



Annual Report 2016

**PROJECTING A
STEADY GROWTH**



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Chairman's Message

We will continue to monitor the various markets to ensure that we are making the best investment decisions for the continued growth of our Group and for optimal returns to our shareholders.



DEAR SHAREHOLDERS,

MYP Ltd ("the Group"), with business operations focused on real-estate and related investments, experienced a challenging year given the global economic situation. The weak economic conditions that prevailed in 2015 resulted from the confluence of spiraling oil prices, China's financial and economic malaise, rising interest rates and stock market volatility. Singapore's key economic indicators deteriorated with the economy growing at only 2% for 2015 as compared to 3.3% in 2014.¹ Nevertheless, the Group has managed to grow revenue for our financial year ended 31 March 2016 ("FY2016").

FY2016 FINANCIAL AND OPERATIONAL REVIEW

In FY2016, the Group achieved revenue growth of 36.2% to S\$10.8 million from S\$8.0 million for the financial year ended 31 March 2015 ("FY2015"). The revenue growth was attributed to rental income generated by our subsidiary, Affreton Pte. Ltd. ("Affreton"). Despite our revenue growth in FY2016, the Group incurred a net loss of \$1.4 million due to higher finance costs on bank borrowings resulting from higher interest rates and a non-recurring negative goodwill of S\$46.7 million in FY2015.

The Group continued to maintain a strong balance sheet. The Group had a net cash inflow of S\$3.4 million as compared to S\$3.1 million in FY2015, with cash generated from operating

activities of S\$4.6 million, offset by cash used in investing activities and financing activities of S\$0.04 million and S\$1.2 million respectively. As at 31 March 2016, the Group's cash and cash equivalent, therefore, stood at S\$28.6 million, net of payment of dividends amounting to S\$1.0 million. Net asset value per ordinary share was 25.5 cents.

In light of the net loss incurred in FY2016, the Board is not recommending any dividend for this financial year.

INVESTMENT PERFORMANCE

The real estate sector in Singapore did not fare well in 2015. Already weakened by the Singapore Government's cooling measures, the sector was acutely impacted by the weak economic conditions and business sentiments. Prices and rentals of office space decreased by 0.1% and 6.5% respectively. Prices and rentals of private properties were also not spared the fallout from the worsening economic conditions. Prices of private residential properties fell by 3.7%, albeit a less sharp decline than the 4.0% decline in 2014. Rentals fell by 4.6%.²

Some of the properties within our portfolio were negatively impacted by the overall soft market sentiment. For FY2016, the commercial and residential properties made up 97.9% and 2.1% of revenue respectively. Our two commercial buildings, both of

¹ "Ministry of Trade and Industry, "MTI Maintains 2016 GDP Growth Forecast at 1.0 to 3.0 per cent". Available at: https://www.mti.gov.sg/ResearchRoom/SiteAssets/Pages/Economic-Survey-of-Singapore-2015/PR_4Q2015.pdf.

² Urban Redevelopment Authority, "Release of 4th Quarter 2015 real estate statistics". Available: <https://www.ur.gov.sg/uol/media-room/news/2016/jan/pr16-06.aspx>



Chairman's Message



which are situated at prime locations in the financial district, have a mix of established corporate and financial tenants. As at 31 March 2016, ABI Plaza, on Keppel Road, has a decreased occupancy of 77.7% due to non-renewal of certain expired tenancy agreements in FY2016. MYP Plaza, along Cecil Street, has an increased occupancy of 77.4% as at 31 March 2016 from an occupancy of 47.5% as at 30 September 2014. This was due to a higher number of tenants in FY2016. As for our three high-end residential condominium properties, one of the two units at Sky@Eleven on Thomson Road and the prestigious Saint Regis Residences on Tanglin Road, are tenanted despite the downturn in the private residential real estate sector.

The outlook for the property sector remains unclear. In the near term, at least, analysts do not see the market rebounding so quickly. The property market has experienced the longest continual fall in about 17 years. With the new supply of commercial and residential properties coming onto the market, rentals of both sectors will continue to be suppressed. 2.78 million sq ft of office space is scheduled to be delivered to the market in 2016, with vacancy set to increase gradually over the next few quarters. This, coupled with the economic headwinds, does not bode well for landlords as more occupiers, particularly from the financial sector, surrender more space.³ In terms of the private residential sector, although the number of new residential units in prime and non-prime districts fell due to developers delaying launches, rents are expected to decline further as the key drivers of the leasing market continue to remain weak. Reduced accommodation budgets and benefits for expatriates, tightening labour policies towards foreigners and the sluggish global economy are all anticipated to exert downward pressures on rentals.⁴ The government has also not signaled the possible relaxation of its cooling measures which analysts believe could boost the market.

