Accountants.

**LESLIE MAH KIM LOONG** Independent Director

Mr Kazumichi Mandai was appointed as an Independent Director of Stamford Tyres Corporation Limited on 1 December 2012. Mr Mandai started his career with Sumitomo Rubber Industries Ltd (SRI) in 1974 after graduating from Kobe City University of Foreign Studies. In 2002, he was appointed as Managing Director of Sumitomo Rubber Asia (Tyre) Private Limited, Singapore, a position he held till 2007. From 2007 to 2008, Mr Mandai served as Sales Director of SRI Tire Trading Co., Tokyo. During that year, Mr Mandai completed a MBA course under SRI's Internal Curriculum run by Globis Management Institute, Tokyo. In 2009, Mr Mandai was appointed as President of Sumitomo Rubber Latin America LTDA, Chile. Mr Mandai held this position until he reached his maximum age for retirement from Sumitomo Rubber Industries Ltd in 2011.



**KAZUMICHI MANDAI** Independent Director

Dr Wee Li Ann, the eldest of Mr and Mrs Wee Kok Wah's three children, was appointed Director of Stamford Tyres Corporation Limited in December 2009 and she sits on the Board's Audit and Remuneration Committees. She worked for Parkway Group Healthcare from 2003-2007 as a Family Physician and previously worked as a Broadcast Correspondent for Singapore Press Holdings from 2000-2003. She worked in healthcare management at Parkway Pantai Group from 2012-2015. She is a family physician in private practice. She is an active Director of Wah Holdings Pte Ltd, a substantial shareholder of the Company, where she manages the portfolio. Dr Wee graduated from Harvard's Kennedy School of Government with a Master of Public Administration. She holds a medical degree from Cambridge University and Bachelor of Arts from Johns Hopkins University.



**DR WEE LI ANN** Non-Executive Director





# MANAGEMENT TEAM



Soon Kian joined Stamford Tyres in 1991 as a management trainee. The following year, he was assigned to Malaysia to head the Malaysian operations. Under his leadership, the Malaysian operations grew to become an integrated set-up with value-added services including retail, fleet tyre management and retread facilities. Soon Kian was promoted to Senior Vice President in 2006 and rose to

the position of Executive Vice President in 2014. Soon Kian is an ASEAN scholar and graduated with a Bachelor of Accountancy degree from the National University of Singapore. He is also an active member of the Selangor and Federal Territory Tyre Dealers and Retreaders Association.

**CHAM SOON KIAN**  
Executive Vice President, CEO of Malaysia



Clare joined Stamford Tyres in 1994. She was appointed Senior Vice President in 2006 and is in charge of the Group's supply chain management system and operations in Hong Kong, Vietnam and China. With more than 20 years of experience in purchasing, Clare is also responsible for the Group's collaboration with major suppliers and contract manufacturers.

Clare holds a Bachelor of Business Degree in Transport from the Royal Melbourne Institute of Technology, Australia.

**CLARE LAW LAY KIAN**  
Senior Vice President, Head of Singapore Operations and Supply Chain



Conson began his career with Stamford Tyres in 1993, heading the Group's operation in the Philippines. He was the Group Chief Financial Officer from 2001 to 2013. Conson, being equipped with operations and financial experiences, is now overseeing the expansion and development of the Group's South Africa operations. He holds a Bachelor of Science in Commerce from the University of Santo Tomas, Philippines and is a Certified Public Accountant.

**CONSON TIU SIA**  
Senior Vice President, Head of South Africa Operations



Colin joined Stamford Tyres in 2002 and was appointed as General Manager of Stamford Tyres Distributor Co. Ltd in 2005. He was promoted to Senior Vice President in April 2014, overseeing all the divisions of Stamford Tyres Distributor Co. Ltd and Stamford Sport Wheels Co. Ltd, which are our subsidiaries in Thailand. Colin graduated from the International Islamic University with a Bachelor

of Accounting (BACC) in 1994. The following year, he was awarded Association of Chartered Certified Accounts (ACCA). With his vast experience as an accountant, he was made a Member of The Malaysian Institute of Accountants (MIA). In 1998, Colin obtained The Malaysian Institute of Certified Public Accountants (MICPA).

**COLIN CHOO NEE ANN**  
Senior Vice President, Head of Thailand Operations



Frank joined the Stamford Tyres Group as Finance Manager in September 2008. In 2013, He was elevated to the position of Group Financial Controller. He is currently responsible for the Group's financial operations which include compliance with accounting and regulatory standards, and corporate governance. He plays a critical role in ensuring the smooth operation of the Group's risk and

management framework which covers finance, operations, statutory compliance and information technology. Frank holds a Bachelor of Business, Double Major in Accounting and Information Technology (University of Technology, Sydney, Australia) and is also a Certified Public Accountant since 2005.

**FRANK NG TSE LIM**  
Group Financial Controller

## MANAGEMENT CONSULTANT

Pat is a veteran in the Australia tyre industry and joined the Group as Senior Vice President of Sales and Marketing in 2005. In May 2016, He relinquished his position as Senior Vice-President. He currently serves as Management Consultant to the Group, mainly overseeing and supervising its operations in Australia, as well as any other Group-related projects assigned by the President. Before joining Stamford Tyres, Pat was the General Manager (Supply Chain) of South Pacific Tyres. He has extensive experience in all aspects of the global tyre and automotive industry.

**PATRICK JAMES BERRIMAN**  
Management Consultant





# SENIOR PERSONNEL



**BRIAN U'REN**  
**Vice President, President's Office**  
 Stamford Tyres Corporation Ltd  
 Singapore

Brian joined Stamford Tyres in 1993 as a management trainee and rose to the rank of Assistant Vice President before he left in 2006. He re-joined in 2009 as the General Manager of Stamford Tyres Australia. He was appointed as Vice President in 2014 and is currently overseeing the Group's operations in Indonesia and joint venture in India with Sumitomo Rubber Industries. Brian graduated from National University of Singapore with a Bachelor of Arts majoring in Economics and Political Science.



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**01. IVAN REIJAN RAJOO**  
**Head of Fleet**  
 Stamford Tyres International Pte Ltd  
 Singapore

**02. WONG SIEW PENG**  
**Head of Wholesale**  
 Stamford Tyres International Pte Ltd  
 Stamford Tyres (B) Sdn Bhd  
 Singapore and Brunei

**03. LARRY LEE HSIN MIAO**  
**Head of International Distribution**  
 Stamford Tyres International Pte Ltd  
 Singapore

**04. KASEM BURETJITTINUN**  
**General Manager**  
 Stamford Tires Distributor Co Ltd  
 Thailand

**05. NG WEE LIONG**  
**General Manager**  
 Tyre Pacific (Vietnam) Co Ltd  
 Vietnam

**06. JUNE ER CHUI HOON**  
**OSB Manager**  
 Stamford Tyres Corporation Ltd  
 Singapore

**07. TAN SER KOON**  
**General Manager**  
 Stamford Tyres (Vietnam) Co Ltd  
 Vietnam

**08. ANDRE SMUTS**  
**National Sales Manager**  
 Stamford Tyres Africa Pty Ltd  
 South Africa

**09. ERWIN CHUA**  
**General Manager**  
 PT Stamford Tyres Distributor Indonesia  
 Indonesia

**10. ARIF PUTRANTO**  
**Branch Manager**  
 PT Stamford Tyres Indonesia  
 Timika, Indonesia

**11. GLADYS BARRIOS**  
**Deputy General Manager**  
 Stamford Sport Wheels Co Ltd  
 Thailand

**12. CHNG LEE LEE**  
**Head of Finance and Operations**  
 Stamford Tyres (M) Sdn Bhd  
 Malaysia

**13. JASON DAVEY**  
**Senior Sales Manager**  
 Stamford Tyres Australia Pty Ltd  
 Australia

# OUR PRODUCTS

## OUR PREMIUM BRANDS



Falken is manufactured by Sumitomo Rubber Industries, a leading Japanese designer and manufacturer of tyres. The Falken range has tyres for high performance cars, passenger cars, SUVs, light truck and truck radials. Falken continually introduces new and exciting products and as part of its R&D programme, Sumitomo supports many race and rally teams round the world, outfitting their competition machines with Falken Tyres.

Stamford Tyres distributes Falken in Singapore, Malaysia, Thailand, Indonesia, Brunei, Vietnam, Cambodia, Myanmar, South Africa, Hong Kong, India, Bangladesh, Pakistan, Mauritius, Reunion, East Timor, Nepal, Southern Africa and New Caledonia.



Continental is a range of top-quality tyres designed and manufactured by the company of the same name headquartered in Hanover, Germany. The Continental range covers radials designed for sports and passenger cars, light truck, truck and bus radials as well as military, agriculture and industrial solid tyres. Continental supplies original equipment (OE) tyres for world-leading cars such as Porsche, BMW, Mercedes Benz and Volkswagen. Their tyres also come installed as OE on commercial vehicles such as DAF, Volvo, MAN and Scania.

Stamford Tyres distributes Continental in Singapore.



Dunlop has been at the forefront of tyre innovations, with over 120 years of tyre industry experience. Today, Dunlop has grown to become one of the world's biggest and most trusted brands. Committed to delivering superior tyres, Dunlop constantly pushes for development of new compounds and technologies through the rigours of two and four-wheeled motorsports. The product range that Dunlop offers include passenger car, SUVs, light truck, truck and bus radial, as well as industrial, agricultural, aircraft and motorcycle tyres. Dunlop supplies OE tyres for popular Japanese and European luxury vehicles such as BMW, Audi, Mercedes, Maserati and Volkswagen.

Stamford Tyres, through its joint venture Tyre Pacific, distributes Dunlop in Hong Kong, Macau, Vietnam, Cambodia and Laos.



Maxam is a niche tyre manufacturer, specialising in tyres for the construction and mining industries since the mid-1950s and, with its HQ in Luxembourg, European design and technical experience and a cost-effective manufacturing base. Personnel from Europe are based on site and the factory is equipped with modern, state-of-the-art technology and machinery.

On the product front, Maxam has recently introduced a wide range of industrial and construction tyres for applications such as skid steer, backhoes and forklifts, plus there are more exciting innovations in the pipeline. Maxam have complete range of giant radial off-the-road tyres, for rims up to 57" in diameter.

Stamford Tyres distributes Maxam in Southeast Asia.

## OUR PROPRIETARY BRANDS



Stamford Sport Wheels, or SSW, is our proprietary brand of alloy wheels. Our wheels are designed, manufactured and tested in-house. Our designers have created a line of wheels that offer exciting style, looks and road performance. SSW has models with diameters of 13" to 26" tailored for passenger cars and SUVs. Our wheels are produced in Thailand using the latest low pressure and tilt gravity casting methods and in accordance with internationally recognized quality and safety standards.



Sumo Firenza is our proprietary premium budget range of performance tyres, SUVs, light truck and truck/bus radials. The Sumo Firenza range consists of more than 100 models and the tyres are produced in China and Thailand in factories that have been selected for their consistent quality standards.

Stamford Tyres has a team of engineers and tyre designers in China who provide technical support and quality assurance for our tyres which are popular in Europe, Middle East, Africa, Latin America, Australia, South Africa and Asia.



Sumo Tire is our line of nylon bias tyres for light truck, truck, agriculture and earthmover applications. The tyres are designed in-house and in accordance with internationally recognised standards.

Sumo Tire is made in Asia and we offer a wide range of sizes and specifications to customers that need tyres for demanding round-the-clock operations at affordable prices.

The tyres are designed for heavy duty industrial application and are well-received internationally.

# OUR PRESENCE

## SINGAPORE

### Stamford Tyres International Pte Ltd

19 Lok Yang Way, Jurong, Singapore 628635  
Tel: +65 6268 3111  
Fax: +65 6264 0148 / 4708  
E-mail: stipl@stamfordtyres.com

## MALAYSIA

### Stamford Tyres (M) Sdn Bhd

Glenmarie Main Office & Warehouse  
16 Jalan Jurunilai U1/20, Section U1 Hicom Glenmarie Industrial Park, 40150, Shah Alam, Selangor, Malaysia  
Tel: +60 3 5569 3094 / 3397 / +60 3 5569 3090  
Fax: +60 3 5569 3096  
E-mail: enquiry\_my@stamfordtyres.com

## THAILAND

### Stamford Tyres Distributor Co, Ltd

133/135 Narathiwat Rachanakharin Road, Chongnonsi Yannawa, Bangkok, 10120, Thailand  
Tel: +662 678 2355  
Fax: +662 678 2351  
E-mail: admin@stamfordtyresthailand.com

## INDONESIA

### PT Stamford Tyres Distributor Indonesia

Jl. Boulevard Raya PA 19, No. 4-5, Kelapa Gading Permai, Jakarta Utara, 14240, Indonesia  
Tel: +62 21 450 4388  
Fax: +62 21 450 4384  
E-mail: ptstdi@stamfordtyresind.com

### PT Stamford Tyres Indonesia

Jl. Kuala Kuningan, L.I.P. Kuala Kencana Timika – Papua, 99920, Indonesia  
Tel: +62 901 301889, +62 901 462297  
Fax: +62 901 301890  
E-mail: ptsti@stamfordtyresind.com

## HONG KONG / CHINA

### Stamford Tyres (Hong Kong) Ltd

No. 200, Tai Tong Road, Shung Ching Sun Tsuen, Yuen Long, N.T., Hong Kong  
Tel: +852 2406 2381  
Fax: +852 2406 7100  
Email: general@stctyreshk.com

## AUSTRALIA

### Stamford Tyres Australia Pty Ltd

Unit 1, 1 Dupas Street, Smithfield, NSW 2164, Australia  
Tel: +61 2 9756 5355  
Fax: +61 2 9756 5388  
E-mail: australia@stamfordtyres.com

## INDIA

### Stamford Tyres Distributors India Private Limited

C/O. Jai Prakash Upadhayay Off. No.3, Mezzanine Floor, 12/14, Maharashtra Bhavan, Bora Masjid Street, Fort Mumbai, Maharashtra 400001 India  
Tel: +91 22 31927771 / +91 22 31927773

## SOUTH AFRICA

### Stamford Tyres (Africa) (Pty) Ltd

#### Cape Town Office

8 Ferrule Avenue, Montague Gardens, Milnerton, Cape Town, South Africa, 7441  
Tel: +2721 790 1302  
Fax: +2710 001 7339

#### Durban Office

No. 9 Leeukop Road, Mahogany Ridge, Pinetown, Durban South Africa, 3600  
Tel: +27 31 700 5942  
Fax: +27 31 700 3179

#### Johannesburg Office

Cnr Horn Street & Brine Avenue, Chloorkop, Extension 1, Kempton Park, Johannesburg South Africa, 1624  
Tel: +2711 393 7124/5  
Fax: +2786 514 2816

## VIETNAM

### Stamford Tyres Vietnam Company Limited

4th Floor No. 20/13 Nguyen Truong To Street, District 4 HCM City, Vietnam  
Tel: +84 8 3943 0558 / +84 8 6686 4900  
Fax: +84 8 3943 0557

## BRUNEI

### Stamford Tyres (B) Sdn Bhd

Unit 4, 5 & 6 Lot No 47701, EDR No BD40018, Spg 128-11-26, Jalan Tungku Link, Kg. Pangkalan Gadong, Bandar Seri Begawan, Negara Brunei Darussalam  
Tel: +673 2428194  
Fax: +673 2428094

## MANUFACTURING PLANT

## THAILAND

### Stamford Sport Wheels Company Limited

111/2, 5,8,9 Moo 2, Highway 340 Suphanburi Road, Tambon Saiyai Amphur Sainoi, Nonthaburi, 11150 Thailand  
Tel: +662 967 7109  
Fax: +662 985 5847  
E-mail: sales@stamfordwheels.com

## JOINT VENTURE COMPANIES

## HONG KONG

### Tyre Pacific (HK) Ltd

15th Floor, Sandoz Centre 178/182 Texaco Road, Tsuen Wan, N.T. Hong Kong, SAR  
Tel: +852 2407 8268  
Fax: +852 2407 5020

## INDIA

### Falken Tyre India Private Limited

Unit No 312 (J,K,L,M,N, P & Q) Centrum Plaza, Golf Course Road, Sector – 53 Gurgaon – Haryana 122002, India  
Tel: +91 0124-4638989

## STAMFORD TYRES TRUCK CENTRES

## SINGAPORE

### Truck Centres

Opening Hours: 8:30am – 6:00pm (Mon – Sat)  
\*Closed on Public Holidays

## Jurong Truck Centre

21 Lok Yang Way Singapore 628636  
Tel: +65 6268-3112  
Fax: +65 6262-1027

## Changi Truck Centre

31 Loyang Way Singapore 508729  
Tel: +65 6862-2289  
Fax: +65 6542-8078

## Woodlands Truck Centre

10 Admiralty St #01-78 North Link Building Singapore 757695  
Tel: +65 6481-9906  
Fax: +65 6481-9160

## Tuas Truck Centre

110 Tuas South Avenue 3 #01-02/03 The Index, Singapore, 637369  
Tel: +65 6265 7680  
Fax: +65 6265 7685

## MALAYSIA

### Port Klang Truck Centre

Lot 9, Lingkaran Sultan Mohamad 1, 42000, Pelabuhan Klang, Selangor, Malaysia  
Tel: +60 12215 4881

## STAMFORD TYRES RETAIL OUTLETS

## SINGAPORE

Opening Hours: 9:00am – 7:00pm (Monday – Saturday) 10.30am – 3.30pm (Sunday and Public Holidays)

## Jurong Mega Mart

19 Lok Yang Way, Jurong Singapore 628635  
Tel: +65 6262-3355  
Fax: +65 6262-1494  
Opening Hours: Monday to Saturday 8:30am to 7:00pm  
\*Open on Sunday and Public Holidays

## Bukit Batok Mega Mart

50 Bukit Batok St.23 #02-19 Midview Building Singapore 659578  
Tel: +65 6261-3355  
Fax: +65 6267-8912  
\*Open on Sunday  
\*Closed on Public Holidays

**Woodlands Mega Mart**

No. 10 Admiralty  
Street #01-85  
Northlink Building  
Singapore 757695  
Tel: +65 6555-3355  
Fax: +65 6481-6103  
\*Open on Sunday  
\*Closed on Public Holidays

**Ang Mo Kio Mega Mart**

Blk 10 #01-14 Ang Mo Kio  
Industry Park 2A  
Ang Mo Kio Auto Point  
Singapore 568047  
Tel: +65 6483-3355  
Fax: +65 6481-5370  
\*Closed on Sunday and  
Public Holidays

**Kaki Bukit Synergy  
Mega Mart**

23 Kaki Bukit Rd 4  
#01-12/13  
Singapore 417801  
Tel: +65 6702-3355  
Fax: +65 6341-6993  
\*Closed on Sunday and  
Public Holidays

**MacPherson Mega Mart**

455 MacPherson Road  
Singapore 368173  
Tel: +65 6841-3355  
Fax: +65 6742-8167  
\*Open on Sunday and  
Public Holidays

**Changi Mega Mart**

31 Loyang Way  
Singapore 508729  
Tel: +65 6542-3355  
Fax: +65 6543-1403  
\*Open on Sunday and  
Public Holidays

**Tampines Mega Mart**

Blk 9006 Tampines St 93  
#01-196  
Singapore 528840  
Tel: +65 6286-3355  
Fax: +65 6784-4202  
\*Closed on Sunday and  
Public Holidays

**Kaki Bukit Mega Mart**

Kaki Bukit Industrial Estate  
10 Kaki Bukit Road 2,  
#01-11 & #01-12  
First East Centre  
Singapore 417868  
Tel: +65 6636-3355  
Fax: +65 6636-4751  
\*Closed on Sunday and  
Public Holidays

**TYRE MART  
EXPRESS****East Coast Tyre Mart**

355 East Coast Road,  
Caltex Service Station  
Singapore 428972  
Tel: +65 6342-0981  
Fax: +65 6342-0978  
\*Open on Sunday  
\*Closed on Public Holidays

**Yishun (Caltex) Tyre Mart**

3700 Yishun Ring Road  
Singapore 768690  
Tel: +65 6257-5910  
Fax: +65 6257-5975  
\*Closed on Sunday and  
Public Holidays

**Leng Kee Tyre Mart**

No 8 Kung Chong Road  
Singapore (159145)  
Tel: +65 6475-3355  
Fax: +65 6475-2162  
\*Open on Sunday  
\*Closed on Public Holidays

**Havelock (Shell) Tyre Mart**

548 Havelock Road  
Shell Havelock Service Station  
Singapore 169637  
Tel: +65 6733-0129  
Fax: +65 6694-5805  
\*Closed on Sunday and  
Public Holidays

**Eng Neo Tyre Mart  
(Shell Eng Neo)**

648 Dunearn Road  
Singapore 289629  
Tel: +65 6284-3355  
Fax: +65 6219-9224  
\*Closed on Sunday and  
Public Holidays

**Tuas (Shell) Tyre Mart**

121 Tuas South Avenue 5  
Singapore 637365  
Tel: +65 6254-7570  
Fax: +65 6254-7573  
Opening Hours:  
Monday to Saturday  
8:30am to 7:00pm  
\*Closed on Sunday and  
Public Holidays

**STAMFORD  
TYRES IN-HOUSE  
WORKSHOP  
SERVICES****Tan Chong & Sons Motor  
(Nissan)**

913 Bukit Timah Road  
Singapore 589623  
\*Closed on Sunday and  
Public Holidays

**Tan Chong & Sons Motor  
(Nissan)**

25 Leng Kee Road  
Singapore 159097  
\*Closed on Sunday and  
Public Holidays

**Motor Image  
(Subaru)**

19 Lorong 8 Toa Payoh  
Singapore 319255  
\*Closed on Sunday and  
Public Holidays

**MALAYSIA  
Cheras Tyre Mart**

No. 182, Jalan Mahkota,  
Taman Maluri Cheras, 55100  
Kuala Lumpur, Malaysia  
Tel: +60 3 9285-0918  
Fax: +60 3 9285-0946  
E-mail: enquiry\_my  
@stamfordtyres.com

**Glenmarie Tyre Mart**

16 Jalan Jurunilai U1/20  
Section U1 Hicom Glenmarie  
Industrial Park  
40150 Shah Alam,  
Selangor, Malaysia  
Tel: +60 3 5569-5810  
Fax: +60 3 5569-3096  
E-mail: enquiry\_my@  
stamfordtyres.com

**INDONESIA****Kelapa Gading Tyre Mart**

Jl. Boulevard Raya PA 19  
No. 4-5 Kelapa Gading Permai  
Jakarta 14240, Indonesia  
Tel: +62 21 451 5682 / 450 4388  
Fax: +62 21 450 4384  
E-mail: enquiries@  
stamfordtyresind.com



## OCTOBER 2016

### Mr Ikuji Ikeda's visit to Stamford Tyres Headquarters in Singapore

*From Left to Right: Wu Xiao Ning (Manager, Sumitomo Rubber Asia), Cham Soon Kian (Executive Vice President, CEO of Malaysia, Stamford Tyres), Satoru Ushida (Managing Director, Sumitomo Rubber Asia), Wee Kok Wah (President, Stamford Tyres), Ikuji Ikeda (President and CEO, Sumitomo Rubber Industries), Satoru Yamamoto (Director and Senior Executive Officer, General Manager of Asia Pacific Regional Headquarters, Sumitomo Rubber Industries), Lee Kok Chiang (Sales & Marketing Executive Sumitomo Rubber Asia), Dr Wee Li Ann (Non-Executive Director, Stamford Tyres), Clare Law (SVP, Head of Singapore Operations, Stamford Tyres)*

# FINANCIAL AND OPERATIONS REVIEW

**T**he Group faced a challenging business environment in FY2017 due to an oversupply of tyres globally as well as the continued strengthening of the US Dollar against domicile currencies in our key markets, particularly in Southeast Asia.