OUR INVESTMENT STRATEGY

Given the outlook of the property sector, we will remain cautious in our investment decisions. The possible rise in interest rates will also make borrowing cost more expensive. Having said that, our overarching property investment and sustainable growth strategy remains unchanged. We aim to gradually build a portfolio encompassing a diversified spectrum of quality real estate assets in terms of location, tenant mix, rental yields and potential for capital appreciation. This strategy will be applied to all our markets of interest, with concentration being in the Southeast Asia region, for now.

While the current economic conditions remain hazy, given the anticipated United States interest rate hikes, exchange rate volatility, prevailing low oil and commodity prices, as well as a soft Chinese economy and depreciating currency, the long-term property investment potential of the region remains unchanged. There is a strong urbanisation trend, as is the case with most developing countries, a growing middle class and a young and increasingly highly educated population attracting investors into the region. These factors will positively impact the demand for residential and commercial properties. Nevertheless, the rate of growth across the region will be unequal and we will continue to monitor the various markets to ensure that we are making the best investment decisions for the continued growth of our Group and for optimal returns to our shareholders. Given the muted sentiments in the property market in 2016, and general outflow of capital into other global regions as investors deem returns in this region too low, we are confident that there will be good, quality assets that will come on the market which will meet our investment criteria of rental yields and/or capital appreciation. Markets such as Vietnam, Indonesia and Philippines, continue to offer possibilities with higher yields and growth potential.

³ JLL Asia Pacific Property Digest Q42015, "Bright Finish for Office Leasing in 2015".

⁴ JLL Asia Pacific Property Digest Q42015, "Bright Finish for Office Leasing in 2015".



This is reflected by the fact that there was strong transactional activity in the region, with the exception of Singapore. While Singapore's real estate sector is weak, given the pipeline of commercial properties coming on board, the residential property downward pricing pressures and weak economic outlook⁵, the county's economic fundamentals, stable political situation and position as a financial hub ensure that it is always a safe real estate investment haven. Therefore, the Group will continue to monitor the local market closely, exercising financial prudence with strong business acumen to ensure our investment decisions always further our aim of growth and returns for the Group and shareholders.

LOOKING AHEAD TO FY2017

We are cautiously optimistic of our performance in the coming year. According to the Ministry of Trade and Industry, Singapore's economy is expected to grow by 1.0 to 3.0%,⁶ taking into account the steep fall in oil prices and volatile financial markets. While the improvement in the advanced economies is expected to shore up growth, conditions in the emerging markets remain challenging. Of particular concern is the state of the Chinese economy which will have a profound effect on the region. With the rebalancing of its economy away from an industrial production and investment-driven focus, there are significant risks that its economy could slow down even more. Other downside risks such as capital outflows from the region and weak manufacturing, marine and construction sectors in Singapore which will have a spill-over effect on the rest of the economy, are possible derailment threats to Singapore's economy in 2016.

Nevertheless, given our strong financial position and clear blueprint for future growth, we are confident that the Group will be able to ride out the less than favourable market conditions, adhering to a sound business practice.

IN APPRECIATION

On behalf of the Board of Directors, I would like to extend appreciation to our management and staff for their hard work, commitment and loyalty. Our thanks also goes out to our principals, clients, business partners and our shareholders for their continued belief in and support of our organisation all throughout our years of association. I, for my part, would like to express my immense gratitude to our Board of Directors for their guidance and counsel, and for bringing their collective experience to the Group so that we continue to seize the best opportunities for growth and sustainability.

We look forward to FY2017 with a spirit of determination and resilience, confident that we are strong enough in our financials and in our management strategies to weather any downturn.

JONATHAN TAHIR

Executive Chairman

⁵ PWC, "Emerging Trends in Real Estate Asia Pacific 2016."

⁶ Ministry of Trade and Industry, "MTI Maintains 2016 GDP Growth Forecast at 1.0 to 3.0 Per Cent". Available at https://www.mti.gov.sg/ResearchRoom/SiteAssets/Pages/Economic-Survey-of-Singapore-2015/PR_4Q2015.pdf

Board of Directors



MR JONATHAN TAHIR
Executive Chairman

*Bachelor of Science in Business Administration,
National University of Singapore*

Served on the following Board Committees

Nominating Committee – Member

Background and experience

Mr Tahir is the Chairman of various listed and private companies in Indonesia since 2008. He oversees the operations and business of the Group and provides corporate direction and control.