For the financial year ended 30 April 2017, the Group's revenue was S\$235.8 million compared to S\$239.9 million last year. Revenue derived from the distribution of tyres and wheels accounted for 87.2% of total revenue while manufacturing of wheels accounted for 12.8%. By geography, Southeast Asia continued

to be the core market for the Group, accounting for 85.8% of the Group's revenue.

Demand for major brand tyres that the Group distributes, namely Falken, Dunlop, Continental and Maxam, remained strong. Sumo Fireza proprietary brand tyres and SSW proprietary brand wheels continued to enjoy stable demand in Singapore, Malaysia, Indonesia and Thailand.

Gross profit for the Group was higher at S\$61.8 million for FY2017 compared to S\$59.1 million last year. Gross profit margin increased from 24.7% last year to 26.2% in FY2017, mainly attributable to value-added activities at Stamford Tyres Mart retail chain and truck tyre centres.

Operating expenses decreased by 3.2% to S\$56.4 million for FY2017 compared to S\$58.2 million last year due to lower finance costs, marketing and distribution costs, and foreign exchange costs. This was offset by higher allowance for inventory obsolescence.



## OCTOBER 2016

### Sumitomo Rubber Thailand 10 Years Anniversary Dinner in Cape Dara, Pattaya

*From Left to Right: Takahiko Shiomi (Director, Sumitomo Rubber Thailand), Satoru Yamamoto (Director and Senior Executive Officer, General Manager of Asia Pacific Regional Headquarters, Sumitomo Rubber Industries), Ikuji Ikeda (President and CEO, Sumitomo Rubber Industries), Colin Choo (SVP, Head of Thailand Operations, Stamford Tyres), Kasem Burejtittinun (General Manager, Stamford Tyres Distributor Co Ltd Thailand)*



RTG tyre inspection on site at PSA Port, Singapore



Warehouse Facility at Lok Yang Way, Singapore

The share of results of joint ventures amounted to a net profit of S\$2.6 million for FY2017, compared to a net profit of S\$1.8 million last year, mainly attributable to improved performance from our Hong Kong and India joint ventures.

The Group's net profit for FY2017 more than tripled to S\$8.1 million compared to S\$2.6 million last year.

## THE GROUP

The distribution network of the Group comprises of over 5,000 dealers and distribution centres in 10 countries. These distribution centres are located in Singapore, Malaysia, Thailand, South Africa, Indonesia, Australia, India, Vietnam, Brunei and Hong Kong.

## SINGAPORE

Total revenue generated in Singapore includes retail chain operations, truck tyre centres, local wholesaling as well as the export of tyres and wheels to countries other than the 10 mentioned above. Singapore contributed 31.0%



Services offered at Stamford Tyres Retail Centres include tyre fitting, wheel balancing and alignment, as well as workshop services.

to the Group's total revenue for FY2017.

There are currently 18 Stamford Tyres Mart retail centres and workshops island-wide, providing customers with services such as wheel balancing, wheel alignment, car maintenance programs and aerodynamic kits. For commercial customers, Stamford Tyres provides total tyre management services and support to fleet owners to help them reduce vehicle downtime.

“**GROSS PROFIT FOR THE GROUP WAS HIGHER AT S\$61.8 MILLION FOR FY2017 COMPARED TO S\$59.1 MILLION LAST YEAR.**”

## MALAYSIA

Malaysia remained a significant market to the Group, contributing 24.0% of the Group's revenue for FY2017. Our dealers in the country totalled approximately 1,000. We will continue to build up our distribution and warehousing capabilities in Malaysia via the development of our new warehouse at Kapar, as well as focus on growing our commercial tyre sales.



Bus tyre alignment services at Jurong Truck Centre in Singapore

## THAILAND

We have two operating subsidiaries in Thailand:

- Stamford Sport Wheels Co., Ltd (“SSW”), which operates two factories manufacturing aluminium alloy wheels; and
- Stamford Tires Distributor Co., Ltd (“STD”), a wholesaler of tyres and wheels.

SSW products continued to enjoy strong demand in Southeast Asia, particularly in Thailand. Higher average selling price per wheel, lowering of production costs and optimisation of product mix have resulted in improved profitability for SSW. We have approximately 700 dealers for Falken tyres, SSW and commercial tyres.

The combined revenue of both subsidiaries contributed 16.0% to the

Group's revenue for FY2017. We are continuously working on enhancing our marketing and branding activities to improve the sale of tyres and wheels in Thailand, as well as enhancing the product design and sale of SSW wheels into export markets.

### INDONESIA

Indonesia contributed 12.9% to the Group's revenue for FY2017. The Group continues to capitalise on the strong consumer demand in Indonesia and to strengthen its passenger tyre and wheels distribution network. We currently have a comprehensive network of warehouses and distribution points within Indonesia covering Java, Sumatra, Balikpapan, Makasar, Manado and Timika.

We will continue to extend our network in order to be closer to our customers and to provide more direct and value-added services to complement our offerings of radial earthmover tyres of bigger sizes to support the mining sector.

### SOUTH AFRICA

South Africa remains an important region outside Southeast Asia for the Group, contributing 7.2% of the Group's revenue for FY2017. We have three major warehouses in three cities (Cape Town, Durban and Johannesburg). The passenger car tyres market remains stable and the truck and earthmover tyres continue to be our key focus segments with the recovery of the mining sector.



Earthmover tyre repair works at Timika, Indonesia



An earthmover tyre inspection on-site in Kalimantan, Indonesia

### OTHERS

Revenue from Australia, Vietnam, Hong Kong and Brunei totalled S\$20.7 million, or 8.8% of Group's revenue.

### GOING FORWARD

The Group will focus on its core strength in the distribution of tyres and wheels in Southeast Asia, as well as the markets covered by our joint-

venture companies, namely Hong Kong, Macau, Indo-China and India.

We will continue to:

- Defend gross profit margin.
- Contain operating costs and rationalise current assets.
- Deliver timely response to market needs and trends.
- Drive for organic topline growth.



New container warehouse in Johannesburg, South Africa



Tyre retreading on-site in Singapore





**DECEMBER 2016** Malaysia Warehouse visit in Klang, Selangor  
*From the Left to Right:* Cham Soon Kian (Executive Vice President, CEO of Malaysia, Stamford Tyres), Satoru Ushida (Managing Director, Sumitomo Rubber Asia), Wee Kok Wah (President, Stamford Tyres), Satoru Yamamoto (Director and Senior Executive Officer, General Manager of Asia Pacific Regional Headquarters, Sumitomo Rubber Industries)



**JUNE 2017** Continental Gen 6 Launch in Singapore



**OCTOBER 2016** Russ Swift Stunt Show in Ho Chi Minh, Vietnam



**MARCH 2017** Official Visit to Continental Concept Shop in Singapore  
*From Left to Right :* Yeung Ting Ting (Purchasing Manager, Stamford Tyres), Wong Siew Peng (Vice President, Wholesale Division, Stamford Tyres), Phillip v. Hirschheydt (Executive Vice President, Business Unit Replacement APAC, PLT, Continental Tyres), Boon Tian Say (Owner, TS Auto Accessories & Trading) Cameron Wilson (Vice President, Marketing & Sales PLT ASEAN & TT Malaysia, Continental Tyres) Eryn Lee (Market Manager, Continental Tyres)



**JULY 2017** Fortuner Car Club visit to Sumitomo Rubber Tyre Factory in Thailand



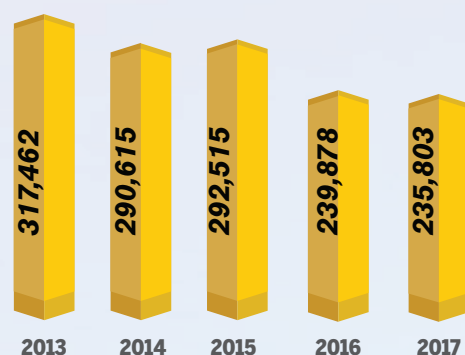
**SEPTEMBER 2016** Falken Mini Road Show in Malacca, Malaysia



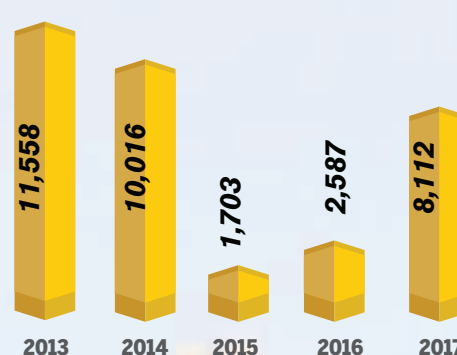
**MARCH 2017** Showcasing Stamford Tyres' range of proprietary brand tyres and wheels at the Tyre Expo Asia 2017, Singapore

# FINANCIAL HIGHLIGHTS

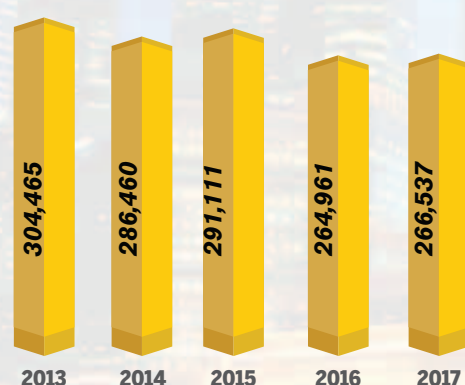
GROUP  
TURNOVER  
(S\$'000)



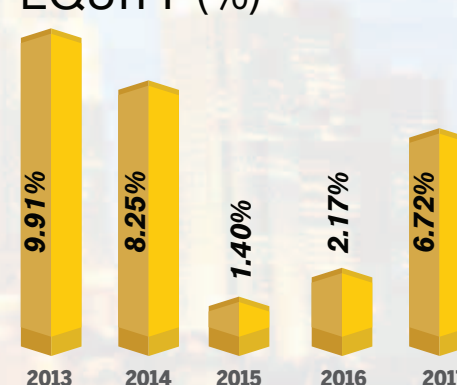
PROFIT  
AFTER TAX  
(S\$'000)



TOTAL ASSETS  
(S\$'000)



RETURN ON  
SHAREHOLDERS'  
EQUITY (%)



# Corporate Governance

Stamford Tyres Corporation Ltd (“the Company”) is committed to high standards of corporate governance. This Report describes the Company’s corporate governance practices with specific reference to the Code of Corporate Governance 2012 (the “Code 2012”). Unless otherwise stated, these practices were in place for the entire financial year.

## Board Matters

### Principle 1 : Board’s Conduct of Affairs

-----  
*Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.*  
 -----

The Board of Directors (the “Board”) oversees the business affairs of the Group and sets overall corporate strategy and direction. It approves the Group’s strategic plans, key business initiatives and financial objectives, major investment and divestment and funding proposals. The Board also monitors the operating and financial performance and oversees the processes for risk management, financial reporting and compliance and evaluating the adequacy of internal controls. It approves nominations to the Board. The Board sets the Group’s values and standards and ensures that obligations to shareholders and others are understood and met. Matters specifically reserved for Board’s decisions are those involving material acquisitions and disposal of assets, corporate or financial restructuring, share issuances and dividends. The Board has adopted a set of internal guidelines on these matters. The Board has delegated certain functions to the Audit Committee (“AC”), Nominating Committee (“NC”) and Remuneration Committee (“RC”) to assist in the execution of its responsibilities. Each Committee has its own written terms of reference which clearly sets out its objectives, duties, powers and responsibilities and are in line with the Code 2012. Minutes of all Board Committees are circulated to the Board so that directors are aware of and are kept updated as to the proceedings and matters discussed during the Committee meetings.

Directors are regularly updated on the Group’s business and regulatory and industry specific environments in which the Group operates. Directors also have the opportunity to visit the Group’s operational facilities here and overseas and meet with Management to gain a better understanding of the Group’s global business operations. The Board as a whole is updated regularly on risk management, corporate governance and key changes in the relevant regulatory requirements and accounting standards. Appropriate external trainings will be arranged where necessary. To keep abreast with developments in corporate, financial, legal and other compliance requirements, Directors are encouraged to attend relevant courses, conferences and seminars funded by the Company.

In order to ensure that the Board is able to fulfil its responsibilities prior to the Board meetings, Management provides the Board with adequate and timely information containing relevant background or explanatory information required to support the decision-making process.

The Board conducts regular scheduled meetings on a quarterly basis. Ad-hoc meetings will be convened as warranted by circumstances. In between the meetings, important matters concerning the Group may be put to the Board for its decision via circular resolutions for the directors’ approval. Management has access to the directors for guidance or exchange of views outside of the formal environment of the Board meetings.

All directors exercise due diligence and independent judgement and make decisions objectively in the best interests of the Group.

# Corporate Governance (Cont'd)

Directors are briefed on regulatory changes, especially those on the Company's or director's disclosure obligations. In order to ensure that the Board is able to fulfill its responsibilities, prior to the Board meetings, Management provides the Board with information containing relevant background or explanatory information required to support the decision-making process.

Newly-appointed directors will be given a formal letter explaining his duties and obligations as a director. They will also be briefed by Management on the Group's business, its strategic directions as well as its corporate governance policies. Orientation programmes and familiarisation visits are organised, if necessary, to facilitate a better understanding of the Group's operations.

The Board has separate and independent access to the Company Secretary at all times. The Company Secretary's appointment and removal is a matter for the Board as a whole. The Company Secretary or her representative attends Board and Committees' meetings and is responsible for ensuring that Board procedures are followed. The Board also has access to independent professional advice, where necessary, at the Company's expense.

## Principle 2 : Board Composition and Guidance

*There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision making.*

The Board comprises eight directors as follows:

	<b>Board</b>	<b>Audit Committee</b>	<b>Nominating Committee</b>	<b>Remuneration Committee</b>
Sam Chong Keen	Chairman	Member	Chairman	Chairman
Wee Kok Wah	Member	-	Member	-
Mrs Dawn Wee Wai Ying	Member	-	-	-
Tay Puan Siong	Member	Chairman	Member	-
Goh Chee Wee	Member	-	-	Member
Dr. Wee Li Ann	Member	Member	-	Member
Leslie Mah Kim Loong	Member	Member	-	-
Kazumichi Mandai	Member	-	-	-

Mr Sam Chong Keen is the non-executive and independent Chairman. The President, Mr Wee Kok Wah and the Executive Director, Mrs Dawn Wee Wai Ying are both executive directors. Dr Wee Li Ann is a non-executive director. Mr Tay Puan Siong, Mr Goh Chee Wee, Mr Leslie Mah Kim Loong and Mr Kazumichi Mandai are non-executive and independent directors. There are no Alternate Directors on the Board.

The Company's Constitution permits the directors to attend meetings through the use of audio-visual communication equipment.

# Corporate Governance (Cont'd)

## Directors' Attendance at Board & Committee Meetings held since May 2016

	Board of Directors		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended
Sam Chong Keen	4	4	5	5	1	1	1	1
Wee Kok Wah	4	4	-	-	1	1	-	-
Mrs Dawn Wee Wai Ying	4	3	-	-	-	-	-	-
Tay Puan Siong	4	4	5	5	1	1	-	-
Goh Chee Wee	4	4	-	-	-	-	1	1
Dr. Wee Li Ann	4	4	5	5	-	-	1	1
Leslie Mah Kim Loong	4	4	5	5	-	-	-	-
Kazumichi Mandai	4	4	-	-	-	-	-	-

There is strong and independent element on the Board. The Board is able to exercise objective judgment independently from Management and no individual or small group of individuals dominate the decisions of the Board.

The non-executive and independent directors contribute to the Board by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide different perspectives to the Group's business. While challenging Management's proposals or decisions, they bring independent judgement to bear on business activities and transactions involving conflicts of interest and other complexities. Where appropriate and necessary, the non-executive directors would also meet without the presence of Management.

The NC considers the Board's present size and composition appropriate taking into account the nature and scope of the Group's operations, the depth and breadth of knowledge, expertise and business experiences of the directors to govern and manage the Group's affairs and that a majority of the Board is independent. The NC reviews the size of the Board from time to time.

The Board has no dissenting view on the President's Letter to Shareholders for the financial year in review.

### Principle 3 : Chairman and President

-----  
*There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.*  
 -----

The Chairman is a non-executive appointment and is separate from the office of the President. There is a clear segregation of the roles and responsibilities between the Chairman and the President. As the Chairman and President are not related, no Lead Independent Director was appointed.

The Chairman provides strategic guidance and leads the Board. He is responsible for ensuring the effectiveness of the Board and its governance processes, including the responsibilities of scheduling and setting agendas for Board meetings and control over the quality, quantity and timeliness of information flow between the Board and Management.

The President provides overall vision and bears full executive responsibility for the Group's operations, including making key day-to-day operational decisions.

# Corporate Governance (Cont'd)

## Principle 4 : Board Membership

-----  
*There should be a formal and transparent process for the appointment and re-appointment of directors to the Board.*  
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## Principle 5 : Board Performance

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*There should be a formal annual assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each director to the effectiveness of the Board.*  
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The NC comprises three directors, two of whom, including the Chairman, are independent directors. The Committee Chairman is Mr Sam Chong Keen and the other members are Mr Tay Puan Siong and Mr Wee Kok Wah.

The NC's written key terms of reference describe its responsibilities and these include:

- reviewing and assessing candidates for directorships (including executive directorships) before nominating such candidates to the Board for approval;
- reviewing and recommending to the Board the re-election and appointment of directors under the retirement provisions in accordance with the Company's Constitution at each annual general meeting ("AGM");
- reviewing the composition of the Board annually to ensure that the Board has an appropriate balance of independent directors and ensuring an appropriate balance of expertise, skills, attributes and abilities on the Board;
- reviewing and determining annually if a director is independent in accordance with the Code 2012 and any other salient factors;
- where a director has multiple board representations, deciding whether the director is able to and has been adequately carrying out his duties as director; and
- reviewing the succession plan for directors and key executives of the Group.

The NC also determines the independence of directors and evaluates and assesses the effectiveness of the Board taking into consideration appropriate performance criteria.

The Board, through the delegation of its authority to the NC, has used its best efforts to ensure that directors appointed to the Board possess the background, experience and knowledge in technology, business, finance and management skills critical to the Group's businesses and that each director, through his unique contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

The search and nomination process for new directors, if any, will be through search companies, contacts and recommendations that go through the normal selection process, to cast its net as wide as possible for the right candidates. New directors are appointed by the Board after the NC has reviewed and recommended their appointment.

## Corporate Governance (Cont'd)

The NC recommends all appointments and re-nominations of directors to the Board and Board committees. The Company's Constitution provides for one-third of the directors to retire by rotation and be subject to re-election at every AGM. A newly appointed director must also subject himself to retirement and re-election at the AGM immediately following his appointment. The NC, in considering the nomination of any director for re-election will evaluate the performance of the director involved.

The NC has assessed the independence of the directors based on the definition of independence as set out in the Code 2012. The NC also requires all the independent directors to confirm their independence and their relationship with the other directors, Management and 10% shareholders of the Company by a declaration in writing annually.

As at 30 April 2017, three independent directors have served on the Board for more than nine years. They are Mr Sam Chong Keen, Mr Tay Puan Siong and Mr Goh Chee Wee. The NC takes the view that a director's independence cannot be determined solely and arbitrarily on the basis of the length of time. A director's contribution in terms of experience, expertise, professionalism, integrity, objectivity and independent judgment in engaging and challenging Management in the best interests of the Group as he performs his duties in good faith, are more critical measures in ascertaining his independence than the number of years served on the Board. Hence, the Board does not impose a limit on the length of service of the independent directors. However, the Board and NC will exercise due and careful review, taking into consideration other factors, in assessing the independence of a director. These factors include, *inter alia*, if the director has any interest, business, relationship and/or any other material contractual relationships with the Group which could reasonably be perceived to compromise his independence and interfere with the exercise of his independent business judgment with a view to the best interest of the Group.

After due consideration and careful assessment, the Board, in concurrence with the NC, is of the view that the three independent directors remain independent in their exercise of judgment and objectivity on Board matters as they have each continued to demonstrate strong independence in character and judgement in the discharge of their responsibilities as a director of the Company. They have not hesitated to express their respective viewpoints, objectively raise issues or seek clarification as and when necessary from the Board, Management and the Group's external advisers on matters pertaining to their area of responsibilities whether on Board or on the Committees. The Company has also benefited from their years of experience in their respective fields of expertise. Mr Sam Chong Keen, Mr Tay Puan Siong and Mr Goh Chee Wee have each abstained from the discussion and deliberation during the review of their respective independence.

The NC and the Board are of the opinion that the directors, who have been classified as independent under the Board Composition section, are indeed independent and the current size of the Board is adequate for the purposes of the Group.

The NC has established a formal appraisal process to assess the performance and effectiveness of the Board as a whole annually. It focuses on a set of performance criteria which includes the evaluation of the size and composition of the Board, the Board's access to information and Board accountability. The findings of such evaluations were analyzed and discussed with a view to identifying areas for improvement and implementing certain recommendations to further enhance the effectiveness of the Board. In its evaluation, the NC considers the expertise and experience of each Board member, their attendance, participation and contributions to the Board both inside and outside of Board meetings which can be in many forms, including Management's access to him for guidance or exchange of views outside the formal environment of the Board. No external facilitator was engaged by the Board for this purpose.

## Corporate Governance (Cont'd)

The NC has assessed that each director in the Company is able to and has been adequately carrying out his duties as a director of the Company, taking into consideration the director's number of listed company board representations and other principal commitments. The Committee also took into consideration the Company's existing regime of directors being assessed by each other as an additional check and balance on the performance of individual directors and that a director should have self-responsibility to determine whether he is able to discharge his duties properly and effectively as a director when taking on additional listed company board seats. The NC, with concurrence from the Board, had recently adopted a guide that a director should not have in aggregate more than five (5) listed company board representations so as to be able to devote sufficient time and attention to the affairs of the Company. None of the Directors have exceeded this limit.

The NC has recommended the re-election of Mr Sam Chong Keen and Mr Goh Chee Wee, who are retiring by rotation pursuant to Article 99 of the Company's Constitution. The retiring directors have offered themselves for re-election. Each member of the NC has abstained from voting on any resolutions and making any recommendation and/or participating in respect of matters in which he is interested. The Board has accepted the recommendations of the NC.