Present Directorships in other listed companies

PT. Fajar Kharisma Nusantara
PT. Surya Cipta Inti Cemerlang
PT. Media Internusa Promosindo
PT. Ria Citra Karunia

Date of appointment as director: 27 July 2012

Date of last re-appointment as director: 31 July 2015

Length of services as director: 3 years and 8 months

(as at 31 March 2016)



MR SARDESAI KISHORE PRABHAKAR
Independent
Non-Executive Director

*Fellow Member of Institute of Chartered Accountants, India
Degree in Commerce and Law,
University of Mumbai, India*

Served on the following Board Committees

Audit Committee – Chairman
Remuneration Committee – Chairman

Background and experience

Mr Kishore has more than 34 years of experience in finance, management and promoting companies in the field of Financial Services and Information Technology. He is currently on the Board of various companies in India. He is also the Founder and Managing Director of Delphi Computech Group of companies engaged in consulting and training in the field of Enterprise solutions for the past 15 years.

As a Financial Consultant for the past 19 years, he is expert in IPO management, fund raising and financial advisory to large number of groups mainly in India and South East Asia.

Present Directorships in other listed companies

Nil

Date of appointment as director: 27 July 2012

Date of last re-appointment as director: 27 June 2014

Length of services as director: 3 years and 8 months

(as at 31 March 2016)



DR CLEMENT WANG KAI
Non-Executive Director
PhD in Engineering,
University of Waterloo, Canada

Served on the following Board Committees

Remuneration Committee – Member

Background and experience

Dr Wang is actively involved in a few non-profit organizations both in Asia and the U.S. He was a Visiting Professor with the Department of Strategy and Policy, NUS Business School, National University of Singapore (NUS).

Previously he was Executive Vice President at Overseas Union Enterprises Limited and has been a Director at Lippo Realty (Singapore) Pte Ltd, Food Junction Holdings Ltd and IPP Financial Services Holdings Ltd. He was a consultant to several SMEs as well as large organizations such as Asian Development Bank, Asian Productivity Organization, Cargill Asia Pacific, Great Eastern Life, Johnson & Johnson, Maritime Port Authority of Singapore, Nortel, and United Nations Industrial Development Organization. He has also worked as a Professional Engineer in both the automotive and electronics industries in Canada.

Present Directorships in other listed companies

Nil

Date of appointment as director: 27 July 2012

Date of last re-appointment as director: 27 June 2014

Length of services as director: 3 years and 8 months

(as at 31 March 2016)



**MRS ELIZABETH HO
NEE WONG CHING WAI**
Independent
Non-Executive Director
Master of Business
Administration (Accountancy)
Nanyang Technological
University, Singapore
Bachelor of Law, LLB (Hons)
National University of Singapore
Bachelor of Science, University
of Alberta, Canada

Served on the following Board Committees

Nominating Committee – Chairperson

Audit Committee – Member

Background and experience

Mrs Ho is a Director of KT Ho Pte Ltd and 2H Pte Ltd and a Non-Executive Director of Brilliant Bazaar Pte Ltd. She is also the managing partner of Ho Wong Law Practice LLC since 1994 and specializes in Real Estate, Corporate, Banking and Shipping matters.

Present Directorships in other listed companies

Nil

Date of appointment as director: 30 July 2012

Date of last re-appointment as director: 31 July 2015

Length of services as director: 3 years and 8 months

(as at 31 March 2016)

Board of Directors



PROFESSOR TAN CHIN TIONG

**Independent
Non-Executive Director**

*PhD in Business
Pennsylvania State University,
USA*

Served on the following Board Committees

Audit Committee – Member
Nominating Committee – Member

Background and experience

Professor Tan is Senior Advisor to the President of the Singapore Management University. He was the founding Provost and Deputy President of Singapore Management University from 1999 to 2009. He was the founding President of Singapore Institute of Technology from 2009 to 2013. He spent 20 years of his career at the National University of Singapore where he was Head of the School of Management, Chairman of Executive Programs of the Faculty of Business Administration, and Director of the NUS Office for Continuing Education.

Professor Tan was on the board of Citibank Singapore Ltd and several other listed companies. He was the non-executive chairman of Superior Multi-Packaging Ltd and chaired its executive committee. Professor Tan has served on committees of various government bodies.

Present Directorships in other listed companies

Health Management International Ltd
Imperium Crown Ltd
(formerly known as Communication Design International Limited)

Date of appointment as director: 1 January 2015

Date of last re-appointment as director: 31 July 2015

Length of services as director: 1 year and 3 months

(as at 31 March 2016)



DATO' AMIN RAFIE BIN OTHMAN

**Independent
Non-Executive Director**

*Joint Honours Degree in
Economics and International
Politics, University College of
Wales, Aberystwyth, United
Kingdom
Master of Business
Administration Degree, City
University of London, United
Kingdom*

Served on the following Board Committees

Remuneration Committee - Member

Background and experience

He is the Independent Non-Executive Deputy Chairman of WZ Steel Bhd, a company listed on Bursa Malaysia. Dato' Amin is currently also the Managing Director of Plymlymon Capital. In a career spanning 25 years, Dato' Amin has also held the positions of Managing Director of Dubai Group Sdn Bhd, CEO of Mayban Investment Sdn Bhd, MD of PJB Capital Sdn Bhd, Executive Director of Smith Zain Securities, Senior General Manager and Executive Director of Rashid Hussain Asset Management. He was also a past President of the Malaysian Association of Asset Managers and a member of the Listing Committee of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

He has also sat on the Board of Directors of several listed and private companies in the region such as Sun Hung Kai Ltd of Hong Kong, Tanayong Ltd of Thailand, China Enersave Ltd and the TAEL Fund of Singapore, VCBF Asset Management Ltd of Vietnam and Debao Properties Ltd of China.