Key information of each director is set out on pages 4 to 6 of this report and the dates of their initial appointment and last re-appointment/re-election are set out below:

<b>Name of Director</b>	<b>Date of initial appointment</b>	<b>Date of last re-appointment/ re-election</b>
Sam Chong Keen	9 Dec 1994	29 Aug 2014
Wee Kok Wah	11 Oct 1989	N.A.*
Mrs Dawn Wee Wai Ying	11 Oct 1989	28 Aug 2015
Tay Puan Siong	2 Jun 1994	28 Aug 2015
Goh Chee Wee	29 Oct 1998	29 Aug 2014
Dr Wee Li Ann	9 Dec 2009	30 Aug 2016
Leslie Mah Kim Loong	1 Dec 2012	30 Aug 2016
Kazumichi Mandai	1 Dec 2012	30 Aug 2016

\* *Managing Director is not subject to retirement by rotation (Article 94 of the Company's Constitution)*

The Board believes in carrying out succession planning for itself and its key management staff to ensure continuity of leadership. Currently, there is an informal succession plan in place and the NC will look into drawing up a formal plan at the relevant time.



# Corporate Governance (Cont'd)

## Principle 6 : Access to Information

*In order to fulfil their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.*

Directors are given independent and full access to the Management team and Company Secretary, all Board and Board Committees' minutes and all approval and information papers. In between Board meetings, important matters concerning the Company are also put forth to the Board for its decision by way of circular resolutions in writing for the directors' approval together with supporting memoranda to enable the directors to make informed decisions. The Company supports the directors, either individually or as a group, if they require independent professional advice in furthering their duties to the Company and the cost of such advice will be borne by the Company subject to the Board's approval.

## Remuneration Matters

### Principle 7 : Procedures for Developing Remuneration Policies

*There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing remuneration packages of individual directors. No director should be involved in deciding his own remuneration.*

### Principle 8 : Level and Mix of Remuneration

*The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.*

### Principle 9 : Disclosure on Remuneration

*Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.*

The RC comprises two non-executive and independent directors, and a non-executive director. It is chaired by Mr Sam Chong Keen and the members are Mr Goh Chee Wee and Dr Wee Li Ann.

The RC's written key terms of reference describe its responsibilities and these include:

- recommending to the Board, in consultation with the Board Chairman, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of the directors and key executives of the Group;

## Corporate Governance (Cont'd)

- recommending specific remuneration packages for each of the directors and the executive directors;
- in the case of service agreements, considering what compensation commitments the directors' or key executives' 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 to recognise the duty to mitigate loss;
- approving performance targets for assessing the performance of each of the key executive of the Group and recommending such targets as well as employee specific remuneration packages for each of such key executive for endorsement by the Board; and
- administering share incentive plans of the Company, if any.

The RC reviews and recommends to the Board the framework of remuneration for key executives and for directors serving on the Board and Board Committees. The review of specific remuneration packages includes fees, salaries, bonuses and incentives. It also administers the Company's Employee Share Option Schemes and Performance Share Schemes, if any. The Company has no such schemes in place presently.

Remuneration for key executives are based on corporate and individual performance with certain key executives entitled to profit-sharing bonuses based on certain profit on a realized basis. There are appropriate and meaningful measures in place for the purposes of assessing the performance of the executive directors and key management personnel. Although the recommendations are made in consultation with Management, the remuneration packages are ultimately approved by the Board. No director is involved in deciding his own remuneration.

In performing its function, the RC endeavours to establish an appropriate remuneration policy to attract, retain and motivate the executive directors and key management personnel whilst at the same time ensuring that the reward in each case takes into account individual performance as well as corporate performance.

Executive directors have service contracts which include terms for termination under appropriate notice. Non-executive directors are remunerated based on basic fees for serving on the Board and Board Committees. Such fees are recommended for approval by shareholders as a lump sum payment at the AGM.

At the moment, the Company does not use any contractual provisions to reclaim incentive components of remuneration from executive directors and key management executives in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The RC will consider, if required, whether there is a requirement to institute such contractual provisions to allow the Company to reclaim the incentive components of the remuneration of the executive directors and key management executives paid in prior years in such exceptional circumstances.

The RC has access to expert professional advice on remuneration matters whenever there is a need to obtain such advice.

Details of the Company's Employee Share Option Schemes and Share Performance Schemes, if any, will be provided in the Directors' Statement.

The Board supports and is aware of the need for transparency. However, after deliberation and debate, the Board is of the view that full disclosure of the specific remuneration of each individual director and the Group's key management personnel (who are not directors) is not in the best interest of the Company and therefore shareholders. *Inter alia*, the Board has taken into account the very sensitive nature of the matter, the relative size of the Group, the highly competitive business environment the Group operates in and the irrevocable negative impact such disclosure may have on the Group.

# Corporate Governance (Cont'd)

Details of remuneration and benefits of directors for the financial year ended 30 April 2017 which will provide sufficient overview of the remuneration of directors are set out below:-

	<b>Directors' Fees*</b>	<b>Fixed salary and benefits</b>	<b>Performance related Bonus</b>	<b>Total</b>
	<b>%</b>	<b>%</b>	<b>%</b>	<b>%</b>
<b>Executive Directors</b>				
<b>Between \$750,000 and \$999,999</b>				
Wee Kok Wah	-	66	34	100
<b>Between \$250,000 and \$499,999</b>				
Mrs Dawn Wee Wai Ying	-	75	25	100
<b>Non-Executive Directors</b>				
<b>Below \$250,000</b>				
Sam Chong Keen	100	-	-	100
Tay Puan Siong	100	-	-	100
Goh Chee Wee	100	-	-	100
Dr Wee Li Ann	100	-	-	100
Leslie Mah Kim Loong	100	-	-	100
Kazumichi Mandai	100	-	-	100

\* Directors' Fees are subject to shareholders' approval at the AGM to be held on 28 August 2017.

## Key Management Personnel

In the interest of maintaining good morale and a strong spirit of teamwork within the Group, the Company has weighed the advantages and disadvantages of the disclosure relating to the remuneration of the 5 top key management personnel (who are not directors) of the Group for the financial year ended 30 April 2017 and believe that such disclosure may be prejudicial to its business interest given the highly competitive environment it is operating in. Their profiles are found on page 7 of this Report.

## Immediate family members of Directors:

There is no employee who is an immediate family member of a director or the President and whose remuneration exceeded S\$50,000 in the Group's employment for the financial year ended 30 April 2017.

# Corporate Governance (Cont'd)

## Accountability and Audit

### Principle 10 : Accountability

*The Board should present a balanced and understandable assessment of the company's performance, position and prospects.*

### Principle 11 : Risk Management and Internal Controls

*The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.*

### Principle 12 : Audit Committee

*The Board should establish an Audit Committee ("AC") with written terms of reference which clearly set out its authority and duties.*

### Principle 13 : Internal Audit

*The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.*

The Board is mindful of the obligation to provide shareholders with a balanced and understandable assessment of the Company's performance, position and prospects including information on all major developments that affect the Group and strives to maintain a high standard of transparency.

The AC comprises three non-executive and independent directors and a non-executive director. It is chaired by Mr Tay Puan Siong and the members are Mr Sam Chong Keen, Mr Leslie Mah Kim Loong and Dr Wee Li Ann. No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the AC.

The AC has full authority to investigate matters relating to the Group and any matters within its terms of reference.

The AC's written key terms of reference describe its responsibilities and these include:

- assisting the Board of Directors in discharging its statutory responsibilities on financing and accounting matters;
- reviewing significant financial reporting issues and judgements to ensure the integrity of the financial statements and any formal announcements relating to financial performance;
- reviewing the scope and results of the audit and its cost effectiveness, and the independence and objectivity of the external auditor;
- reviewing and evaluating with internal auditors, the adequacy and effectiveness of the system of internal controls, including financial, operational, compliance and information technology controls, and risk management policies and framework;

## Corporate Governance (Cont'd)

- reviewing any interested person transactions as defined in the Listing Manual;
- appraising and reporting to the Board on the audits undertaken by the external auditor and internal auditor, the adequacy of disclosure of information, and the appropriateness and quality of the system of management and internal controls;
- making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and internal auditor, and approving the remuneration and terms of engagement of the external auditor and internal auditor; and
- reviewing whistle-blowing investigations within the Group and ensuring appropriate follow-up action, if required.

The significant issues considered by the AC in relation to financial statements during the year ended 30 April 2017 are detailed below, alongside the actions taken by the AC to address these issues:

<b>Significant matters considered</b>	<b>How these issues were addressed by the AC</b>
<b>Impairment assessment of investments in subsidiaries, joint ventures and associate</b>	<p>The AC considered Management's approach and analysis in assessing for impairment of its investments in subsidiaries, joint ventures and associate.</p> <p>The AC considered the reasonableness of the assumptions used and judgements made on cash flow forecasts, discount rates and growth rates used, and was satisfied that these were appropriate.</p> <p>The External Auditor have included the impairment of assessment of investments in subsidiaries, joint ventures and associate as a key audit matter in its auditor's report for the year ended 30 April 2017. This is on page 38 of the Annual Report.</p>
<b>Allowance for inventory obsolescence</b>	<p>The AC considered the approach and methodology applied to the allowances for inventory obsolescence.</p> <p>The AC discussed the above with the External Auditors to consider the reasonableness, appropriateness of analysis and assessments made by Management, and was satisfied that these were appropriate.</p> <p>The External Auditor have included the allowance for inventory obsolescence as a key audit matter in its auditor's report for the year ended 30 April 2017. This is on page 38 of the Annual Report.</p>
<b>Allowance for doubtful debts</b>	<p>The AC considered the approach and methodology relating to the monitoring and collectability of trade receivables and Management's assessment in providing allowance for doubtful debts.</p> <p>The AC discussed the above with the Management and External Auditor to consider the reasonableness of the assessment and was satisfied that these were appropriate.</p> <p>The External Auditor have included the allowance for doubtful debts as a key audit matter in its auditor's report for the year ended 30 April 2017. This is on page 39 of the Annual Report.</p>

## Corporate Governance (Cont'd)

The AC reviews the scope, the audit plan, the results and effectiveness of both the External and Internal Auditors and has met with the External Auditor and Internal Auditor separately without the presence of management for the year in review.

To keep abreast of the changes in financial reporting standards and related issues which have a direct impact on financial statements, discussions are held with the External Auditor where applicable, when they attend the AC Meetings.

The AC, having reviewed the nature and extent of non-audit services provided by Ernst & Young LLP ("EY") and EY member firms, including fees paid in respect of the year ended 30 April 2017, is of the view that the independence and objectivity of EY as External Auditor of the Company has not been compromised. The fee payable to the External Auditor is disclosed on page 75 of this Annual Report.

The AC has also reviewed and confirmed that EY is a suitable audit firm to meet the Company's audit obligations, having regard to the adequacy of resources and experience of the firm and the assigned audit engagement partner, EY's other audit engagements, size and complexity of the Stamford Tyres Group, number and experience of supervisory and professional staff assigned to the audit. Accordingly, the AC recommended to the Board the re-appointment of EY as External Auditor of the Group for the year ending 30 April 2018. EY has been engaged to audit the accounts of the Company and its Singapore-incorporated subsidiaries. The accounts of the significant foreign-incorporated subsidiaries are audited by EY member firms in the respective countries. The Group has complied with Rules 712 and 715 of the Listing Manual in relation to its auditing firms.

As proper risk management is a significant component of a sound system of internal control, the Group has put in place a strategic enterprise risk management ("ERM") framework since FY2007. The Board recognises the importance of establishing a formal ERM Framework to facilitate the governance of risks and monitoring the effectiveness of internal controls.

The Board is cognizant of its responsibility for maintaining a sound system of internal controls to safeguard the investment of its shareholders and the assets and business of the Group. The internal audit function is outsourced to an external professional firm, Yang Lee & Associates ("YLA"). The Internal Auditor conducts regular audit of internal control systems of the Group's companies, recommends necessary improvements and enhancements, and reports directly to the AC. YLA is guided by the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors and staffed with professionals with the relevant qualifications and experience. The AC is satisfied that the Company's internal audit function is adequately resourced to perform the job for the Group.

The AC examines the effectiveness of the Group's internal control systems. The many assurance mechanisms operating are supplemented by the Internal Auditor's reviews of the effectiveness of the Group's material internal controls, including financial, operational and compliance and information technology controls. Any material non-compliance or failures in internal controls and recommendations for improvements are reported to the AC. The AC reviews the effectiveness of the actions taken by Management on the recommendations made by the Internal Auditor in this respect.

In addition, the Group has set up an executive Risk Management Committee ("RMC") to oversee that appropriate risk management policies are put in place and there are processes to evaluate the risks monitored under the ERM framework. The RMC, comprising members of the Senior Management team, is responsible for setting the direction of corporate risk management and monitoring the implementation of risk management policies and procedures.

## Corporate Governance (Cont'd)

The RMC has established an enhanced risk management policy to provide guidance to Management on key risk parameters. The significant risks in the Group's business, including mitigating measures, were also reviewed by the RMC and reported to the AC and the Board. Risk registers are maintained by the business and operational units which identify the key risks facing the Group's business and the internal controls in place to manage those risks. These risks have been categorized as strategic, operational, financial or compliance risks and the main areas of financial risk, faced by the Group are foreign currency exchange risk, interest rate risk, credit risk and liquidity risk.

The RMC together with the President and Group Financial Controller have confirmed to the AC and the Board the adequacy and effectiveness of the risk management system and internal controls.

The AC, with the assistance of the Internal and External Auditors, reviews and reports to the Board on the adequacy of the Company's system of internal controls, including financial, operational, compliance and information technology controls and taking into consideration the risk management perspective.

The AC may examine whatever aspects it deems appropriate of the Group's financial affairs, its internal and external audits and its exposure to risks of a regulatory or legal nature. It keeps under review the effectiveness of the Company's system of accounting and internal financial controls, for which the directors are responsible. It also keeps under review the Company's programme to monitor compliance with its legal, regulatory and contractual obligations.

The Board has received written assurance from the President and Group Financial Controller:

- (a) that the financial records have been properly maintained and the financial statements give true and fair view of the Group's operations and finances; and
- (b) regarding the effectiveness of the Group's risk management and internal control systems.

Based on the internal controls established and maintained by the Group, work performed by the Internal Auditor, and the statutory audit conducted by the External Auditor, and reviews performed by Management, Risk Management Committee and various Board committees, the Board, with the concurrence of the AC, is of the opinion that the system of internal controls, including financial, operational, compliance and information technology controls and risk management, were adequate and effective as at 30 April 2017 to meet the needs of the Group's existing business objectives, having addressed the risks which the Group considers relevant and material to its operations. While acknowledging their responsibility for the system of internal controls, the Directors are aware that such a system is designed to manage, rather than eliminate risks, and therefore cannot provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors or mis-statements, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

Quarterly and full year results are reviewed by the AC prior to their submission to the Board as are interested person transactions that fall within the scope of Chapter 9 of the Listing Manual of the SGX-ST.

The AC has a "whistle blowing" or Corporate Ethics Compliance policy in place. The policy provides a channel for staff to confidentially report violations of the Group's Code of Ethics, business conduct, and improprieties in financial accounting, trade practices, conflict of interest, employee discrimination, health and safety. Reports can be made on an anonymous basis directly to the AC. Appropriate investigation will be carried out and the informant (if not anonymous) will be informed of the results.

# Corporate Governance (Cont'd)

## Risk management policies

The Group has set up objectives to manage the risks that arise from the normal course of its operations. The significant risks are summarised below:

### (i) General business risk

The Group's major business is distribution of tyres and wheels. The Group is reliant on a few key suppliers for the supply of certain major brand of tyres. Some of these suppliers have granted exclusive distribution rights. Although the Group has a strong relationship with the principals (some exceeding 30 years), there is no assurance that the principals will continue to appoint the Group as their exclusive distribution agent in the future. Should any of the major principals decide to discontinue the distribution rights in the future, the Group could lose some of its market share and this could then have an adverse financial impact on the Group. To mitigate this risk, the Group has been focusing on developing its own range of proprietary 'in-house' brands like Sumo Firenza, Sumo Tire and SSW to become less reliant on its principals.

As in any other business environment, the Group's assets are exposed to various risks arising from normal operations and natural disasters. In particular, the Group's inventory is highly flammable and susceptible to the risk of fire. It is the Group's practice to annually assess these risks and/or exposure to ensure that the Group is protected from potential monetary loss. In addition to other preventive measures, the Group ensures that adequate insurance coverage is maintained at all times to mitigate such risks except where the cost of insuring the asset is considered prohibitive in relation to the risks identified.

### (ii) Product liability claims

The Group is exposed to claims from its customers from products sold by the Group which contain defects or found to be unfit for their intended use. The Group may be required to make financial compensation to its customers in such circumstances. The Group's principals are well established in the market place and their products are usually tested for safety before being marketed. The Group continues to spend considerable effort in ensuring the quality of its products and services. The Group provides its employees with relevant training, on a regular basis, to uphold the quality of services provided to its customers. The Group has no history of any significant claim made by its customers.

### (iii) Credit and inventory risk

The Group faces normal business risks associated with collection of trade receivables and inventory obsolescence. The Group's exposure to credit risks arises mainly from sales made to distributors and retailers in various geographical locations. The Group has tight credit control policies and procedures to evaluate the credit worthiness of customers before credit is granted and to prevent significant concentration of credit risk. The Group also has adequate policies and procedures to minimise the risk of inventory obsolescence. The risk of inventory obsolescence may arise from changes in consumer preference and technology. It is the Group's policy to maintain optimum inventory level at all times. Inventory level is monitored regularly and slow moving inventories are quickly identified for early disposal. The Group has also put in place a 'supply chain management' system to procure inventories in an effective manner to prevent excess inventories on hand.

The financial risk management objectives and policies are discussed in Note 35 to the financial statements.



# Corporate Governance (Cont'd)

## Communication with Shareholders

### Principle 14 : Shareholders' Rights

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*Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.*  
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### Principle 15 : Communication with Shareholders

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*Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.*  
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### Principle 16 : Conduct of Shareholders' Meetings

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*Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.*  
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The Company does not practise selective disclosure. Shareholders are kept informed of the developments in the Group's businesses and operations through announcements via SGXnet as well as through the annual report. Announcements are made as soon as possible to ensure timely dissemination of the information to shareholders and the public. Results and the annual reports are announced or issued within the mandatory periods. To further enhance its communication with investors, the Company's website [www.stamfordtyres.com](http://www.stamfordtyres.com) allows the public to access information on the Group directly.

Shareholders are encouraged to attend the Company's general meetings to ensure a greater level of shareholder participation and for them to be kept up to date on the strategies and goals of the Group. All shareholders of the Company receive a copy of the Annual Report, Notice of AGM and circulars and notices pertaining to any Extraordinary General Meetings of the Company.

To facilitate participation by shareholders, the Company's Constitution allows shareholders to attend and vote at general meetings of the Company by proxies. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the general meetings while a member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the general meetings through proxy forms deposited 48 hours before the meeting. Notices of general meetings are also advertised in newspapers and available on the SGX-ST's website.

Every matter requiring shareholders' approval is proposed as a separate resolution. Each item of special business included in the notice of meeting is accompanied, where appropriate, by an explanation for the proposed resolution. As authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, facsimile or email. Participation of shareholders is encouraged at the AGM through the open question and answer session. The Directors, Management and External Auditor are available to address any queries or concerns on matters relating to the Group and its operations.

# Corporate Governance (Cont'd)

For greater transparency, the Company implemented poll voting since 2012. This entails shareholders being invited to vote on each resolution by poll thereby allowing all shareholders present or represented at the meeting to vote on a one share, one vote basis. The detailed voting results of all votes cast for, or against, each resolution tabled, are announced at the meeting and via SGX-ST's website.

## Dividend Policy

While the Company has not formally instituted a dividend policy, it has a good track record of paying annual dividends to shareholders. In proposing any dividend payout and/or determining the form, frequency and/or the amount of such dividend payout, the Board will take into account, *inter alia*, the Group's financial position, retained earnings, results of operation and cash flow, the Group's expected working capital requirements, the Group's expected capital expenditure and future expansion and investment plans and other funding requirements, general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group.

The Board endeavours to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend payout.

## Internal Code on Dealings With Securities

The Group has adopted an internal code which prohibits the Company, directors and employees of the Group from dealings in securities of the Company while in possession of price-sensitive information, and during the period commencing two weeks and one month before the announcement of the quarterly and full year results respectively, and ending on the date of announcement. In addition, directors and employees are expected to observe insider trading laws at all times even when dealing in securities within the permitted period.

It also discourages dealings on short-term considerations. Directors and employees are required to report securities dealings to the Company Secretary who will assist to make the necessary announcements.

# Corporate Governance (Cont'd)

## Interested Person Transactions

The Group has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC and that the transactions are conducted at arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its shareholders. All interested person transactions are subject to review by the AC to ensure compliance.

During the year, the following interested person transactions were entered with a company in which the two executive directors are also directors/shareholders and have substantial financial interest:-

<b>Name of interested person</b>	<b>Aggregate value of all interested person transactions conducted during the financial year (excluding transactions below \$100,000 and transactions conducted under the shareholders' mandate pursuant to Rule 920)</b>	<b>Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)</b>
Wah Holdings Pte Ltd <sup>(1)</sup>	182,400	Nil

<sup>(1)</sup> Mr Wee Kok Wah, Mrs Dawn Wee Wai Ying and Dr Wee Li Ann are directors/shareholders of Wah Holdings Pte Ltd.

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

# Directors' Statement

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Stamford Tyres Corporation Limited (the "Company") and its subsidiary companies (collectively, the "Group"), and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 April 2017.

## Opinion of the directors

In the opinion of the directors,

- (i) the accompanying balance sheets, consolidated income statement, consolidated statement of comprehensive income, statements of changes in equity, and consolidated statement of cash flow together with notes thereto 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 30 April 2017 and of the financial performance of the business, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## Directors

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

Sam Chong Keen	(Chairman)
Wee Kok Wah	(President)
Mrs Dawn Wee Wai Ying	(Executive Director)
Tay Puan Siong	
Goh Chee Wee	
Dr Wee Li Ann	
Leslie Mah Kim Loong	
Kazumichi Mandai	

## Directors' interests in shares and debentures

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

Name of director	Direct interest		Deemed interest	
	At 1.5.2016	At 30.4.2017	At 1.5.2016	At 30.4.2017
<b>Ordinary shares of the Company</b>				
Wee Kok Wah	41,954,554	41,954,554	49,551,319	49,551,319
Mrs Dawn Wee Wai Ying	13,637,567	13,637,567	77,868,306	77,868,306
Dr Wee Li Ann	10,000	10,000	10,000	10,000
Leslie Mah Kim Loong	–	–	1,150,000	1,150,000
Tay Puan Siong	2,500	2,500	2,500	2,500

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 May 2017.

# Directors' Statement (Cont'd)

## Directors' interests in shares and debentures (cont'd)

By virtue of Section 7 of the Act, Mr Wee Kok Wah and Mrs Dawn Wee Wai Ying are deemed to have an interest in the ordinary shares of all the subsidiary companies at the beginning and at the end of the financial year.

No other director who held office at the end of the financial year had interests in shares or debentures of the Company's subsidiary companies.

## Options

No options were issued by the Company or any of its subsidiaries during the financial year. As at 30 April 2017 and 30 April 2016, there were no options in the unissued shares of the Company or any of its subsidiaries which were outstanding.

## Arrangements to enable directors to acquire shares and debentures

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

## Audit Committee

The Audit Committee comprises non-executive and independent directors, Mr Tay Puan Siong (who chairs the Audit Committee), Mr Sam Chong Keen and Mr Leslie Mah Kim Loong and, non-executive and non-independent director, Dr Wee Li Ann.

The Committee meets at least 4 times a year and performs its functions in accordance with the Act.

The Committee reviews the overall scope of both internal and external audits and the assistance given by the Company's officers to the auditor. It meets with the Company's internal and external auditors to discuss the results of their respective examinations and their evaluation of the Group's system of internal accounting and financial controls. The Committee also reviews the annual financial statements of the Company and of the Group and the auditor's report thereon before submission to the Board, as well as interested person transactions. All major findings and recommendations are brought to the attention of the Board of Directors.

# Directors' Statement (Cont'd)

## **Auditor**

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

On behalf of the Board of Directors,

Wee Kok Wah  
Director

Mrs Dawn Wee Wai Ying  
Director

28 July 2017

# Independent Auditor's Report

For the year ended 30 April 2017

To the members of Stamford Tyres Corporation Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Stamford Tyres Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 30 April 2017, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Financial Reporting Standards in Singapore (FRSs) 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 30 April 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

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

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

# Independent Auditor's Report (Cont'd)

For the year ended 30 April 2017

To the members of Stamford Tyres Corporation Limited

## ***Impairment assessment of investments in subsidiaries, joint ventures and associate***

The holding company of the Group has significant investments in subsidiaries, joint ventures and an associate. The carrying amounts of these investments can be found in Note 13, 14 and 15 to the financial statements respectively.

The financial performance of subsidiaries, joint ventures and associate are dependent on the economic and local market environment in which they operate in. Management monitors the performance of these entities and an assessment for impairment is carried out when there are signs of impairment. The impairment assessments involve the preparation of discounted cash flow forecasts to determine the recoverable amounts of these investments. Management exercised significant judgement in making assumptions and estimates for the preparation of the discounted cash flow forecasts. Accordingly, impairment assessment is a key audit matter. The Group's accounting policies on impairment of these investments are disclosed in Note 2.9 and 2.10 to the financial statements. The critical accounting estimates and judgements made in arriving at the assumptions used in the preparation of the discounted cash flow forecasts by management are stated in Note 3(a)(iii) to the financial statements.

We evaluated management's future cash flow forecasts and the process by which they were determined and approved. We tested the robustness of management's forecast by comparing previous forecasts to actual results. In addition, we also validated key inputs used in the discounted cash flow forecasts, such as discount rates and growth rates, to historical data and external market data to assess the reasonableness of management's forecast. We assessed management's sensitivity analysis based on changes to the key assumptions. We also checked the mathematical accuracy of the underlying calculations.

Finally, we assessed the adequacy of the disclosures on the impairment of investments in subsidiaries, joint ventures and associate in Notes 13, 14 and 15 to the financial statements, respectively.

## ***Allowance for inventory obsolescence***

The Group's total gross inventories and the related allowance for obsolescence amounted to \$88,523,000 and \$10,654,000, respectively, as at 30 April 2017.

The Group's allowance for inventory obsolescence is subject to changes in the economic and market conditions, and the corresponding effects on consumer's spending may result in excess, slow-moving or obsolete inventories that command selling prices below costs. Significant management judgement is required for the estimation of the net realisable value ("NRV") and allowance for inventories' obsolescence. The estimation is made after taking into consideration movement in rubber prices, current and expected consumer demand and pricing competition. As such, we determined that this is a key audit matter. The Group's principal accounting policy on inventory and the critical accounting estimates and judgements thereon are disclosed in Note 2.14 and Note 3(a)(ii) to the financial statements respectively.

As part of our audit, we evaluated the appropriateness of assumptions and estimates made by management in determining the allowance for inventory obsolescence, including economic and market conditions, expected consumer demand, and estimation of net realisable value for inventory available for sale. We analysed the aging profile of inventory disaggregated by type, which are then corroborated with management's identification and assessment of allowance for inventory obsolescence. We assessed the determination of net realisable value for selected inventory samples by comparing them to the unit selling price subsequent to the year end. We subsequently evaluated the adequacy of management's write-downs of inventory to lower of cost and NRV. For inventory with negative gross margins, we assessed if the allowance for these inventories are adequate. Lastly, we assessed the adequacy of the disclosures related to inventory in Note 16 to the financial statements.



# Independent Auditor's Report (Cont'd)

For the year ended 30 April 2017

To the members of Stamford Tyres Corporation Limited

## **Allowance for doubtful debts**

The Group's total gross trade receivables and its related allowance for doubtful debts amounted to \$76,201,000 and \$8,734,000, respectively, as at 30 April 2017.

The collectability of trade receivables is a key element of the Group's working capital management, and is managed on an ongoing basis by management. Where collections of outstanding trade receivables are in doubt, management assesses the recoverability of such amounts and determines the allowance for doubtful debts. Economic conditions may affect the financial performance and liquidity position of customers which correspondingly affects the recoverability of trade receivables. Hence, the assessment of allowance of doubtful debts requires significant judgement. As such, we determined that this is a key audit matter. The Group's accounting policy on provision for doubtful debts is disclosed in Note 2.12 to the financial statements and the critical accounting estimates and judgements are stated in Note 3(a)(iv) to the financial statements.

We evaluated the processes and controls relating to the monitoring of and the impairment policies for uncollectible trade receivables. We have also evaluated management's assessment of the recoverability of trade receivables by reviewing management's analyses of ageing of receivables, evidence disputes over amounts, and their historical payment patterns to identify collection risks.

Finally, we assessed the adequacy of the Group's disclosures on the trade receivables and the related risks such as credit risk and liquidity risk in Notes 17 and 35 to 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.

## **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 FRSs, 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.

# Independent Auditor's Report (Cont'd)

For the year ended 30 April 2017

To the members of Stamford Tyres Corporation Limited

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

# Independent Auditor's Report (Cont'd)

For the year ended 30 April 2017

To the members of Stamford Tyres Corporation Limited

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

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.

## Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Vincent Toong.

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Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
28 July 2017

# Consolidated Income Statement

For the year ended 30 April 2017

(In Singapore Dollar)

	Note	2017 \$'000	2016 \$'000
Revenue	4	235,803	239,878
Other revenue	5	2,864	2,333
<b>Total revenue</b>		238,667	242,211
<b>Less: Costs and expenditure</b>			
Cost of goods sold	6	173,974	180,747
Salaries and employees benefits	7	23,673	23,307
Marketing and distribution		7,114	7,739
Utilities, repairs and maintenance		6,040	5,723
Finance costs	8	4,461	5,449
Depreciation of property, plant and equipment		4,946	5,116
Operating lease rentals		4,753	4,494
Other operating expenses		5,390	6,418
<b>Total expenditure</b>		(230,351)	(238,993)
Share of results of joint ventures	14	2,614	1,767
<b>Profit before taxation</b>	9	10,930	4,985
Taxation	10	(2,818)	(2,398)
<b>Profit for the financial year</b>		8,112	2,587
<b>Attributable to:</b>			
Equity holders of the Company		8,112	2,587
<b>Earnings per share:</b>			
- basic and diluted (cents)	11	3.44	1.10

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

# Consolidated Statement of Comprehensive Income

For the year ended 30 April 2017

(In Singapore Dollar)

	Note	2017 \$'000	2016 \$'000
<b>Net profit for the financial year</b>		8,112	2,587
<b>Other comprehensive income:</b>			
<u>Item that may be reclassified subsequently to profit or loss</u>			
Foreign currency translation adjustments arising on consolidation		632	(3,760)
<b>Other comprehensive income for the year, net of tax</b>		632	(3,760)
<b>Total comprehensive income for the year</b>		8,744	(1,173)
<b>Total comprehensive income attributable to:</b>			
Equity holders of the Company		8,744	(1,173)

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

# Balance Sheets

As at 30 April 2017

(In Singapore Dollar)

	Note	Group		Company	
		2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Non-current assets</b>					
Property, plant and equipment	12	70,679	70,625	–	–
Subsidiary companies	13	–	–	40,764	40,789
Amounts due from subsidiary companies	13	–	–	14,311	14,259
Joint venture companies	14	16,862	14,299	6,567	6,567
Associated company	15	233	233	–	–
Deferred tax assets	28	3,109	2,468	–	–
		90,883	87,625	61,642	61,615
<b>Current assets</b>					
Inventories	16	77,869	85,020	–	–
Trade receivables	17	67,467	67,618	–	–
Derivatives	18	70	66	54	–
Other receivables	19	4,665	4,232	96	94
Prepayments and advances	19	3,890	2,975	21	21
Cash and cash equivalents	20	21,693	17,425	1,225	373
		175,654	177,336	1,396	488
<b>Less: Current liabilities</b>					
Trade payables	21	20,465	17,184	–	–
Trust receipts (secured)	22	50,808	49,686	–	–
Derivatives	18	20	96	–	39
Other payables	23	18,711	16,396	605	711
Loans (secured)	24	17,980	10,570	–	–
Hire-purchase liabilities	25	807	878	–	–
Provisions	26	689	639	–	–
Provision for taxation		2,742	1,871	12	22
		112,222	97,320	617	772
<b>Net current assets/(liabilities)</b>		63,432	80,016	779	(284)
<b>Non-current liabilities</b>					
Amounts due to subsidiary companies	13	–	–	14,219	11,341
Hire-purchase liabilities	25	882	1,323	–	–
Provisions	26	861	820	–	–
Long-term loans (secured)	27	27,375	47,066	–	–
Deferred tax liabilities	28	1,304	927	108	108
		30,422	50,136	14,327	11,449
		123,893	117,505	48,094	49,882
<b>Equity</b>					
Share capital	29	35,722	35,722	35,722	35,722
Reserves	30	88,171	81,783	12,372	14,160
		123,893	117,505	48,094	49,882

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

# Statements of Changes in Equity

For the year ended 30 April 2017

(In Singapore Dollar)

Group	Note	Equity attributable to owners of the Company, total					Capital reserve \$'000	Employee share option reserve \$'000	Foreign currency translation reserve \$'000	Discount on acquisition of non-controlling interest \$'000
		Equity, total \$'000	Company, total \$'000	Share capital \$'000	Revenue reserve \$'000	Other reserves, total \$'000				
Balance at 1 May 2015		121,034	121,034	35,722	98,501	(13,189)	424	254	(14,069)	202
Profit for the financial year		2,587	2,587	-	2,587	-	-	-	-	-
Other comprehensive income for the financial year		(3,760)	(3,760)	-	-	(3,760)	-	-	(3,760)	-
Total comprehensive income for the financial year		(1,173)	(1,173)	-	2,587	(3,760)	-	-	(3,760)	-
<i>Contributions by and distributions to owners</i>										
Forfeiture of employee share options		-	-	-	254	(254)	-	(254)	-	-
Dividend on ordinary shares	31	(2,356)	(2,356)	-	(2,356)	-	-	-	-	-
Total contributions by and distributions to owners		(2,356)	(2,356)	-	(2,102)	(254)	-	(254)	-	-
Balance at 30 April 2016 and 1 May 2016		117,505	117,505	35,722	98,986	(17,203)	424	-	(17,829)	202
Profit for the financial year		8,112	8,112	-	8,112	-	-	-	-	-
Other comprehensive income for the financial year		632	632	-	-	632	-	-	632	-
Total comprehensive income for the financial year		8,744	8,744	-	8,112	632	-	-	632	-
<i>Contributions by and distributions to owners</i>										
Dividend on ordinary shares	31	(2,356)	(2,356)	-	(2,356)	-	-	-	-	-
Total contributions by and distributions to owners		(2,356)	(2,356)	-	(2,356)	-	-	-	-	-
Balance at 30 April 2017		123,893	123,893	35,722	104,742	(16,571)	424	-	(17,197)	202

The details of the nature of the reserves are set out in Note 30.

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

# Statements of Changes in Equity (Cont'd)

For the year ended 30 April 2017

(In Singapore Dollar)

Company	Note	Equity attributable to owners of the Company,			Employee share option reserve	
		Equity, total \$'000	Company, total \$'000	Share capital \$'000	Revenue reserve \$'000	Employee share option reserve \$'000
Balance at 1 May 2015		55,852	55,852	35,722	19,876	254
Loss for the financial year		(3,614)	(3,614)	–	(3,614)	–
Total comprehensive income for the financial year		(3,614)	(3,614)	–	(3,614)	–
<i>Contributions by and distributions to owners</i>						
Forfeiture of employee share options		–	–	–	254	(254)
Dividend on ordinary shares	31	(2,356)	(2,356)	–	(2,356)	–
Total contributions by and distributions to owners		(2,356)	(2,356)	–	(2,102)	(254)
Balance at 30 April 2016 and 1 May 2016		49,882	49,882	35,722	14,160	–
Profit for the financial year		568	568	–	568	–
Total comprehensive income for the financial year		568	568	–	568	–
<i>Contributions by and distributions to owners</i>						
Dividend on ordinary shares	31	(2,356)	(2,356)	–	(2,356)	–
Total contributions by and distributions to owners		(2,356)	(2,356)	–	(2,356)	–
Balance at 30 April 2017		48,094	48,094	35,722	12,372	–

The details of the nature of the reserves are set out in Note 30.

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



# Consolidated Statement of Cash Flow

For the year ended 30 April 2017

(In Singapore Dollar)

	Note	2017 \$'000	2016 \$'000
<b>Cash flows from operating activities:</b>			
Profit before taxation		10,930	4,985
Adjustments for:			
Depreciation of property, plant and equipment		7,427	7,877
Gain on disposal of property, plant and equipment		(218)	(28)
Fair value (gain)/loss on derivatives		(80)	205
Bad debts recovered		(8)	(32)
Foreign currency translation adjustment		449	(1,436)
Interest income		(77)	(162)
Provision for product warranties		305	488
Write-back of impairment loss on property, plant and equipment		(8)	(8)
Interest expenses		4,461	5,449
Share of results of joint ventures		(2,614)	(1,767)
		<u>20,567</u>	<u>15,571</u>
<b>Operating cash flows before changes in working capital</b>			
Decrease in inventories		7,151	18,727
(Increase)/decrease in receivables		(1,189)	11,591
Increase/(decrease) in payables		5,326	(2,301)
		<u>31,855</u>	<u>43,588</u>
<b>Cash flows from operations</b>			
Interest received		77	162
Interest paid		(4,461)	(5,449)
Income tax paid		(2,211)	(1,894)
		<u>25,260</u>	<u>36,407</u>
<b>Net cash flows generated from operating activities</b>			
<b>Cash flows from investing activities:</b>			
Proceeds from disposal of property, plant and equipment		269	99
Dividend received from joint ventures company		-	2,864
Purchase of property, plant and equipment		(7,248)	(13,023)
		<u>(6,979)</u>	<u>(10,060)</u>
<b>Net cash flows used in investing activities</b>			
<b>Cash flows from financing activities:</b>			
Proceeds from long-term loans		1,058	19,528
Proceeds from/(repayment of) trust receipts		1,122	(20,955)
Repayment of revolving loans		(2,559)	(11,584)
Repayment of hire purchase creditors		(889)	(1,310)
Dividend paid to shareholders		(2,356)	(2,356)
Repayment of long-term loans		(10,780)	(7,212)
		<u>(14,404)</u>	<u>(23,889)</u>
<b>Net cash flows used in financing activities</b>			
Net increase in cash and cash equivalents		3,877	2,458
Cash and cash equivalents at beginning of financial year		17,425	15,850
Effects of exchange rate changes on cash and cash equivalents at beginning of financial year		391	(883)
		<u>21,693</u>	<u>17,425</u>
<b>Cash and cash equivalents at end of financial year</b>	20	<u><u>21,693</u></u>	<u><u>17,425</u></u>

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

# Notes to the Financial Statements

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 1. Corporation information

Stamford Tyres Corporation Limited is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

Its registered office and principal place of business is at 19 Lok Yang Way, Singapore 628635.

The principal activity of the Company is that of an investment holding company and the principal activities of the subsidiary companies consist of the wholesale and retail of tyres and wheels, design and contract manufacturing of tyres for proprietary brands, tyre retreading, equipment trading, servicing of motor vehicles, and manufacturing and sale of aluminium alloy wheels.

## 2. Summary of significant accounting policies

### 2.1 *Basis of preparation*

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

The financial statements have been prepared on a historical cost basis except for certain financial instruments and financial assets that have been measured at their fair values.

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

The Accounting Standards Council announced on 29 May 2014 that Singapore incorporated companies listed in the Singapore Exchange will apply a new financial reporting framework identical to the International Financial Reporting Standards. The Group will adopt the new financial reporting framework with effect from 1 May 2018.

### 2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 May 2016. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to FRS 7 <i>Disclosure Initiative</i>	1 January 2017
Amendments to FRS 12 <i>Recognition of Deferred Tax Assets for Unrealised Losses</i>	1 January 2017
Amendments to FRS 112 <i>Classifications of the Scope of the Standard</i>	1 January 2017
Improvements to FRSs (December 2016)	
(a) Amendments to FRS 28 <i>Measuring an Associate or Joint Venture at fair value</i>	1 January 2018
(b) Amendments to FRS 40 <i>Transfers of Investment Property</i>	1 January 2018
(c) Amendments to FRS 102 <i>Classification and Measurement of Share-based Payment Transactions</i>	1 January 2018
(d) Amendments to FRS 104 <i>Applying FRS 109 Financial Instruments with FRS 104 Insurance Contracts</i>	1 January 2018
FRS 109 <i>Financial Instruments</i>	1 January 2018
FRS 115 <i>Revenue from Contracts with Customers</i>	1 January 2018
INT FRS 122 <i>Foreign Currency Transactions and Advance Consideration</i>	1 January 2018
FRS 116 <i>Leases</i>	1 January 2019
Amendments to FRS 110 & FRS 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined

Except for FRS 115, FRS 109 and FRS 116, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 115, FRS 109 and FRS 116 are described below.

#### FRS 115 Revenue from Contracts with Customers

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under FRS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 January 2018. Early adoption is permitted.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.3 Standards issued but not yet effective (cont'd)

#### FRS 115 Revenue from Contracts with Customers (cont'd)

During the year, the Group performed a preliminary assessment of FRS 115 which is subject to changes arising from a more detailed ongoing analysis. The Group expects the following impact upon adoption of FRS 115:

(a) Variable consideration

Some contracts with customers provide a right of return, trade discounts or volume rebates. Currently, the Group recognises revenue from the sale of goods measured at the fair value of the consideration received or receivable, net of returns and allowance, trade discounts and volume rebates. If revenue cannot be reliably measured, the Group defers revenue recognition until the uncertainty is resolved. Such provisions give rise to variable consideration under FRS 115, and will be required to be estimated at contract inception. FRS 115 requires the estimated variable consideration to be constrained to prevent over-recognition of revenue. The Group continues to assess individual contracts to determine the estimated variable consideration and related constraint. The Group expects that application of the constraint may result in more revenue being deferred than is under current FRS.

#### **Transition**

The following practical expedients are available when applying FRS 115 retrospectively.

- For completed contracts, an entity need not restate contracts that begin and end with the same annual reporting period or are completed contracts at the beginning of the earliest period presented.
- For completed contracts that have variable consideration, an entity may use the transaction price at the date the contract was completed rather than estimating the variable consideration amounts in the comparative reporting periods; and
- For contracts that were modified before the beginning of the earliest period presented, an entity need not retrospectively restate the contract for those contract modifications. Instead, an entity shall reflect the aggregate effect of all of the modifications that occur before the beginning of the earliest period presented when:
  - identifying the satisfied and unsatisfied performance obligations;
  - determining the transaction price; and
  - allocating the transaction price to the satisfied and unsatisfied performance obligations.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.3 Standards issued but not yet effective (cont'd)

#### FRS 115 Revenue from Contracts with Customers (cont'd)

- For all reporting periods presented before the date of initial application, an entity need not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the entity expects to recognise that amount as revenue.

The Group plans to adopt the new standard on the required effective date using either the full or modified retrospective method and apply all the practical expedients available under FRS 115 as listed above.

#### FRS 109 Financial Instruments

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

#### **Impairment**

FRS 109 requires the Group to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses on all trade receivables. Upon application of the expected credit loss model, the Group expects a significant impact on its equity due to unsecured nature of its loans and receivables, but it will need to perform a more detailed analysis which considers all reasonable and supportable information, including forward-looking elements to determine the extent of impact.

#### **Transition**

The Group plans to adopt the new standard on the required effective date without restating prior periods' information and recognises any difference between the previous carrying amount and the carrying amount at the beginning of the annual reporting period at the date of initial application in the opening retained earnings.

#### FRS 116 Leases

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemption for lessees – leases of 'low value' assets and short-term leases. The new standard is effective for annual periods beginning on or after 1 January 2019.

The Group is currently assessing the impact of the new standard and plans to adopt the new standard on the required effective date. The Group expects the adoption of the new standard will result in increase in total assets and total liabilities, earnings before interest, taxes, depreciation and amortization (EBITDA) and gearing ratio.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.4 Basis of consolidation and business combinations

#### (a) Basis of consolidation

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

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

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

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

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

- De-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- De-recognises the carrying amount of any non-controlling interest;
- De-recognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- Re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

#### (b) Business combinations and goodwill

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

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.4 Basis of consolidation and business combinations (cont'd)

#### (b) Business combinations and goodwill (cont'd)

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

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

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

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

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

### 2.5 Transactions with non-controlling interest

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to owners of the Company.

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.6 Foreign currency

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

#### (a) Transactions and balances

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

Exchange differences arising on monetary items that for part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

#### (b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

### 2.7 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost and subsequently measured at cost less accumulated depreciation and accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.18.

The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably.



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.7 Property, plant and equipment (cont'd)

The initial cost of property, plant and equipment comprises its net purchase price after deducting for any trade discount and rebates, including import duties and non-refundable purchase taxes, any directly attributable costs of bringing the asset to its working condition and location for its intended use. The costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period of purposes other than to produce inventories during that period are capitalised. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to profit or loss in the period in which the costs are incurred.

In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditure is capitalised as an additional cost of property, plant and equipment.

Depreciation is calculated so as to write off the cost of the assets on a straight line basis over the estimated useful lives of the assets concerned. The principal rates used for this purpose are:

Leasehold land and buildings	–	over their lease period, ranging from 1.7% to 5.6% per annum
Leasehold improvements	–	5% to 10% per annum
Motor vehicles	–	20% per annum
Plant and equipment	–	10% to 20% per annum
Computer hardware and software	–	33 ⅓% per annum
Furniture and fittings	–	10% per annum

Freehold land has an unlimited useful life and is therefore not depreciated. No depreciation is provided for construction-in-progress until it is completed and available for use.

Depreciation expense is charged in profit or loss up to the month of disposal or write-off. Fully depreciated assets are retained in the financial statements until they are no longer in use.

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

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

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.8 Impairment of non-financial assets

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

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

### 2.9 Subsidiaries

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

In the Company's separate financial statements, investments in subsidiary companies are accounted for at cost less any impairment losses. Details of the subsidiary companies are set out in Note 40.

### 2.10 Joint ventures and associate

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, where the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control.

The Group account for its investments in associate and joint ventures using the equity method from the date on which it becomes an associate or joint venture.

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.10 Joint ventures and associate (cont'd)

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

When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate or joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate or joint venture. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate or joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount in profit or loss.

The most recent available audited financial statements of the associated companies or joint ventures are used by the Group in applying the equity method. Where the dates of the audited financial statements used are not co-terminous with those of the Group, the share of results is arrived at from the last audited financial statements available and unaudited management financial statements to the end of the accounting period. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Upon loss of significant influence over the associate or joint venture, the Group measures and recognises the retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence and the fair value of the aggregate of the retained investment and proceeds from disposal is recognised in profit or loss.

If the Group's ownership interest in an associate or joint venture is reduced, but the Group continues to apply the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

In the Company's separate financial statements, investments in associated companies or joint ventures are accounted for at cost less impairment losses. Details of the associated company and joint ventures are set out in Note 40.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.11 Financial instruments

#### (a) Financial assets

##### *Initial recognition and measurement*

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

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

##### *Subsequent measurement*

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

#### (i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Group. Derivatives, including separated embedded derivatives are also classified as held for trading.

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

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

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.11 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### *Subsequent measurement (cont'd)*

#### (ii) Loans and receivables

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

The Group classifies the following financial assets as loans and receivables:

- cash and cash equivalents;
- trade and other receivables, amounts due from subsidiary companies.

##### *De-recognition*

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

##### *Regular way purchases and sales*

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

#### (b) *Financial liabilities*

##### *Initial recognition and measurement*

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

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.11 Financial instruments (cont'd)

#### (b) Financial liabilities (cont'd)

##### *Subsequent measurement*

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

#### (i) Financial liabilities at fair value through profit or loss

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

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

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

#### (ii) Financial liabilities at amortised cost

After initial recognition, other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

##### *De-recognition*

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.12 Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired.

(a) *Financial assets carried at amortised cost*

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

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

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

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

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

(b) *Financial assets carried at cost*

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.13 Cash and cash equivalents

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

### 2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average cost method and includes all costs in bringing the inventories to their present location and condition. In the case of manufactured and retread products, and work-in-progress, cost includes all direct expenditure and production overheads based on normal operating capacity. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the costs of realisation and, where appropriate, the cost of conversion from the existing state to a finished condition.

An allowance is made where necessary for obsolete, slow moving and defective inventories.

### 2.15 Provisions

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

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

### 2.16 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Grants in respect of specific expenses are taken to profit or loss in the same year as the relevant expenses.

### 2.17 Financial guarantees

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

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are recognised as income in profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to profit or loss.



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.18 Borrowing costs

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

### 2.19 Employee benefits

#### (a) *Defined contribution plans*

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

#### (b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of each reporting period.

#### (c) *Executives' Share Option Scheme*

The Company had in place the STC Share Option Scheme 2001 (the "Scheme") for the granting of share options to eligible employees of the Group to subscribe for ordinary shares in the Company, whereby employees render services as consideration for share options ("equity-settled transactions").

The cost of equity-settled transactions with employees was measured by reference to the fair value at the date on which the share options are granted. In valuing the share options, no account was taken of any performance conditions, other than conditions linked to the price of the shares of the Company ('market conditions'), if applicable.

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.19 Employee benefits (cont'd)

#### (c) Executives' Share Option Scheme (cont'd)

No expense was recognised for options that do not ultimately vest, except for option where vesting was conditional upon a market condition, which were treated as vested irrespective of whether or not the market condition was satisfied, provided that all other performance and/or service conditions were satisfied.

Where the terms of an equity-settled transaction award were modified, the minimum expense recognised was the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense was recognised for any modification that increased the total fair value of the share-based payment transaction, or was otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled transaction award was cancelled, it was treated as if it had vested on the date of cancellation, and any expense that otherwise would have been recognised for services received over the remaining vesting period was recognised immediately. However, if a new award was substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards were treated as if they were a modification of the original award, as described in the previous paragraph.

### 2.20 Hire-purchases

Hire-purchases, which effectively transfer to the Group substantially all the risks and benefits incidental to ownership of the hire-purchase item, are capitalised at the present value of the minimum hire-purchase payments at the inception of the hire-purchase term. Any initial direct costs are also added to the amount capitalised. Hire-purchase payments are apportioned between the finance charges and reduction of the hire-purchase liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss. Depreciation on the relevant assets is charged to profit or loss on the basis outlined in Note 2.7.

### 2.21 Operating leases

*As lessee*

Leases where substantially all the risks and benefits of ownership of the lease effectively remain with the lessor are classified as operating leases.

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.21 Operating leases (cont'd)

*As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.22(g). Contingent rents are recognised as revenue in the period in which they are earned.

### 2.22 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding goods and services tax, and sales return.

#### (a) *Sale of goods*

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

#### (b) *Rendering of services*

Revenue from the rendering of services is recognised when the services have been performed.

#### (c) *Volume rebates*

Volume rebates from suppliers for purchases made during the financial year is deducted from the cost of inventory if the goods remain unsold at the end of the reporting period or credited against cost of goods sold in profit or loss if the goods have been sold at the end of the reporting period.

#### (d) *Advertising and promotional rebates*

Advertising and promotional rebates from suppliers are recognised as follows:

- those that are determined based on the amount of purchases made during the financial year are credited against marketing and promotion expenses in profit or loss; and
- those that are reimbursed at the discretion of the suppliers are credited against marketing and promotion expenses in profit or loss when these are received.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.22 Revenue recognition (cont'd)

(e) *Dividend income*

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

(f) *Interest income*

Interest income is recognised using the effective interest method.

(g) *Rental income*

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

### 2.23 Taxes

(a) *Current income tax*

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

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

(b) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of each reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.23 Taxes (cont'd)

#### (b) *Deferred tax (cont'd)*

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

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

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

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

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

#### (c) *Sales tax*

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

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

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.24 *Derivative financial instruments*

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to manage its risks associated with foreign currency and interest rate fluctuations.

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

For purpose of hedge accounting, hedges are classified as cash flow hedges when hedging the exposure to variability in cash flows that is attributable to a particular risk associated with a highly probable forecast transaction.

The Group documents at the inception of the transaction the relationship between the hedging instruments and hedged items, as well as its risk management objective and strategies for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives designated as hedging instruments are highly effective in offsetting changes in cash flows of the hedged items.

#### (a) *Cash flow hedge*

The fair value changes on the effective portion of derivatives that are designated and qualify as cash flow hedges are recognised in the fair value reserve within equity and transferred to profit or loss in the periods when the hedged items affect profit or loss. The fair value changes relating to the ineffective portion are recognised immediately in profit or loss.

#### (b) *Derivatives that do not qualify for hedge accounting*

Fair value changes on these derivatives are recognised in profit or loss when the changes arise.

The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of interest rate swap contracts is determined by reference to market values for similar instruments.

### 2.25 *Segment reporting*

For management purposes, the Group is organised into operating segments based on their regions which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 39, including the factors used to identify the reportable segments and the measurement basis of segment information.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### 2.26 Share capital and share issuance expenses

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

### 2.27 Dividends

Interim dividends are recorded in the financial year in which they are declared payable. Final dividends are recorded in the financial year in which the dividends are approved by the shareholders.

### 2.28 Contingencies

A contingent liability is:

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

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

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

## 3. Significant accounting estimates and judgements

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 3. Significant accounting estimates and judgements (cont'd)

### (a) *Key sources of estimation uncertainty*

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

#### (i) Useful lives of leasehold improvement, motor vehicle and plant and equipment

The cost of plant and equipment is depreciated on a straight-line basis over their respective estimated economic useful lives. Management estimates the useful lives of these leasehold improvement, motor vehicle plant and equipment to be within 3 to 20 years. The carrying amount of the Group's total major vehicle and plant and equipment as at 30 April 2017 was \$20,115,000 (2016: \$19,439,000). Changes in the expected level of usage, technological developments as well as consumer preferences could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised and could have an impact on the profit in future years.

#### (ii) Allowance for inventories' obsolescence

Allowance for inventories' obsolescence is estimated based on the best available facts and circumstances at the end of each reporting period, including but not limited to, the inventories' own physical conditions, their expected market selling prices, estimated costs of completion and estimated costs to be incurred for their sales. The allowance is re-evaluated and adjusted as additional information received affects the amount estimated. The carrying amount of the inventories as at 30 April 2017 is \$77,869,000 (2016: \$85,020,000).

#### (iii) Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 3. Significant accounting estimates and judgements (cont'd)

### (a) Key sources of estimation uncertainty (cont'd)

#### (iv) Allowance for doubtful debts

The Group evaluates specific accounts where it has information that certain customers are unable to meet their financial obligations. In those cases, the Group uses judgement, based on the best available facts and circumstances at the end of each reporting period, including but not limited to, the length of its relationship with the customer and the customer's current credit status based on third party credit reports and known market factors, to record specific allowance against amount due from such customers to reduce its receivables to the amount the Group expects to collect. These specific allowances are re-evaluated and adjusted as additional information received affects the amounts of allowance for doubtful debts. The carrying amount of the Group's trade receivables after allowance for doubtful debts as at 30 April 2017 is \$67,467,000 (2016: \$67,618,000).

### (b) Critical judgements made in applying accounting policies

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

#### (i) Income taxes

Significant judgement is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's provision for taxation, deferred tax assets and deferred tax liabilities at 30 April 2017 were \$2,742,000 (2016: \$1,871,000), \$3,109,000 (2016: \$2,468,000) and \$1,304,000 (2016: \$927,000) respectively.

#### (ii) Impairment of financial assets

The Group follows the guidance FRS 39 in determining when a financial asset is other-than-temporarily impaired. This determination requires significant judgement. The Group evaluates, among other factors, the duration and extent to which the fair value of a financial asset is less than its cost, and the financial health of and near-term business outlook for the financial asset, including factors such as industry performance, changes in technology and operational and financing cash flow. Further details of the impairment of financial assets are given in Notes 17 and 19 to the financial statements.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 3. Significant accounting estimates and judgements (cont'd)

(b) *Critical judgements made in applying accounting policies (cont'd)*

(iii) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgment is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

## 4. Revenue

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Tyres and wheels:		
- Wholesale and distribution	189,616	191,998
- Retail and fleet	46,187	47,880
	<u>235,803</u>	<u>239,878</u>

## 5. Other revenue

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Interest income from bank deposits	77	162
Sundry income	2,694	2,016
Government grants in respect of Jobs Credit Scheme	93	155
	<u>2,864</u>	<u>2,333</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 6. Cost of goods sold

	Group	
	2017 \$'000	2016 \$'000
Inventories recognised as an expense in cost of goods sold	168,224	174,497

## 7. Salaries and employee benefits

	Group	
	2017 \$'000	2016 \$'000
Employee benefits expenses (including executive directors):		
Salaries, wages and bonuses	21,367	21,174
Contributions to defined contribution plans	1,170	1,226
Others	4,405	4,396
	26,942	26,796
Employee benefits are included in the following line items in profit or loss:		
- Cost of goods sold	3,269	3,489
- Salaries and employee benefits	23,673	23,307
	26,942	26,796

### **Employee share option scheme**

The Group had a STC Share Option Scheme 2001 (the "Scheme") which allowed the Company to grant share options to eligible employees to acquire shares in the Company.

The Scheme was open to full-time confirmed employees, executive and non-executive directors, but not controlling shareholders or their associates of the Company, and entitled the option holders to exercise their options and subscribe for new ordinary shares in the Company either at the market price or at a price set at a discount not exceeding 20% of the market price. Market price was equal to the average last dealt price of the share for 3 consecutive trading days immediately preceding the offer date. Options granted with the exercise price set at market price were exercisable after the third anniversary of the offer date. Executive options granted under the Scheme were exercisable for a period of 10 years whereas non-executive options were exercisable for a period of 5 years. The share options under the Scheme were exercisable after a vesting period of 3 years. All share options have expired on 16 August 2015.

The total number of shares in respect of which options may be offered on any offering date, when added to the number of shares issued or issuable in respect of option under the Scheme should not exceed 15% of the issued share capital of the Company on the day preceding that offering date.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 7. Salaries and employee benefits (cont'd)

### Employee share option scheme (cont'd)

Information with respect to the total number of outstanding options granted under the Scheme is as follows:

	Group			
	2017		2016	
	Number of options	Weighted average exercise price in the financial year (\$)	Number of options	Weighted average exercise price in the financial year (\$)
Outstanding at beginning of year	–	–	750,000	0.430
Forfeited during the year	–	–	(750,000)	0.430
Exercised during the year	–	–	–	0.430
Outstanding at end of year	–	–	–	0.430
Exercisable at end of year	–	–	–	0.430

No share option expense was recorded in 2016 and 2017 as the share options were granted and vested in prior years. When granted, the share option expense was computed based on the fair value of share options, as at the date of grant estimated by an external valuer using the binomial model, taking into account the terms and conditions upon which the options were granted. The fair value of options granted was \$0.31 per option. The inputs to the model used are shown below:

Date of option granted	23 June 2001
Dividend yield (%)	4.000
Expected volatility (%)	107.750
Historical volatility (%)	107.750
Risk free interest rate (%)	2.820
Expected life of option (years)	10.000
Weighted average share price (\$)	0.486

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

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 8. Finance costs

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Interest expense on:		
- Bank overdrafts, trust receipts and hire-purchase liabilities	2,632	2,963
- Bank loans	1,829	2,486
	4,461	5,449
	4,461	5,449

## 9. Profit before taxation

Profit before taxation is stated after charging/(crediting):

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Depreciation of property, plant and equipment (inclusive of charges included in cost of goods sold)	7,427	7,877
Foreign exchange loss	68	1,076
Allowance for/(write-back of) inventory obsolescence	491	(533)
Fair value (gain)/loss on derivatives	(80)	205
Gain on disposal of property, plant and equipment	(218)	(28)
Bad debts recovered	(8)	(32)
Allowance for doubtful trade receivables	1,812	1,903
Audit fees:		
- Auditors of the Company	496	437
- Other auditors	146	185
	146	185
	146	185

There are no non-audit fees paid to the auditors of the Company during the current and preceding financial years.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 10. Taxation

### Major components of income tax expense

The major components of income tax expense for the years ended 30 April 2017 and 2016 are:

	Note	Group	
		2017 \$'000	2016 \$'000
<b>Income statement</b>			
Current income taxation			
- Current year		2,646	2,094
- Under/(over)-provision of tax in respect of prior years		9	(10)
		2,655	2,084
Deferred income taxation	28		
- Origination and reversal of temporary differences		97	94
- (Over)/under-provision of tax in respect of prior years		(280)	143
		(183)	237
Withholding tax		346	77
Income tax expenses recognised in profit or loss		2,818	2,398

### Relationship between tax expense and accounting profit

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 30 April 2017 and 2016 are as follows:

	Group	
	2017	2016
Profit before taxation	10,930	4,985
Less: Share of results of joint ventures*	(2,614)	(1,767)
	8,316	3,218
Taxation at statutory tax rate of 17% (2016: 17%)	1,414	547
Adjustments:		
- Expenses not deductible for income tax purposes	648	714
- Effects of different tax rates in other countries	392	(2)
- Deferred tax assets not recognised in the current year	325	1,021
- Partial tax exemption and tax relief	(52)	(52)
- Withholding tax	346	77
- Others	16	(40)
- (Over)/under-provision of tax in respect of prior years	(271)	133
Taxation	2,818	2,398

\* These are presented net of tax in profit or loss.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 10. Taxation (cont'd)

As at 30 April 2017, the Group, primarily through its subsidiary companies, has unutilised tax losses of approximately \$25,210,000 (2016: \$25,076,000) which may, subject to the agreement with the relevant tax authorities, be carried forward and utilised to set-off against future taxable profits. Except for an amount of \$7,318,000 (2016: \$7,549,000) which would expire in between 2018 and 2025 (2016: between 2017 and 2024), there is no time limit imposed on the utilisation of the remaining tax losses. The potential tax benefit of approximately \$7,414,000 (2016: \$7,334,000) arising from the unutilised tax losses has not been recognised in the financial statements due to the uncertainty of its recoverability.

## 11. Earnings per share

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share ("EPS") for the years ended 30 April:

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
<b>Group earnings used for the calculation of EPS:</b>		
Profit net of tax attributable to equity holders of the Company used in the computation of basic earnings per share	8,112	2,587
	'000	'000
<b>Number of shares used for the calculation of basic and diluted EPS:</b>		
Weighted average number of ordinary shares in issue used for the calculation of basic EPS	235,586	235,586

Basic EPS is calculated on the Group's profit for the financial year attributable to equity holders of the Company divided by the weighted average number of ordinary shares in issue during the financial year.

Diluted EPS is calculated on the same basis as basic EPS as there are no dilutive potential ordinary shares as at 30 April 2017 and 30 April 2016.

All share options have expired on 16 August 2015 and that there is no potential ordinary shares outstanding as of 30 April 2017 and 30 April 2016.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 12. Property, plant and equipment

Group	Freehold land	Freehold building	Leasehold land and buildings	Leasehold improvements	Plant and equipment	Motor vehicles	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Cost:							
At 1 May 2015	4,614	566	51,088	9,584	79,144	6,371	151,367
Foreign currency translation adjustment	(124)	–	(367)	(167)	(2,361)	(277)	(3,296)
Additions	8,917	–	946	142	2,548	839	13,392
Disposals/write-off	–	–	–	(2)	(234)	(340)	(576)
Reclassifications	–	–	5	–	(5)	–	–
At 30 April 2016 and 1 May 2016	13,407	566	51,672	9,557	79,092	6,593	160,887
Foreign currency translation adjustment	(506)	–	(19)	140	2,192	87	1,894
Additions	–	–	1,908	256	4,272	1,230	7,666
Disposals/write-off	–	–	(10)	(1)	(629)	(871)	(1,511)
At 30 April 2017	12,901	566	53,551	9,952	84,927	7,039	168,936
Accumulated depreciation and impairment:							
At 1 May 2015	–	283	12,429	6,487	61,680	4,364	85,243
Foreign currency translation adjustment	–	–	(188)	(126)	(1,837)	(194)	(2,345)
Charge for the financial year	–	–	1,943	607	4,617	710	7,877
Write-back of impairment loss	–	–	(8)	–	–	–	(8)
Disposals/write-off	–	–	–	–	(200)	(305)	(505)
At 30 April 2016 and 1 May 2016	–	283	14,176	6,968	64,260	4,575	90,262
Foreign currency translation adjustment	–	–	75	110	1,798	53	2,036
Charge for the financial year	–	–	1,928	551	4,148	800	7,427
Write-back of impairment loss	–	–	(8)	–	–	–	(8)
Disposals/write-off	–	–	–	–	(604)	(856)	(1,460)
At 30 April 2017	–	283	16,171	7,629	69,602	4,572	98,257
Net book value:							
At 30 April 2017	12,901	283	37,380	2,323	15,325	2,467	70,679
At 30 April 2016	13,407	283	37,496	2,589	14,832	2,018	70,625

### Depreciation charge included in cost of goods sold

Depreciation charge amounting to \$2,481,000 (2016: \$2,761,000) was included in cost of goods sold during the financial year.

### Assets pledged as security

The Group's property, plant and equipment with a total net book value of \$49,034,000 as at 30 April 2017 (2016: \$54,696,000) are subject to legal mortgages and floating charges referred to in Notes 24 and 27.



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 12. Property, plant and equipment (cont'd)

### **Assets held under hire-purchase**

Additions to plant and equipment for the financial year includes \$377,000 (2016: \$231,000) acquired under hire-purchase agreements. The carrying amount of plant and equipment acquired under hire-purchase agreements amounted to \$2,780,000 as at 30 April 2017 (2016: \$3,337,000). These assets are pledged as security for the related hire-purchase liabilities referred to in Note 25.

## 13. Investment in subsidiaries

	Note	Company	
		2017	2016
		\$'000	\$'000
<b>Cost of investment</b>			
Unquoted equity shares, at cost	40	78,122	78,122
Less: Impairment loss		(37,358)	(37,333)
		<u>40,764</u>	<u>40,789</u>

Movement in impairment loss accounts:

At 1 May		37,333	31,682
Charge for the financial year		25	5,651
At 30 April		<u>37,358</u>	<u>37,333</u>

During the year, the Company carried out an impairment assessment on the recoverable amount of its investments in subsidiaries. An impairment loss of \$25,000 for the investment in a subsidiary was recognised in "Other operating expenses" line item of profit or loss for the financial year as its carrying amount exceeded the fair value based on the net asset value of the subsidiary. In the prior year, an impairment loss of \$5,651,000 was recognised as the carrying values of one of the subsidiaries exceeded its recoverable amount determined on its value-in-use and the other subsidiaries determined by their fair values based on net asset values. In determining the value-in-use, a pre-tax discount rate of 9.5% was applied.

### **Amounts due from/(to) subsidiary companies**

Loan to a subsidiary company (unsecured)		13,767	13,767
Amounts due from subsidiary companies (non-trade)		4,400	4,209
		<u>18,167</u>	<u>17,976</u>
Less: Allowance for doubtful non-trade receivables from subsidiary companies		(3,856)	(3,717)
Amounts due from subsidiary companies		<u>14,311</u>	<u>14,259</u>
Amounts due to subsidiary companies (non-trade)		<u>(14,219)</u>	<u>(11,341)</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 13. Investment in subsidiaries (cont'd)

Movement in allowance for doubtful non-trade receivables amounts due from subsidiary companies:

	Company	
	2017 \$'000	2016 \$'000
At 1 May	3,717	3,499
Allowance for the financial year	139	218
At 30 April	<u>3,856</u>	<u>3,717</u>

For the year ended 30 April 2017, an impairment loss of \$139,000 (2016: \$218,000) was recognised in profit or loss of the Company following a debt recovery assessment performed on amounts due from subsidiary companies as at 30 April 2017 and 30 April 2016, respectively.

The loan to a subsidiary company is unsecured, bears fixed interest at 2.89% (2016: 2.89%) per annum, with no repayment terms and is repayable only when the cash flows of the subsidiary company permits. The amount is not expected to be repaid in the next twelve months as the subsidiary company cannot repay this loan to the Company until the subsidiary company has repaid certain term loans it obtained from the banks (Note 27).

Details of the subsidiary companies are set out in Note 40.

## 14. Joint venture companies

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Tyre Pacific (HK) Limited	14,362	12,160	1,571	1,571
Falken Tyre India Private Limited	2,500	2,139	4,996	4,996
	<u>16,862</u>	<u>14,299</u>	<u>6,567</u>	<u>6,567</u>

Movement in investment in joint ventures during the year:

	Group	
	2017 \$'000	2016 \$'000
At 1 May	14,299	15,897
Share of total comprehensive income	2,614	1,767
Dividends received	–	(2,864)
Exchange and other adjustments	(51)	(501)
At 30 April	<u>16,862</u>	<u>14,299</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 14. Joint venture companies (cont'd)

### ***Analysis of total comprehensive income***

Profit or loss after tax from continuing operations

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Tyre Pacific (HK) Limited	2,426	1,733
Falken Tyre India Private Limited	188	34
Total comprehensive income	<u>2,614</u>	<u>1,767</u>

	<b>Tyre Pacific (HK) Limited</b>		<b>Falken Tyre India Private Limited</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	\$'000	\$'000	\$'000	\$'000
<b><i>Summarised balance sheet</i></b>				
Cash and cash equivalents	11,160	9,964	260	628
Other current assets	23,224	21,190	14,170	10,240
Total current assets	<u>34,384</u>	<u>31,154</u>	<u>14,430</u>	<u>10,868</u>
Non-current assets	7,694	7,998	868	1,290
Total assets	<u>42,078</u>	<u>39,152</u>	<u>15,298</u>	<u>12,158</u>
Current financial liabilities (excluding trade, other payables and provisions)	5,448	5,300	763	1,213
Other current liabilities	7,906	9,532	6,247	3,967
Total current liabilities	<u>13,354</u>	<u>14,832</u>	<u>7,010</u>	<u>5,180</u>
Non-current financial liabilities (excluding trade, other payables and provisions)	–	–	1,888	1,540
Other non-current liabilities	–	–	150	90
Total non-current liabilities	<u>–</u>	<u>–</u>	<u>2,038</u>	<u>1,630</u>
Total liabilities	<u>13,354</u>	<u>14,832</u>	<u>9,048</u>	<u>6,810</u>
Net assets	<u>28,724</u>	<u>24,320</u>	<u>6,250</u>	<u>5,348</u>

### ***Summarised statement of comprehensive income***

Revenue	41,178	45,784	34,890	27,118
Cost of goods sold	(30,736)	(36,098)	(23,455)	(17,858)
Depreciation and amortisation	(346)	(386)	(655)	(493)
Interest expense	(208)	(396)	(45)	(160)
Other expenditure	(4,032)	(4,388)	(10,265)	(8,523)
Profit before tax	5,856	4,516	470	84
Income tax expense	(1,004)	(1,050)	–	–
Total comprehensive income	<u>4,852</u>	<u>3,466</u>	<u>470</u>	<u>84</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 14. Joint venture companies (cont'd)

A reconciliation of the summarised financial information to the carrying amounts of Tyre Pacific (HK) Limited and Falken Tyre India Private Limited is as follows:

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
<b><i>Tyre Pacific (HK) Limited</i></b>		
Group share of 50% of net assets	14,362	12,160
<b><i>Falken Tyre India Private Limited</i></b>		
Group share of 40% of net assets	2,500	2,139

Details of the joint venture companies are set out in Note 40.

## 15. Associated company

	<b>Group</b>		<b>Company</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
	\$'000	\$'000	\$'000	\$'000
Unquoted equity shares, at cost	72	72	72	72
Share of post-acquisition reserves	341	341	-	-
Foreign currency translation adjustment	(180)	(180)	-	-
	233	233	72	72
Less: Impairment loss	-	-	(72)	(72)
	233	233	-	-

The summarised financial information of the associated company, not adjusted for the proportion of ownership interest held by the Group, is as follows:

	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
<b><i>Assets and liabilities:</i></b>		
Total assets	479	446
Total liabilities	(3)	(2)
Net assets	476	444

Details of the associated company are set out in Note 40.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 16. Inventories

	Group	
	2017	2016
	\$'000	\$'000
Inventories for sale	70,062	76,558
Raw materials	6,490	6,259
Work-in-progress - aluminium alloy wheels	1,317	2,203
Total inventories at lower of cost or net realisable value	<u>77,869</u>	<u>85,020</u>
Inventories for sale are stated after deducting allowance for obsolescence of	<u>10,654</u>	<u>10,291</u>

## 17. Trade receivables

	Group	
	2017	2016
	\$'000	\$'000
External parties	76,163	75,861
Amount due from joint venture company	38	-
Less: Allowance for doubtful trade receivables	<u>(8,734)</u>	<u>(8,243)</u>
	<u>67,467</u>	<u>67,618</u>
Bad debts recovered	<u>(8)</u>	<u>(32)</u>

Trade receivables are denominated in the following currencies:

Ringgit Malaysia	21,296	22,765
Indonesian Rupiah	11,174	7,752
Singapore Dollar	10,221	12,056
Thai Baht	9,920	10,447
United States Dollar	4,296	6,125
South African Rand	3,222	3,570
Australian Dollar	2,657	1,953
Euro	2,112	1,001
Hong Kong Dollar	1,462	830
Others	1,107	1,119
	<u>67,467</u>	<u>67,618</u>

External trade receivables and amount due from joint venture company are non-interest bearing which are generally on 30 to 120 days terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

At the end of the reporting period, trade receivables arising from export sales amounting to \$350,000 (2016: \$326,000) are supported by letters of credits issued by banks in countries where the customers are based.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 17. Trade receivables (cont'd)

### *Receivables that are past due but not impaired*

The Group has trade receivables amounting to \$30,314,000 (2016: \$25,416,000) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of each reporting period is as follows:

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Trade receivables past due:		
Lesser than 30 days	11,801	8,812
30 - 60 days	7,030	4,861
61 - 90 days	3,664	2,065
91 - 120 days	1,085	2,030
More than 120 days	6,734	7,648
	<u>30,314</u>	<u>25,416</u>

### *Receivables that are impaired*

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

Trade receivables – nominal amounts	8,734	8,243
Less: Allowance for doubtful trade receivables	<u>(8,734)</u>	<u>(8,243)</u>
	<u>–</u>	<u>–</u>

Movement in allowance accounts:

At 1 May	8,243	7,865
Charge for the year	1,812	1,903
Written-off against allowance	(1,505)	(1,257)
Foreign currency translation adjustment	184	(268)
At 30 April	<u>8,734</u>	<u>8,243</u>

For the year ended 30 April 2017, an impairment loss of \$1,812,000 (2016: \$1,903,000) was recognised in profit or loss following a debt recovery assessment performed on trade receivables as at 30 April 2017.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 18. Derivatives

	Group			
	2017		2016	
	Fair value		Fair value	
	Assets	Liabilities	Assets	Liabilities
	\$'000	\$'000	\$'000	\$'000
Non-hedging instrument				
- Forward currency contracts	(a) 70	(16)	59	(96)
- Interest rate swap	(b) -	(4)	7	-
	<u>70</u>	<u>(20)</u>	<u>66</u>	<u>(96)</u>

	Company			
	2017		2016	
	Fair value		Fair value	
	Assets	Liabilities	Assets	Liabilities
	\$'000	\$'000	\$'000	\$'000
Non-hedging instrument				
- Forward currency contracts	(a) <u>54</u>	<u>-</u>	<u>-</u>	<u>(39)</u>

(a) *Foreign exchange forward contracts*

The Group and the Company use foreign currency contracts to manage the risk against currency fluctuations in connection with payments to overseas suppliers and receipts from overseas customers and inter-company receivables and payables. The contractual amounts to be paid or received and contractual exchange rates of the outstanding contracts at the end of each reporting period are as follows:

	Group	
	contractual/notional amounts	
	2017	2016
	\$'000	\$'000
To sell Singapore Dollar for:		
- United States Dollar	2,198	1,052
- Euro	1,745	721
	<u>3,943</u>	<u>1,773</u>
To sell South African Rand for:		
- United States Dollar	84	61
- Singapore Dollar	61	-
	<u>145</u>	<u>61</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 18. Derivatives (cont'd)

### (a) Foreign exchange forward contracts (cont'd)

	<b>Group</b>	
	<b>contractual/notional</b>	
	<b>amounts</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
To sell Thai Baht for:		
- United States Dollar	291	281
- Singapore Dollar	140	-
	<u>431</u>	<u>281</u>
To buy Singapore Dollar for:		
- Australian Dollar	5,400	5,358
- United States Dollar	1,397	3,010
- South African Rand	2,782	2,620
- Euro	2,207	756
	<u>11,786</u>	<u>11,744</u>
To buy Thai Baht for:		
- United States Dollar	4,550	2,956
- Singapore Dollar	644	244
- Euro	18	-
	<u>5,212</u>	<u>3,200</u>

	<b>Company</b>	
	<b>contractual/notional</b>	
	<b>amounts</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
To buy Singapore Dollar for Australian Dollar	<u>2,592</u>	<u>2,519</u>

### (b) Interest rate swap

The subsidiary company entered into another interest rate swap of \$10 million in 2014 to manage its exposure to interest rate fluctuation. The interest rate swap pays floating rate interest equal to 1-month Swap Offer Rate ("SOR") and receives a fixed rate of interest of 0.99% per annum. The interest rate swap matured on 6 June 2017.



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 19. Other receivables

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Financial assets</b>				
Amounts due from:				
- Joint venture company	60	58	60	58
- Shareholders of subsidiary companies	-	-	244	244
Sundry receivables	3,987	3,654	1	1
Deposits to suppliers	816	696	-	-
Staff loans	99	117	-	-
	<u>4,962</u>	<u>4,525</u>	<u>305</u>	<u>303</u>
Less: Allowance for doubtful receivables	(297)	(293)	(209)	(209)
	<u>4,665</u>	<u>4,232</u>	<u>96</u>	<u>94</u>
<b>Non-financial assets</b>				
<i>Prepayments and advances</i>				
Prepaid operating expenses	1,047	1,045	21	21
Advance payment for purchases	2,843	1,930	-	-
	<u>3,890</u>	<u>2,975</u>	<u>21</u>	<u>21</u>
Movement in allowance accounts:				
At 1 May	293	211	209	209
Charge for the year	4	82	-	-
At 30 April	<u>297</u>	<u>293</u>	<u>209</u>	<u>209</u>

The non-trade amounts due from the joint venture company and shareholders of subsidiary companies are unsecured, interest-free and are repayable on demand. The amounts are to be settled in cash.

The deposits to suppliers are unsecured and interest-free. The deposits are refundable at the end of the manufacturing contracts.

Staff loans are unsecured, bear interest at rates at 6.50% (2016: 6.50%) per annum and repayable within the next 12 months.

The advance payment for purchases is unsecured, interest-free and is deductible against the amount payable on purchases from these suppliers.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 20. Cash and cash equivalents

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
Cash at bank and on hand	21,693	17,425	1,225	373

Cash and cash equivalents are denominated in the following currencies:

Singapore Dollar	7,098	4,811	1,219	366
Ringgit Malaysia	3,668	3,514	–	–
South African Rand	3,448	3,003	–	–
Indonesian Rupiah	1,983	612	–	–
Thai Baht	1,761	1,669	–	–
Hong Kong Dollar	1,629	1,619	–	–
United States Dollar	855	642	6	7
Others	1,251	1,555	–	–
	21,693	17,425	1,225	373

Cash at bank earns interest at floating rates based on daily bank deposits rates ranging from 0.02% to 3.00% (2016: 0.01% to 4.00%) per annum.

## 21. Trade payables

Trade payables are denominated in the following currencies:

	Group	
	2017 \$'000	2016 \$'000
United States Dollar	5,215	3,384
Ringgit Malaysia	3,579	4,407
Singapore Dollar	3,104	2,524
Euro	2,400	1,506
Australian Dollar	1,972	1,307
Indonesian Rupiah	1,503	847
Thai Baht	1,387	916
South African Rand	965	1,458
Others	340	835
	20,465	17,184

These amounts are non-interest bearing. Trade payables are normally settled on 120 days terms.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 22. Trust receipts (secured)

Trust receipts have maturity dates of up to 6 (2016: 6) months and are secured by corporate guarantees from the Company, a negative pledge over the assets, excluding its leasehold buildings, of subsidiary companies. These facilities are subject to compliance with certain financial covenants.

The trust receipts bear interest at rates ranging from 1.85% to 13.50% (2016: 1.36% to 13.00%) per annum. The weighted average interest rate of the Group's trust receipts is 4.02% (2016: 4.79%) per annum.

Trust receipts are denominated in the following currencies:

	Group	
	2017 \$'000	2016 \$'000
Singapore Dollar	13,269	7,377
Thai Baht	11,356	12,156
United States Dollar	8,645	5,716
Indonesian Rupiah	6,133	4,050
Ringgit Malaysia	5,548	14,286
South African Rand	2,902	4,435
Australian Dollar	1,860	1,595
Hong Kong Dollar	1,095	71
	<u>50,808</u>	<u>49,686</u>

## 23. Other payables

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Financial liabilities</b>				
Amounts due to associated company	299	288	89	89
Payroll and staff related expenses	4,480	3,630	–	–
Sundry payables	6,060	5,014	48	30
Accrued operating expenses	7,872	7,464	468	592
	<u>18,711</u>	<u>16,396</u>	<u>605</u>	<u>711</u>

The non-trade amounts due to the associated company are unsecured, interest-free and repayable on demand.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 24. Loans (secured)

	Note	Group	
		2017 \$'000	2016 \$'000
Short-term loans (revolving credit facilities)		1,858	4,417
Long-term loans - current portion	27	16,122	6,153
		<u>17,980</u>	<u>10,570</u>

The short-term loans are secured by negative pledge over the assets of certain subsidiary companies, excluding their hire-purchase assets, and corporate guarantees from the Company. The short-term loans bear interest at rates ranging from 3.00% to 8.50% (2016: 2.63% to 8.00%) per annum. The weighted average interest rate of the Group's short-term loans is 6.01% (2016: 5.16%) per annum.

Short-term loans are denominated in the following currencies:

	Group			
	Effective interest rate		2017 \$'000	2016 \$'000
	2017 %	2016 %		
Vietnamese Dong loans	8.41	7.33	1,051	1,026
Thai Baht loans	4.27	4.34	807	769
Ringgit Malaysia loans	–	4.61	–	2,419
Hong Kong Dollar loans	–	6.06	–	203
			<u>1,858</u>	<u>4,417</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 25. Hire-purchase liabilities

The future minimum payments under hire-purchase agreements to acquire motor vehicles and plant and equipment are as follows:

	Group			
	Minimum payments 2017 \$'000	Present value of payments 2017 \$'000	Minimum payments 2016 \$'000	Present value of payments 2016 \$'000
Within one year	893	807	968	878
After one year but not more than five years	984	882	1,459	1,323
More than five years	–	–	–	–
Total minimum hire-purchase payments	<u>1,877</u>	<u>1,689</u>	<u>2,427</u>	<u>2,201</u>
Less: Amounts representing finance charges	(188)	–	(226)	–
Present value of minimum hire-purchase payments	<u><u>1,689</u></u>	<u><u>1,689</u></u>	<u><u>2,201</u></u>	<u><u>2,201</u></u>

Effective interest rates on the hire-purchase arrangements range from 3.41% to 11.13% (2016: 3.41% to 10.53%) per annum.

## 26. Provisions

	Group	
	2017 \$'000	2016 \$'000
<b>Current liabilities:</b>		
Provision for product warranties		
At 1 May	639	550
Provision for the year	305	488
Provision utilised during the year	(255)	(399)
At 30 April	<u><u>689</u></u>	<u><u>639</u></u>

A provision is recognised for expected warranty claims on proprietary products sold during the financial year based on past experience of the level of returns.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 26. Provisions (cont'd)

	Group	
	2017	2016
	\$'000	\$'000
<b>Non-current liabilities:</b>		
Provision for reinstatement cost		
At 1 May	820	682
Provision for the year	41	138
At 30 April	<u>861</u>	<u>820</u>

Provision for reinstatement cost refers to the estimated cost of dismantling, removing and restoring the leasehold properties at the end of the lease term.

## 27. Long-term loans (secured)

	Group			
	Effective interest rate			
	2017	2016	2017	2016
	%	%	\$'000	\$'000
<b>Current (Note 24)</b>				
Singapore Dollar loans	3.38	3.63	15,333	5,330
Ringgit Malaysia loans	4.81	5.84	540	538
Indonesian Rupiah loan	13.92	13.40	136	132
Thai Baht loan	5.40	7.26	92	88
British Pound loan	1.35	1.58	21	65
			<u>16,122</u>	<u>6,153</u>
<b>Non-current</b>				
Singapore Dollar loans	3.38	3.63	19,582	37,862
Ringgit Malaysia loans	4.81	5.84	7,547	8,726
Thai Baht loan	5.40	7.26	157	237
Indonesian Rupiah loan	13.92	13.40	89	218
British Pound loan	1.35	1.58	–	23
			<u>27,375</u>	<u>47,066</u>

All loans are subject to compliance with financial covenants and are secured by corporate guarantees from the Company, property, plant and equipment of certain subsidiary companies and negative pledge over the assets of certain subsidiaries, excluding their hire-purchase assets.

Included in the Singapore dollar loans as at 30 April 2017 are 3 loans (2016: 3 loans) with current and non-current portions amounting to \$15,030,000 (2016: \$4,830,000) and \$15,749,000 (2016: \$33,779,000), respectively, where the subsidiary company is not permitted to repay the loan from the Company amounting to \$13,767,000 (2016: \$13,767,000) (Note 13) until these loans have been repaid.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 28. Deferred taxation

	Note	Group		Company	
		2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
At 1 May		1,541	1,895	(108)	(108)
Foreign currency translation adjustment		81	(117)	–	–
Write-back for the financial year	10	(97)	(94)	–	–
(Over)/under-provision of deferred tax expense in respect of prior years	10	280	(143)	–	–
At 30 April		<u>1,805</u>	<u>1,541</u>	<u>(108)</u>	<u>(108)</u>

Represented by:

- Deferred tax assets	3,109	2,468	–	–
- Deferred tax liabilities	(1,304)	(927)	(108)	(108)
	<u>1,805</u>	<u>1,541</u>	<u>(108)</u>	<u>(108)</u>

The deferred tax assets and liabilities arise from the following temporary differences:

	Property, plant and equipment \$'000	Receivables \$'000	Inventories \$'000	Unremitted foreign sourced income \$'000	Provision, accruals and others \$'000	Total \$'000
<b>2017</b>						
At 1 May	(745)	879	1,318	(108)	197	1,541
Movement for the year	(28)	13	475	–	(277)	183
Foreign currency translation adjustment	(8)	43	44	–	2	81
At 30 April	<u>(781)</u>	<u>935</u>	<u>1,837</u>	<u>(108)</u>	<u>(78)</u>	<u>1,805</u>
<b>2016</b>						
At 1 May	(813)	990	1,664	(108)	162	1,895
Movement for the year	62	(58)	(280)	–	39	(237)
Foreign currency translation adjustment	6	(53)	(66)	–	(4)	(117)
At 30 April	<u>(745)</u>	<u>879</u>	<u>1,318</u>	<u>(108)</u>	<u>197</u>	<u>1,541</u>

The deferred tax liabilities of the Company relate to unremitted foreign sourced income.

Temporary differences for which no deferred tax liability have been recognised aggregate to \$5,735,000 (2016: \$4,922,000) as the Group determined that the undistributed earnings of its subsidiaries will not be distributed in the foreseeable future. The deferred tax liability is estimated to be \$574,000 (2016: \$492,000).

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 29. Share capital

	Group and Company			
	Number of shares 2017 '000	Share capital 2017 \$'000	Number of shares 2016 '000	Share capital 2016 \$'000
Issued and fully paid:				
At beginning and end of financial year	235,586	35,722	235,586	35,722

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

There are no unissued shares under share options as at 30 April 2017 (2016: Nil with exercise price of \$0.43 per share). All share options had expired on 16 August 2015 and no share options were outstanding as at 30 April 2017. The details of the share options are discussed in Note 7.

The holders of the share options have no right to participate by virtue of these options in any share issue of any other company in the Group.

## 30. Reserves – Group and Company

### (a) Capital reserve

Capital reserve represents proceeds from issuance of warrants and non-distributable amounts set aside in compliance with local laws of certain overseas subsidiary company.

### (b) Employee share option reserve

Employee share option reserve represents the fair value of equity-settled share options granted to employees (Note 7). The reserve was made up of the accumulated value of services received from employees recorded on grant of equity-settled share options.

### (c) Revenue reserve

This represents the accumulated profits less distributions made to the shareholders of the Company.

### (d) Foreign currency translation reserve

This comprises foreign exchange differences arising from the translation of the financial statements of overseas subsidiary, associated and joint venture companies and from the translation of long-term inter-company advances which are effectively part of net investments in the subsidiary companies.

### (e) Discount on acquisition of non-controlling interest

The discount on acquisition of non-controlling interest represents the difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid that is recognised directly in equity and attributed to the parent. Such changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

The movement in the reserves are shown in the statements of changes in equity.



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 31. Dividend

	Group and Company	
	2017 \$'000	2016 \$'000
Final exempt (one-tier) dividend of 1.0 cent (2016: 1.0 cent), per share in respect of the previous financial year	2,356	2,356
Dividend declared and paid during the year	<u>2,356</u>	<u>2,356</u>

The directors have proposed a final exempt (one-tier) dividend of 1.5 cents (2016: 1.0 cent) per share amounting to approximately \$3,534,000 (2016: \$2,356,000) to be paid in respect of the financial year ended 30 April 2017. The dividend will be recorded as a liability on the balance sheets of the Company and Group upon approval by the shareholders of the Company at the next Annual General Meeting of the Company.

## 32. Commitments

### (i) Operating lease commitments – as lessee

The Group leases office premises, warehousing facilities and retail outlets under operating leases. The leases typically run for an initial period of 2 to 30 years, with an option to renew the leases after that date. Lease rentals are usually adjusted during the renewals to reflect market rentals. There were no restrictions placed upon the Group by entering into these leases.

As at financial year end, commitments for minimum rental payments under non-cancellable leases with a term of more than one year are as follows:

	Group	
	2017 \$'000	2016 \$'000
Within one year	3,151	4,517
Within two to five years	5,180	5,286
After five years	7,326	8,577
	<u>15,657</u>	<u>18,380</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 32. Commitments (cont'd)

### (ii) Capital commitments

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Commitments in respect of contracts placed for the purchase/ construction of property, plant and equipment	69	1,360

## 33. Contingencies

	<b>Company</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
<b>Corporate guarantees</b>		
Guarantees issued for bank facilities granted to subsidiary companies	96,163	107,322

The above corporate guarantees indicate amounts utilised by subsidiary companies as at the end of each reporting period.

## 34. Related party transactions

### (a) Sale and purchase of goods and services

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

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Income from services rendered to a joint venture company	628	587
Management fee paid to other shareholder of a joint venture company	(90)	(90)
Rental expenses paid to a company with common director	(182)	(174)

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 34. Related party transactions (cont'd)

### (b) Compensation of key management personnel

	Group	
	2017 \$'000	2016 \$'000
Salaries, bonus and other benefits-in-kind	2,279	2,490
Directors' fees	377	377
Contribution to defined contribution plan	72	72
	2,728	2,939
Comprises amounts paid/payable to:		
- Directors of the Company	1,561	1,470
- Directors of subsidiary companies	371	370
- Other key management personnel	796	1,099
	2,728	2,939

## 35. Financial risk management objectives and policies

The Group's principal financial instruments, other than derivative financial instruments, comprise short-term and long-term bank borrowings, hire-purchase contracts, and cash and short-term deposits. The main purpose of these financial instruments and borrowings are to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative instruments in the form of interest rate swap and forward currency contracts to manage interest rate and currency risks arising from the Group's operations and its sources of financing.

It is, and has been throughout the year under review, the Group's policy that no trading in derivative financial instruments shall be undertaken.

The main risks faced by the Group and Company are foreign currency risk, interest rate risk, credit risk and liquidity risk that arise through its normal operations.

### (a) Foreign currency risk

Foreign exchange risk arises from a change in foreign currency exchange rate, which is expected to have an adverse effect on the Group in the current reporting period and in future years. The Group operates in several countries and subsidiary, associated and joint venture companies within the Group maintain their books and records in their respective functional currencies. The Group's accounting policy is to translate the results of overseas subsidiary, associated and joint venture companies using the weighted average exchange rates. Net assets denominated in foreign currencies and held at the financial year end are translated into Singapore Dollar, the Group's reporting currency, at year end exchange rates. Fluctuations in the exchange rate between the functional currencies and Singapore Dollar will therefore have an impact on the Group. It is the Group's policy not to hedge exposures arising from such translations. The Group's strategy is to fund overseas operations with borrowings denominated in their functional currencies as a natural hedge against overseas assets.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### (a) Foreign currency risk (cont'd)

The Group is also exposed to the volatility in the foreign currency cash flows related to repatriation of the investments in and advances to its subsidiary, associated and joint venture companies. The Group does not hedge exposures arising from such risks.

The Group's trading subsidiary companies are exposed to movements in foreign currency rates arising from the purchases of goods from suppliers and sales made to customers located in several countries. Whenever necessary, foreign exchange forward contracts are used by the subsidiary companies to manage the foreign currency exposure arising from their trading activities. The Group accounting policies in relation to these derivative financial instruments are set out in Note 2.24.

#### *Sensitivity analysis for foreign currency risk*

A 5% fluctuation of certain foreign currencies against the underlying functional currencies of the Group's entities at the end of each reporting period would have an impact on the Group's profit net of tax by the amounts shown below. The analysis assumes all other variables, in particular, interest rates, remained constant. The analysis is performed on the same basis for the financial year ended 30 April 2016.

		<b>(Decrease)/increase in profit net of tax</b>	
		<b>2017</b>	<b>2016</b>
		\$'000	\$'000
USD	– strengthened by 5% against SGD (2016: 5%)	(436)	(117)
	– weakened by 5% against SGD (2016: 5%)	436	117
ZAR	– strengthened by 5% against SGD (2016: 5%)	229	219
	– weakened by 5% against SGD (2016: 5%)	(229)	(219)
MYR	– strengthened by 5% against SGD (2016: 5%)	121	126
	– weakened by 5% against SGD (2016: 5%)	(121)	(126)

### (b) Interest rate risk

Interest rate risk is the risk that changes in interest rates will have an adverse financial effect on the Group's financial conditions and results. The primary source of the Group's interest rate risk is its borrowings from banks and other financial institutions primarily in Singapore, Malaysia and Thailand. The Group ensures that it obtains borrowings at competitive interest rates under the most favourable terms and conditions. Where appropriate, the Group uses interest rate swaps to hedge its interest rate exposure for specific underlying debt obligations. Risk variables are based on volatility in interest rates. This analysis assumes that all other variables, in particular foreign currency rates and tax rates remain constant. Information relating to the interest rate is disclosed in Notes 22, 24, 25 and 27. At the end of the reporting period, approximately 2% (2016: 2%) of the Group's borrowings are at fixed rates of interest. Cash and bank balances are excluded from the table below as fluctuations of interest rates are determined to have no significant impact on the Group's profit net of tax. Included in the table below are the Group's interest-bearing financial instruments, categorised by the earlier contractual re-pricing or maturity dates.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### (b) Interest rate risk (cont'd)

Group	Within 1	Within 1-2	Within 2-3	Within 3-4	Within 4-5	More than 5	Total
	year	years	years	years	years	years	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>2017</b>							
<b>Fixed rate</b>							
Derivatives liabilities	4	-	-	-	-	-	4
Obligations under hire-purchase	736	662	88	14	4	-	1,504
Bank loans	92	92	65	-	-	-	249
<b>Floating rate</b>							
Obligations under hire-purchase	71	53	39	22	-	-	185
Trust receipts	50,808	-	-	-	-	-	50,808
Bank loans	17,888	3,392	3,342	7,656	2,372	10,456	45,106
<b>2016</b>							
<b>Fixed rate</b>							
Derivatives assets	7	-	-	-	-	-	7
Obligations under hire-purchase	827	613	599	20	2	-	2,061
Bank loans	88	88	88	61	-	-	325
<b>Floating rate</b>							
Obligations under hire-purchase	51	41	28	20	-	-	140
Trust receipts	49,686	-	-	-	-	-	49,686
Bank loans	10,482	16,270	3,646	3,574	7,763	15,576	57,311

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### (b) Interest rate risk (cont'd)

#### Sensitivity analysis for interest rate risk

The table below demonstrates the sensitivity to a reasonably possible change in interest rates with all other variables held constant, of the Group's profit net of tax.

	Increase/ (decrease) in basis points	Decrease/ (increase) in profit net of tax \$'000
<b>2017</b>		
- Singapore Dollar	50	248
- Ringgit Malaysia	50	68
- Thai Baht	50	57
- United States Dollar	50	43
- Singapore Dollar	(50)	(248)
- Ringgit Malaysia	(50)	(68)
- Thai Baht	(50)	(57)
- United States Dollar	(50)	(43)
	<u>(50)</u>	<u>(43)</u>
<b>2016</b>		
- Singapore Dollar	50	261
- United States Dollar	50	118
- Thai Baht	50	62
- Ringgit Malaysia	50	28
- Singapore Dollar	(50)	(261)
- United States Dollar	(50)	(118)
- Thai Baht	(50)	(62)
- Ringgit Malaysia	(50)	(28)
	<u>(50)</u>	<u>(28)</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### (c) Credit risk

Credit risk is the risk that entities and individuals will be unable to meet their obligations to the Group resulting in financial loss to the Group. It is the Group's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Group ensures that sales of products and services are rendered to customers with appropriate credit history and has internal mechanisms to monitor the granting of credit and management of credit exposures. The Group has made allowances for potential losses on credits extended.

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

- The carrying amount of each class of financial assets recognised in the balance sheets, including derivatives with positive fair values; and
- Nominal amounts of \$96,163,000 (2016: \$107,322,000) relating to corporate guarantees provided by the Company to banks for subsidiaries' bank facilities.

Surplus funds are placed with reputable financial institutions.

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

	2017		2016	
	\$'000	% of total	\$'000	% of total
<b>Group</b>				
<b>By country:</b>				
Malaysia	22,189	32.89	22,765	33.67
Indonesia	11,462	16.99	9,213	13.63
Thailand	9,920	14.70	10,448	15.45
Singapore	8,617	12.77	14,212	21.02
South Africa	3,245	4.81	3,570	5.28
Australia	2,657	3.94	1,953	2.89
Others	9,377	13.90	5,457	8.06
	<u>67,467</u>	<u>100.00</u>	<u>67,618</u>	<u>100.00</u>

### *Financial assets that are neither past due nor impaired*

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group.

### *Financial assets that are either past due or impaired*

Information regarding financial assets that are either past due or impaired is disclosed in Notes 17 and 19.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

### (d) *Liquidity risk*

The Group monitors its projected and actual cash inflows and outflows to ensure that funding needs are identified and managed in advance. The Group actively manages its debt maturity profile, operating cash flows and availability of committed credit facilities to ensure that all refinancing, repayment and funding needs are met. The Group strives to maintain a sufficient level of banking facilities to meet its funding requirements and utilise trust receipts, revolving credit facilities, loans and hire-purchase contracts for this purpose. The credit facilities provided by the banks and finance companies are subject to certain financial covenants, and terms and conditions which are summarised in Notes 22, 24, 25 and 27.

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

	<b>1 year or less</b>	<b>2 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	\$'000	\$'000	\$'000	\$'000
<b>2017</b>				
<b>Group</b>				
<b><i>Financial assets</i></b>				
Trade and other receivables	72,132	–	–	72,132
Derivatives	70	–	–	70
Cash and cash equivalents	21,693	–	–	21,693
Total undiscounted financial assets	<u>93,895</u>	<u>–</u>	<u>–</u>	<u>93,895</u>
<b><i>Financial liabilities</i></b>				
Trade payables, trust receipts and other payables	89,984	–	–	89,984
Derivatives	20	–	–	20
Hire-purchase liabilities	893	984	–	1,877
Loans and borrowings	18,671	17,539	10,884	47,094
Total undiscounted financial liabilities	<u>109,568</u>	<u>18,523</u>	<u>10,884</u>	<u>138,975</u>
Total net undiscounted financial liabilities	<u>(15,673)</u>	<u>(18,523)</u>	<u>(10,884)</u>	<u>(45,080)</u>



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

(d) *Liquidity risk (cont'd)*

	1 year or less \$'000	2 to 5 years \$'000	Over 5 years \$'000	Total \$'000
<b>2016</b>				
<b>Group</b>				
<b>Financial assets</b>				
Trade and other receivables	71,850	–	–	71,850
Derivatives	66	–	–	66
Cash and cash equivalents	17,425	–	–	17,425
Total undiscounted financial assets	<u>89,341</u>	<u>–</u>	<u>–</u>	<u>89,341</u>
<b>Financial liabilities</b>				
Trade payables, trust receipts and other payables	83,266	–	–	83,266
Derivatives	96	–	–	96
Hire-purchase liabilities	968	1,459	–	2,427
Loans and borrowings	11,052	32,717	16,281	60,050
Total undiscounted financial liabilities	<u>95,382</u>	<u>34,176</u>	<u>16,281</u>	<u>145,839</u>
Total net undiscounted financial liabilities	<u>(6,041)</u>	<u>(34,176)</u>	<u>(16,281)</u>	<u>(56,498)</u>
<b>2017</b>				
<b>Company</b>				
<b>Financial assets</b>				
Other receivables	96	–	–	96
Derivatives	54	–	–	54
Cash and cash equivalents	1,225	–	–	1,225
Total undiscounted financial assets	<u>1,375</u>	<u>–</u>	<u>–</u>	<u>1,375</u>
<b>Financial liabilities</b>				
Other payables	605	–	–	605
Total undiscounted financial liabilities	<u>605</u>	<u>–</u>	<u>–</u>	<u>605</u>
Total net undiscounted financial assets	<u>770</u>	<u>–</u>	<u>–</u>	<u>770</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

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

(d) *Liquidity risk (cont'd)*

	1 year or less \$'000	2 to 5 years \$'000	Over 5 years \$'000	Total \$'000
<b>2016</b>				
<b>Company</b>				
<b>Financial assets</b>				
Other receivables	94	–	–	94
Cash and cash equivalents	373	–	–	373
Total undiscounted financial assets	467	–	–	467
<b>Financial liabilities</b>				
Other payables	711	–	–	711
Derivatives	39	–	–	39
Total undiscounted financial liabilities	750	–	–	750
Total net undiscounted financial liabilities	(283)	–	–	(283)

## 36. Classification of financial instruments

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Loans and receivables</b>				
Trade receivables	67,467	67,618	–	–
Other receivables	4,665	4,232	96	94
Cash and cash equivalents	21,693	17,425	1,225	373
Amounts due from subsidiary companies	–	–	14,311	14,259
	93,825	89,275	15,632	14,726
<b>Financial liabilities measured at amortised cost</b>				
Trade payables	20,465	17,184	–	–
Trust receipts (secured)	50,808	49,686	–	–
Other payables	18,711	16,396	605	711
Loans (secured)	45,355	57,636	–	–
Hire-purchase liabilities	1,689	2,201	–	–
Amounts due to subsidiary companies	–	–	14,219	11,341
	137,028	143,103	14,824	12,052

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 36. Classification of financial instruments (cont'd)

	Group		Company	
	2017 \$'000	2016 \$'000	2017 \$'000	2016 \$'000
<b>Fair value through profit or loss</b>				
Forward currency contracts				
- Derivatives assets	70	59	54	-
- Derivatives liabilities	(16)	(96)	-	(39)
Interest rate swap				
- Derivatives assets	-	7	-	-
- Derivatives liabilities	(4)	-	-	-

## 37. Fair value of financial instruments

(a) *Fair value of financial instruments that are carried at fair value*

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

	Note	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant other observable inputs (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000
<b>Group</b>				
<b>2017</b>				
<b>Financial assets</b>				
Forward currency contracts	18	-	70	-
Interest rate swap	18	-	-	-
<b>Financial liabilities</b>				
Forward currency contracts	18	-	(16)	-
Interest rate swap	18	-	(4)	-
<b>2016</b>				
<b>Financial assets</b>				
Forward currency contracts	18	-	59	-
Interest rate swap	18	-	7	-
<b>Financial liabilities</b>				
Forward currency contracts	18	-	(96)	-
Interest rate swap	18	-	-	-

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 37. Fair value of financial instruments (cont'd)

(a) *Fair value of financial instruments that are carried at fair value (cont'd)*

	Note	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant other observable inputs (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000
<b>Company</b>				
<b>2017</b>				
<b>Financial assets</b>				
Forward currency contracts	18	—	54	—
<b>2016</b>				
<b>Financial liabilities</b>				
Forward currency contracts	18	—	(39)	—

### *Fair value hierarchy*

The Group classify fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy have 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)

### *Determination of fair value*

Forward currency contracts and interest rate swaps are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the foreign exchange spot and forward rates, interest rate curves and forward rate curves.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 37. Fair value of financial instruments (cont'd)

- (b) *Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value*

The management has determined that the carrying amounts of cash and short-term deposits, current trade and other receivables, current trade and other payables and current bank loans based on their notional amounts, reasonably approximate their fair values because these are mostly short-term in nature or are re-priced frequently within a year.

The estimated fair values of the Group's and Company's borrowings approximates their carrying amounts, based on borrowing rates which would be available to the Company at the end of each reporting period.

- (c) *Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value*

The Company has non-current interest-free receivables extended to subsidiary companies, which either form part of the Company's net investment in subsidiary companies or are not expected to be repaid until the cash flows of the subsidiary companies permit. It is impractical to determine the fair value of these receivables as the timing of the future cash flow repatriation cannot be estimated reliably. Therefore, such loans are carried at cost.

## 38. Capital management

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 30 April 2017 and 30 April 2016.

The Group monitors capital using a gearing ratio, which is bank borrowings divided by distributable net assets. The Group's policy is to keep the gearing ratio at less than 3 (2016: 3) times. Bank borrowings include trust receipts, short-term and long-term loans.

	<b>Group</b>	
	<b>2017</b>	<b>2016</b>
	\$'000	\$'000
Trust receipts	50,808	49,686
Loans (secured)	45,355	57,636
Bank borrowings	96,163	107,322
Equity attributable to the equity holders of the Company	123,893	117,505
Less: Statutory reserve fund	(424)	(424)
Distributable net assets	123,469	117,081
Gearing ratio (times)	0.78	0.92

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 38. Capital management (cont'd)

The Company and certain subsidiaries of the Group are subject to financial covenants for credit facilities provided by banks. The Company and these subsidiaries are required to maintain certain leverage ratios, debt service coverage ratios, interest coverage and shareholders' funds.

As disclosed in Note 30, a subsidiary of the Group is required to maintain a five percent reserve at each distribution of dividends until the reserve reaches at least ten percent of the subsidiary's authorised capital. This externally imposed capital requirement has been complied with by the subsidiary for the financial years ended 30 April 2017 and 30 April 2016.

## 39. Segment information

For management purposes, the Group is organised into business units based on their geographical locations, and has four reportable segments as follows:

- I. South East Asia
- II. North Asia
- III. Africa
- IV. Others

Distribution of tyres and wheels to external customers are included in the South East Asia, North Asia, Africa and other segments. Manufacturing of alloy wheels sold directly to external customers are included in the South East Asia segment.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Income taxes are managed on a group basis and are not allocated to operating segments.

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 39. Segment information (cont'd)

Transfer prices between operating segments are based on terms agreed between parties.

	South East Asia <sup>①</sup>	North Asia <sup>②</sup>	Africa	Others <sup>③</sup>	Total of segments	Elimination	Consolidated
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>2017</b>							
<b>Revenue:</b>							
External revenue	202,270	2,806	17,062	13,665	235,803	-	235,803
Inter-segment revenue	26,064	995	-	63	27,122	(27,122)	-
<b>Other revenue:</b>							
- Interest income	8	-	55	14	77	-	77
- Others	1,606	1,180	1	-	2,787	-	2,787
Total revenue	<u>229,948</u>	<u>4,981</u>	<u>17,118</u>	<u>13,742</u>	<u>265,789</u>	<u>(27,122)</u>	<u>238,667</u>
Finance costs	(4,448)	(17)	(337)	(111)	(4,913)	452	(4,461)
Segment result	<u>7,830</u>	<u>838</u>	<u>359</u>	<u>(1,118)</u>	<u>7,909</u>	<u>452</u>	<u>8,361</u>
Less: Unallocated expenses							(45)
Share of results of joint ventures	-	1,799	-	188	1,987	627	<u>2,614</u>
Profit before taxation							10,930
Taxation							<u>(2,818)</u>
Profit for the financial year							<u>8,112</u>
<b>Other information</b>							
Segment assets	217,298	5,632	16,109	7,294	246,333	-	246,333
Associated and joint venture companies	233	14,362	-	2,500	17,095	-	17,095
Unallocated assets	2,843	36	-	230	3,109	-	3,109
Total assets	<u>220,374</u>	<u>20,030</u>	<u>16,109</u>	<u>10,024</u>	<u>266,537</u>	<u>-</u>	<u>266,537</u>
Segment liabilities	127,750	1,445	4,490	4,913	138,598	-	138,598
Unallocated liabilities	4,046	-	-	-	4,046	-	4,406
Total liabilities	<u>131,796</u>	<u>1,445</u>	<u>4,490</u>	<u>4,913</u>	<u>142,644</u>	<u>-</u>	<u>142,644</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 39. Segment information (cont'd)

	South East Asia① \$'000	North Asia② \$'000	Africa \$'000	Others③ \$'000	Total of segments \$'000	Elimination \$'000	Consolidated \$'000
<b>2017</b>							
<b>Other segment information</b>							
<b>Additions to non-current assets</b>							
- Property, plant and equipment	7,000	-	559	107	7,666	-	7,666
<b>Significant non-cash expenses:</b>							
Amortisation and depreciation	7,118	62	138	109	7,427	-	7,427
Allowance for doubtful trade receivables	1,599	72	66	75	1,812	-	1,812
Allowance/(write-back of) for inventory obsolescence	466	56	(75)	44	491	-	491
Write-back of impairment on property, plant and equipment	(8)	-	-	-	(8)	-	(8)
Bad debts recovered	-	-	-	(8)	(8)	-	(8)



# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 39. Segment information (cont'd)

	South East Asia <sup>①</sup> \$'000	North Asia <sup>②</sup> \$'000	Africa \$'000	Others <sup>③</sup> \$'000	Total of segments \$'000	Elimination \$'000	Consolidated \$'000
<b>2016</b>							
<b>Revenue:</b>							
External revenue	203,947	2,204	22,614	11,113	239,878	-	239,878
Inter-segment revenue	26,595	527	-	-	27,122	(27,122)	-
<b>Other revenue:</b>							
- Interest income	40	-	78	44	162	-	162
- Others	1,396	772	2	1	2,171	-	2,171
Total revenue	<u>231,978</u>	<u>3,503</u>	<u>22,694</u>	<u>11,158</u>	<u>269,333</u>	<u>(27,122)</u>	<u>242,211</u>
Finance costs	(5,540)	(3)	(253)	(104)	(5,900)	451	(5,449)
Segment result	<u>5,450</u>	<u>430</u>	<u>(336)</u>	<u>(2,708)</u>	<u>2,836</u>	<u>451</u>	<u>3,287</u>
Less: Unallocated expenses							(69)
Share of results of joint ventures	-	1,146	-	34	1,180	587	<u>1,767</u>
Profit before taxation							4,985
Taxation							<u>(2,398)</u>
Profit for the financial year							<u><u>2,587</u></u>
<b>Other information</b>							
Segment assets	220,589	4,906	16,708	5,758	247,961	-	247,961
Associated and joint venture companies	233	12,160	-	2,139	14,532	-	14,532
Unallocated assets	2,188	35	-	245	2,468	-	2,468
Total assets	<u>223,010</u>	<u>17,101</u>	<u>16,708</u>	<u>8,142</u>	<u>264,961</u>	<u>-</u>	<u>264,961</u>
Segment liabilities	133,560	715	6,368	4,015	144,658	-	144,658
Unallocated liabilities	2,798	-	-	-	2,798	-	2,798
Total liabilities	<u>136,358</u>	<u>715</u>	<u>6,368</u>	<u>4,015</u>	<u>147,456</u>	<u>-</u>	<u>147,456</u>

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 39. Segment information (cont'd)

	South East Asia <sup>①</sup> \$'000	North Asia <sup>②</sup> \$'000	Africa \$'000	Others <sup>③</sup> \$'000	Total of segments \$'000	Elimination \$'000	Consolidated \$'000
<b>2016</b>							
<b>Other segment information</b>							
<b>Additions to non-current assets</b>							
- Property, plant and equipment	13,139	155	89	9	13,392	-	13,392
<b>Significant non-cash expenses:</b>							
Amortisation and depreciation	7,549	71	155	102	7,877	-	7,877
Allowance for/(write-back of) doubtful trade receivables	1,265	-	(77)	715	1,903	-	1,903
(Write-back of)/allowance for inventory obsolescence	(820)	42	8	237	(533)	-	(533)
Write-back of impairment on property, plant and equipment	(8)	-	-	-	(8)	-	(8)
Bad debts recovered	(21)	(1)	(10)	-	(32)	-	(32)

### Note:

- ① Includes Singapore, Malaysia, Philippines, Thailand, Indonesia, Vietnam and Brunei
- ② Includes Hong Kong and People's Republic of China
- ③ Includes North America/Latin America, Australia and India

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 39. Segment information (cont'd)

### Business information

	Revenue		Non-current assets	
	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000
Distribution	208,029	212,178	78,164	76,163
Manufacturing	30,638	30,033	12,719	11,462
	<u>238,667</u>	<u>242,211</u>	<u>90,883</u>	<u>87,625</u>

Non-current assets information presented above consists of property, plant and equipment, associated company and deferred tax assets as presented in the consolidated balance sheet.

## 40. Subsidiary, associated and joint venture companies

The subsidiary, associated and joint venture companies as at the end of the current and preceding financial year are:

Name of company (Country of incorporation)	Principal activities (Place of business)	Cost of investment		Percentage of equity held by the Group	
		2017	2016	2017	2016
		\$'000	\$'000	%	%
<b>Subsidiary companies</b>					
<i>Held by the Company:</i>					
(1) Stamford Tyres International Pte Ltd (Singapore)	Wholesale and retail of tyres and wheels, design and contract manufacturing of tyres for proprietary brands and motor vehicle servicing (Singapore)	11,000	11,000	100	100
(2) Stamford Tyres (M) Sdn Bhd (Malaysia)	Wholesale of tyres and wheels (Malaysia)	580	580	100	100
(2) STC Tyres (Malaysia) Sdn Bhd (Malaysia)	Property holding company (Malaysia)	913	913	100	100
(2) STC Tyre Mart Sdn Bhd (formerly known as Stamford Tyre Mart Sdn Bhd) (Malaysia)	Retail of tyres and wheels (Malaysia)	393	393	100	100
(3) Stamford Tyres Distributor Co., Ltd (Thailand)	Wholesale of tyres and wheels (Thailand)	4,268	4,268	100	100

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 40. Subsidiary, associated and joint venture companies (cont'd)

Name of company (Country of incorporation)	Principal activities (Place of business)	Cost of investment		Percentage of equity held by the Group	
		2017 \$'000	2016 \$'000	2017 %	2016 %
<b>Subsidiary companies (cont'd)</b>					
<i>Held by the Company:</i>					
<sup>(3)</sup> # STC Tyres Limited (Thailand)	Inactive (Thailand)	288	288	49	49
<sup>(3)</sup> # Stamford Auto Mart Limited (Thailand)	Inactive (Thailand)	21	21	49	49
<sup>(4)</sup> Stamford Tyres (Hong Kong) Limited (Hong Kong)	Investment holding and wholesale of tyres (Hong Kong and People's Republic of China)	6,523	6,523	100	100
<sup>(4)</sup> Boon Tyre Holdings Limited (Hong Kong)	Investment and property holding company (Hong Kong and United Kingdom)	@	@	100	100
## Stamford Tires and Wheels, Inc. (United States of America)	Wholesale of tyres and wheels (Latin America and United States of America)	14	14	100	100
<sup>(5)</sup> Stamford Tyres (Africa) (Pty) Ltd (South Africa)	Wholesale of tyres and wheels (South Africa)	15,568	15,568	100	100
<sup>(7)</sup> PT Stamford Tyres Indonesia (Indonesia)	Wholesale and retail of tyres and retreading of tyres (Indonesia)	726	726	100	100
<sup>(7)</sup> PT Stamford Tyres Distributor Indonesia (Indonesia)	Wholesale of tyres and wheels (Indonesia)	6,637	6,637	100	100
<sup>(1)</sup> Sumo Tires Pte Ltd (Singapore)	Inactive (Singapore)	@	@	100	100
<sup>(1)</sup> Stamford Auto City Pte Ltd (Singapore)	Inactive (Singapore)	200	200	100	100

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 40. Subsidiary, associated and joint venture companies (cont'd)

Name of company (Country of incorporation)	Principal activities (Place of business)	Cost of investment		Percentage of equity held by the Group	
		2017 \$'000	2016 \$'000	2017 %	2016 %
<b>Subsidiary companies (cont'd)</b>					
<i>Held by the Company:</i>					
<sup>(1)</sup> Wahsan Trading Pte Ltd (Singapore)	Inactive (Singapore)	218	218	100	100
<sup>(3)</sup> Stamford Sport Wheels Company Limited (Thailand)	Manufacture of aluminium alloy wheels (Thailand)	19,898	19,898	100	100
## Stamford International Trading (Tianjin) Co. Ltd. (People's Republic of China)	Inactive (People's Republic of China)	322	322	100	100
## Stamford Tyres Australia Pty Limited (Australia)	Wholesale of tyres and wheels (Australia)	6,770	6,770	100	100
## Stamford Tyres Philippines, Inc. (Philippines)	Inactive (Philippines)	361	361	100	100
<sup>(8)</sup> Stamford Tyres Distributors India Private Limited ++ (India)	Wholesale of tyres (India)	2,493	2,493	100	100
## Stamford Tyres Do Brazil Participacoes LTDA (Brazil)	Dormant (Brazil)	281	281	100	100
<sup>(13)</sup> Stamford Tyres Vietnam Company Limited ++ (Vietnam)	Wholesale of tyres and wheels (Vietnam)	623	623	100	100
<sup>(10)</sup> Stamford Tyres (B) Sdn Bhd (Brunei)	Wholesale of tyres and wheels (Brunei)	25	25	100	100
		<u>78,122</u>	<u>78,122</u>		

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 40. Subsidiary, associated and joint venture companies (cont'd)

	Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity held by the Group	
			2017 %	2016 %
<b>Subsidiary companies</b>				
<i>Held by Stamford Tyres (Hong Kong) Limited:</i>				
##	Stamford Tyres (Guangzhou) Limited (People's Republic of China)	Dormant (People's Republic of China)	100	100
<i>Held by Stamford Tyres (M) Sdn Bhd:</i>				
(2)	Stamford Retread Industries (M) Sdn Bhd (Malaysia)	Retreading of tyres (formerly retail of motor vehicles) (Malaysia)	100	100
<i>Held by Boon Tyre Holdings Limited:</i>				
(1)	Raffles Resources Singapore Pte Ltd (Singapore)	Inactive (Singapore)	100	100
<b>Joint venture companies</b>				
<i>Held by the Company:</i>				
(6) +	Tyre Pacific (HK) Limited (Hong Kong)	Investment holding and wholesale of tyres (Hong Kong, Vietnam and People's Republic of China)	50	50
(11) +	Falken Tyre India Private Ltd (India)	Distribution and sale of replacement tyres (India)	40	40
<i>Held by Tyre Pacific (HK) Limited:</i>				
(6) +	Real Courage Limited (Hong Kong)	Property holding company (Hong Kong)	50	50
##	Guangzhou Orizz Mega Outlet Co Ltd (People's Republic of China)	Wholesale of tyres (People's Republic of China)	50	50
(9) +	Orizz (Shanghai) Limited (People's Republic of China)	Wholesale of tyres (People's Republic of China)	50	50
(9) +	Shanghai Orizz Mega Outlet Co Ltd (People's Republic of China)	Wholesale of tyres (People's Republic of China)	50	50
(12) +	Tyre Pacific (Vietnam) Limited	Wholesale of tyres (Vietnam)	50	50

# Notes to the Financial Statements (Cont'd)

For the financial year ended 30 April 2017

(In Singapore Dollar)

## 40. Subsidiary, associated and joint venture companies (cont'd)

	Name of company (Country of incorporation)	Principal activities (Place of business)	Percentage of equity held by the Group	
			2017 %	2016 %
<b>Associated company</b>				
<i>Held by the Company:</i>				
##	Stamford Tyres (Thailand) Co., Ltd (Thailand)	Inactive (Thailand)	49	49
@	Cost of investment at one hundred units of local currency or less.			
#	The company is considered a subsidiary company and included in the consolidated financial statements as the Group has the power to control, by agreement, the financial and operating policies of the management of the Company.			
##	Not required to be audited under the laws of the country of incorporation. Unaudited financial statements have been used for the preparation of the consolidated financial statements of the Group.			
+	Statutory year end is 31 December. A limited review of the financial statements has been performed for the purpose of the preparation of the consolidated financial statements of the Group.			
++	Statutory year end is 31 March. Unaudited financial statements has been used for the preparation of the consolidated financial statements of the Group.			
+++	Statutory year end is 31 March. A limited review of the financial statements has been performed for the purpose of the preparation of the consolidated financial statements of the Group.			

### Auditors

- (1) Ernst & Young LLP, Singapore, Public Accountants and Chartered Accountants
- (2) Ernst & Young, Malaysia, Chartered Accountants
- (3) Ernst & Young Office Limited, Thailand, Certified Public Accountants
- (4) Paul Wong & Co., Hong Kong, CPAs, Certified Public Accountants
- (5) Ernst & Young, South Africa, Chartered Accountants
- (6) Ernst & Young, Hong Kong, Certified Public Accountants
- (7) Herman Dody Tanumihardja & Rekan, Indonesia, Registered Public Accounting Firm
- (8) Jai Prakash Upadhahay & Co., India, Chartered Accountants
- (9) BDO China Shu Lun Pan, People's Republic of China, Certified Public Accountants
- (10) WKA Associates, Brunei, Certified Public Accountants and Auditors
- (11) BSR & Associates LLP, India, Chartered Accountants
- (12) Vietnam Accounting Auditing Consulting Company Limited
- (13) AS Auditing Company

## 40. Authorisation of financial statements for issue

The financial statements for the year ended 30 April 2017 were authorised for issue in accordance with a resolution of the directors on 28 July 2017.

# List of Properties

As at 30 April 2017

Location	Tenure of Lease	Area (sqm)	Description
<b>SINGAPORE</b>			
19 Lok Yang Way, Jurong Singapore 628635	30 year lease from 2006	18,024.7	Corporate office, tyre retail service centre with showroom and warehouse
21 Lok Yang Way, Jurong Singapore 628636	60 year lease from 1973 renewed in 2013 until 2035 (22 years)	13,122.1 (land area)  22,591.09 (gross floor area)	Truck service centre and warehouse
455 Macpherson Road Singapore 368173	63 year lease from 2001	951.0	Tyre retail centre and showroom
50 Bukit Batok Street 23 #02-19 Midview Building Singapore 659578	55 year lease from 2002	276.0	Tyre retail centre and showroom
10 Admiralty Street #01-85 North Link Building Singapore 757695	56 year lease from 2003	689.0	Tyre retail centre and showroom
10 Admiralty Street #01-78, North Link Building Singapore 757695	47 year lease from 2012	521.0	Commercial truck centre
31 Loyang Way Singapore 508729	16 year lease from 2004	2,510.4	Tyre retail centre and showroom
10 Kaki Bukit Road 2, #01-11 & #01-12 First East Centre Singapore 417868	28 year lease from 2011	458.6	Tyre retail centre and showroom
110 Tuas South Avenue 3 #01-02/03 The Index, Singapore, 637369	30 year lease from 2013	585.0	Truck service centre
<b>MALAYSIA</b>			
16 Jalan Juru Nilai U1/20 Section U1 Hicom Glenmarie Industrial Park 40150 Shah Alam, Selangor, Malaysia	Freehold	6,968.0	Corporate office, tyre retail and service centre with showroom and warehouse
Lot L2-22,23,23A, 25 Seri Alam Industrial Park, Sungai Kapar Indah, Klang, Selangor, Malaysia	Freehold	33,430.0	Industrial land (under development)
<b>THAILAND</b>			
111/2, 5 Moo 2, Highway 340, Suphanburi Road Tambon Saiyai, Amphur Sainoi, Nonthaburi 11150 Thailand	Freehold	14,636.0	Wheel factory with showroom and warehouse
111/8, 9 Moo 2, Highway 340, Suphanburi Road Tambon Saiyai, Amphur Sainoi, Nonthaburi 11150 Thailand	Freehold	16,380.0	Second wheel factory
<b>INDONESIA</b>			
Jalan Boulevard Raya Blok PA19 No. 4-5 Pengangsaan Dua, Kelapa Gading Jakarta Utara, Indonesia 14250	20 year lease from 2011	144.0	Office with warehouse, retail and service centre
Lot D-4 Jalan Kuala Kuningan Kuala Kencana, Light Industrial Park Tembagapura, Mimika Baru Papua, Indonesia	20 year lease from 2014	12,000.0	Office with truck service centre, warehouse and retreading plant
Jalan Projakal Rt. 047 Kelurahan Batu Ampar Kecamatan Balikpapan Utara, Indonesia	30 year lease from 2013	2,973.0	Office with warehouse
<b>SOUTH AFRICA</b>			
ERF 460, Cnr Horn Street 8 Brine Avenue, Chloorkop Ext 23 Kempton Park, Johannesburg, South Africa	Freehold	16,091.0	Open storage for tyres



# List of Substantial Shareholders

As at 19 July 2017 as recorded in the Register of Substantial Shareholders

NAME OF SUBSTANTIAL SHAREHOLDERS	DIRECT INTEREST		DEEMED INTEREST	
	No of Shares	%	No of Shares	%
Wee Kok Wah	41,954,554	17.81%	49,551,319	21.03%
Mrs Dawn Wee Wai Ying	13,637,567	5.79%	77,868,306	33.05%
Wah Holdings Pte Ltd	35,913,752	15.24%	-	-
Lim & Tan Securities Pte Ltd	23,886,000	10.14%	-	-

## NOTE:

Mr Wee Kok Wah is deemed to have an interest in the shareholdings of Mrs Dawn Wee Wai Ying and vice versa by virtue of their relationship as husband and wife. In addition, Mr Wee Kok Wah and Mrs Dawn Wee Wai Ying are deemed to have an interest in the shares owned by Wah Holdings Pte Ltd.

*Mr Wee Kok Wah is deemed to be interested in the shares held as follows:-*

Shares held by Mrs Dawn Wee Wai Ying	13,637,567
Shares held by Wah Holdings Pte Ltd	35,913,752
Total	<u>49,551,319</u>

*Mrs Dawn Wee Wai Ying is deemed to be interested in the shares held as follows:-*

Shares held by Mr Wee Kok Wah	41,954,554
Shares held by Wah Holdings Pte Ltd	35,913,752
Total	<u>77,868,306</u>

*Total number of issued shares: 235,586,244 ordinary shares as at 19 July 2017*

# Statistics of Shareholdings

As at 19 July 2017

Number of issued and paid-up shares	:	235,586,244
Class of shares	:	Ordinary shares
Voting rights	:	1 vote per share

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	18	0.69	318	0.00
100 - 1,000	144	5.51	85,330	0.04
1,001 - 10,000	1,246	47.72	7,779,487	3.30
10,001 - 1,000,000	1,183	45.31	63,804,826	27.08
1,000,001 AND ABOVE	20	0.77	163,916,283	69.58
<b>TOTAL</b>	<b>2,611</b>	<b>100.00</b>	<b>235,586,244</b>	<b>100.00</b>

Based on the information available to the Company as at 19 July 2017, approximately 49.79% of the issued ordinary shares of the Company is held in the hands of public and hence, Rule 723 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited is complied with.

## TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	WEE KOK WAH	41,954,554	17.81
2	WAH HOLDINGS PTE LTD	35,913,752	15.24
3	LIM & TAN SECURITIES PTE LTD	25,516,300	10.83
4	KWOK WAI YING DAWN	13,637,567	5.79
5	RAFFLES NOMINEES (PTE) LIMITED	9,885,300	4.20
6	CHIA KEE KOON	5,612,500	2.38
7	PHILLIP SECURITIES PTE LTD	4,321,250	1.83
8	DAIWA CAPITAL MARKETS SINGAPORE LIMITED	4,300,000	1.83
9	SEE LOP FU JAMES @ SHI LAP FU JAMES	3,800,000	1.61
10	HSBC (SINGAPORE) NOMINEES PTE LTD	2,827,560	1.20
11	DBS NOMINEES (PRIVATE) LIMITED	2,601,900	1.10
12	UOB KAY HIAN PRIVATE LIMITED	2,181,000	0.93
13	TEO KWANG CHWEE	1,836,000	0.78
14	KGI SECURITIES (SINGAPORE) PTE. LTD.	1,640,000	0.70
15	LIM YEW HOE	1,615,000	0.69
16	TAN YONG CHIANG OR TAN HUI LIANG	1,585,000	0.67
17	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	1,269,500	0.54
18	CHIANG KOK MENG	1,190,000	0.51
19	TEO CHENG TUAN DONALD	1,149,600	0.49
20	QUEK KAI CHUAN	1,082,000	0.46
	<b>TOTAL</b>	<b>163,918,783</b>	<b>69.58</b>

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of the Company will be held on Monday, 28 August 2017 at 3.00 p.m. at 19 Lok Yang Way, Singapore 628635 for the purpose of transacting the following business:-

## ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the financial year ended 30 April 2017. **Resolution 1**
2. To approve the Directors' fees of up to \$377,000 for the financial year ending 30 April 2018. **Resolution 2**  
*[See explanatory note (a)]*
3. To declare the payment of a first and final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 30 April 2017. **Resolution 3**
4. To re-elect Mr Sam Chong Keen, who is retiring pursuant to Article 99 of the Company's Constitution, as a Director of the Company. **Resolution 4**  
*[See explanatory note (b)]*
5. To re-elect Mr Goh Chee Wee, who is retiring pursuant to Article 99 of the Company's Constitution, as a Director of the Company. **Resolution 5**  
*[See explanatory note (c)]*
6. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **Resolution 6**

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

### 7. Share Issue Mandate

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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 may in their absolute discretion deem fit; and

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

# Notice of Annual General Meeting (Cont'd)

provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) the Company (as calculated in accordance with sub-paragraph (2) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding at the time this Resolution is passed; and
  - (b) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (i) above and this sub-paragraph (ii), “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution for the time being of the Company; and
- (iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 (d)]*

**Resolution 7**

# Notice of Annual General Meeting (Cont'd)

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 7 September 2017 at 5.00 p.m. for the purpose of determining shareholders' entitlement to the proposed first and final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 30 April 2017 (the "**Proposed Dividend**").

Duly completed registrable transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to 5.00 p.m. on 7 September 2017 will be registered before shareholders' entitlement to the Proposed Dividend is determined.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares as at 5.00 p.m. on 7 September 2017 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the Twenty-Eighth Annual General Meeting of the Company to be held on 28 August 2017, will be paid on 18 September 2017.

## By Order Of The Board

Lo Swee Oi  
Company Secretary

4 August 2017  
Singapore

## Explanatory Notes:

- (a) The proposed ordinary Resolution 2 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is, during the financial year ending 30 April 2018. The comparative amount for Directors' fees for the financial year ended 30 April 2017 is unchanged at S\$377,000.
- (b) Mr Sam Chong Keen, if re-elected, will continue to serve as a member of the Audit Committee and Chairman of the Nominating and Remuneration Committees. He is considered by the Board of Directors as an Independent Director. For more information on Mr Sam, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2017.
- (c) Mr Goh Chee Wee is considered by the Board of Directors as an Independent Director. For more information on Mr Goh, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2017.
- (d) The proposed ordinary resolution 7 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting to issue shares in the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.

# Notice of Annual General Meeting (Cont'd)

## Notes:

- (1) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak, and vote at the Annual General Meeting.
- (2) Where such member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak, and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to different share(s) held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

**“relevant intermediary”** means:

a banking corporation licensed under the Banking Act (Cap 19) of Singapore 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;

a person holding a capital markets services licence to provide custodial services to securities under the Securities and Futures Act (Cap 289) of Singapore and who holds shares in that capacity; or

the Central Provident Fund Board established by the Central Provident Fund Act (Cap 36) of Singapore, 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 or in accordance with that subsidiary legislation.

- (4) A proxy need not be a member of the Company.
- (5) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company located at 19 Lok Yang Way, Singapore 628635 not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

## Personal Data Privacy:

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



Megamarts	Address	Telephone	Mon - Sat	Sunday	P.H	Tyremarts	Address	Telephone	Mon - Sat	Sunday	P.H
1	Jurong, 19 Lok Yang Way, Jurong, S(628635)	6262 3355	8:30am - 7:00pm	10:30am-3:30pm	10:30am-3:30pm						
2	Macpherson, 455 Macpherson Road, S(368173)	6841 3355	9am - 7:00pm	10:30am-3:30pm	10:30am-3:30pm	10	East Coast, 355 East Coast Road, Caltex Service Station, S(428972)	6342 0981	9am - 7:00pm	10:30am-3:30pm	Closed
3	Changi, 31, Lovang Way, S(508729)	6542 3355	9am - 7:00pm	10:30am-3:30pm	10:30am-3:30pm	11	Leng Kee, No. 8 Kung Chung Road, S(159145)	6475 3355	9am - 7:00pm	10:30am-3:30pm	Closed
4	Bukit Batok, 50 Bukit Batok St 23, Midview Building, #02-19, S(659578)	6261 3355	9am - 7:00pm	10:30am-3:30pm	Closed	12	Shell Havelock, 548, Havelock Road S(169637)	6733 0129	9am - 7:00pm	Closed	Closed
5	Tampines, Blk 9006, Tampines St. 93, #01-196, S(528840)	6286 3355	9am - 7:00pm	Closed	Closed	13	Eng Neo, 648 Dunearn Road S(289629)	6234 3355	9am - 7:00pm	Closed	Closed
6	Ang Mo Kio, Blk 10, Ang Mo Kio Ind Park 2A, #01-14, Ang Mo Kio Autopoint, S(568047)	6483 3355	9am - 7:00pm	Closed	Closed	14	Tuas, 121 Tuas South Ave 5 S(637365)	6254 7570	8:30am - 7:00pm	Closed	Closed
7	Kaki Bukit, 10 Kaki Bukit Road 2, #01-11/12, First East Centre S(417868)	6636 3355	9am - 7:00pm	Closed	Closed	15	Yishun, 3700 Yishun Ring Road S(768590)	6257 5910	9am - 7:00pm	Closed	Closed
8	Kaki Bukit Synergy, 23 Kaki Bukit Road 4, #01-12/13, Synergy@Kaki Bukit, S(417801)	6702 3355	9am - 7:00pm	Closed	Closed						
9	Woodlands, 10 Admiralty Street, Northlink Building #01-85 S(757695)	6555 3355	9am - 7:00pm	10:30am-3:30pm	Closed						

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# STAMFORD TYRES CORPORATION LIMITED

Company Registration No: 198904416M  
(Incorporated in the Republic of Singapore)

## ANNUAL GENERAL MEETING PROXY FORM

### Important

1. A relevant intermediary may appoint more than two proxies to attend, speak, and vote at the Annual General Meeting. Please see Note 3 overleaf for the definition of "relevant intermediary".
2. For investors who have used their CPF monies to buy Stamford Tyres Corporation Limited shares, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors are requested to contact their respective Agent Banks if they have any queries regarding their appointment as proxies or the appointment of their Agent Banks as proxies for the Annual General Meeting.

I/We (Name) \_\_\_\_\_ NRIC/Passport No./Co. Regn. No. \_\_\_\_\_

of (Address) \_\_\_\_\_

being a member/members of Stamford Tyres Corporation Limited (the "**Company**") hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing the person, or either or both of the persons, referred to above, the Chairman of the Annual General Meeting (the "**Meeting**"), as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Meeting of the Company to be convened at 19 Lok Yang Way, Singapore 628635 on 28 August 2017 at 3.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Meeting.

No.	Resolutions	For	Against
	<b>ORDINARY BUSINESS</b>		
1.	Adoption of Directors' Statement, Auditor's Report and Audited Financial Statements		
2.	Approval of Directors' Fees		
3.	Declaration of First and Final Dividend		
4.	Re-election of Mr Sam Chong Keen as Director		
5.	Re-election of Mr Goh Chee Wee as Director		
6.	Re-appointment of Ernst & Young LLP as Auditor and authorization to Directors to fix their remuneration		
	<b>SPECIAL BUSINESS</b>		
7.	Authority to issue shares pursuant to the Share Issue Mandate		

(If you wish to exercise all your votes "For" or "Against", please indicate your vote with a tick "√". Alternatively, please indicate the number of votes "**For**" or "**Against**".)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

**Total number of shares held:**

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

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## NOTES

1. A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the Meeting.
2. Where such member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to different share(s) held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.  
“relevant intermediary” means:
  - (a) a banking corporation licensed under the Banking Act (Cap 19) of Singapore 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 to securities under the Securities and Futures Act (Cap 289) of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap 36) of Singapore, 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 or in accordance with that subsidiary legislation.
4. A proxy need not be a member of the Company.
5. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the Meeting will act as your proxy.
6. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
7. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register as defined in Section 81SF of the Securities and Futures Act (Cap 289) of Singapore, he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares.
8. If no number is inserted, this instrument of proxy will be deemed to relate to all shares held by the member.
9. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company located at 19 Lok Yang Way, Singapore 628635 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
10. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
11. Where an instrument appointing a proxy or proxies 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 instrument of proxy, failing which the instrument may be treated as invalid.
12. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act (Cap 50) of Singapore.
13. CPF Investors who buy shares in the Company may attend and cast their votes at the Meeting in person. CPF Investors who are unable to attend the Meeting but would like to vote may inform their respective Agent Banks to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF Investor shall be precluded from attending the Meeting.
14. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

### Personal Data Privacy:

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



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**BK/RD**



**FP/BK BZ**

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18 x 8	20-40	5	100-120
18 x 9	20-38	5	100-120

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