Present Directorship in other listed company

WZ Satu Berhad, Malaysia

Date of appointment as director: 25 February 2016

Length of services as director: 1 month

(as at 31 March 2016)

Report on **Corporate Governance**

The Board of Directors (the “**Board**”) of MYP LTD. (the “**Company**”) is committed to achieving and maintaining a high standard of corporate governance within the Company and its subsidiaries (the “**Group**”). The Group has substantially complied with the recommendations of the Code of Corporate Governance 2012 (“**Code**”) through effective self-regulatory corporate practices to protect and enhance the interests of its shareholders.

This report describes the Group’s corporate governance processes and activities in conjunction with the Singapore Exchange Securities Trading Limited’s requirements that issuers describe its corporate governance practices with specific reference to the Code in its annual reports.

1. **BOARD MATTERS**

a. **The Board’s Conduct of Affairs** (*Principle 1*)

The Board currently comprises six directors. The principal functions of the Board are as follows:

- Formulate corporate strategies, financial objectives and directions for the Group;
- Ensure effective management leadership of the highest quality and integrity;
- Provide oversight in the proper conduct of the Group’s businesses;
- Oversee and/or evaluate the adequacy of the internal audit, risk management, financial reporting and compliance processes;
- Oversee and ensure high standards of corporate governance for the Group; and
- Consider sustainability issue such as environmental factors.

The Board also deliberates and makes decisions on material acquisitions and disposal of assets, corporate restructuring, dividend payments and other returns to shareholders and on matters that may involve a conflict of interest for any director.

All new directors are given an orientation of the Group’s business and governance practices, and all directors have access to information and further training on new developments, including new laws, regulations and changing commercial risks, at the Company’s expense.

To efficiently discharge its responsibilities, the Board has established several board committees, namely, Audit Committee (“**AC**”), Nominating Committee (“**NC**”) and Remuneration Committee (“**RC**”). These committees are given specific responsibilities and they are empowered by the Board to deal with matters within the limits of authority set out in the terms of reference of their appointments. They assist the Board operationally without the Board losing authority over major issues.

The Board holds at least four scheduled meetings each year to review and deliberate on the key activities and business strategies of the Group, including significant acquisitions and disposals, annual budget, financial performance and to endorse the release of the quarterly and annual financial results. Where necessary, additional meetings are held to address significant transactions or issues arising from the business operations of the Group.

Report on Corporate Governance

The frequency of Board, AC, NC and RC meetings held during the financial year and the attendance at those meetings are set out below:

Name of Director	Number of meetings attended during the financial year ended 31 March 2016			
	Board of Directors	Audit Committee	Nominating Committee	Remuneration Committee
Mr Jonathan Tahir (Executive Chairman)	4	#4	1	#1
Dr Clement Wang Kai ⁽²⁾ (Non-Executive)	4	1 and #3	#1	1
Mr Sardesai Kishore Prabhakar (Non-Executive and Independent)	4	4	1	1
Mrs Elizabeth Ho Nee Wong Ching Wai (Non-Executive and Independent)	4	4	1	1
Professor Tan Chin Tiong ^{(1)&(4)} (Non-Executive and Independent)	4	3 and #1	#1	#1
Dato' Amin Rafie Bin Othman ⁽⁵⁾ (Non-Executive and Independent)	NA	NA	NA	NA
Ms Dewi Victoria ⁽⁶⁾ (Deputy Executive Chairman)	1	#1	NA	NA
Mr Aryanto Agusmulyo ^{(3)&(7)} (Non-Executive and Independent)	3	#2	#1	#1
No. of meetings held	4	4	1	1

Reconstitution of Board Committees on 2 July 2015

- (1) Professor Tan Chin Tiong has been appointed as a member of the Audit Committee of the Company in place of Dr Clement Wang Kai with effect from 2 July 2015.
- (2) Dr Clement Wang Kai has been appointed as a member of the Nominating Committee of the Company in place of Mr Sardesai Kishore Prabhakar with effect from 2 July 2015.
- (3) Mr Aryanto Agusmulyo has been appointed as a member of the Remuneration Committee of the Company in place of Mrs Elizabeth Ho Nee Wong Ching Wai with effect from 2 July 2015.

Change of composition of the Board and Reconstitution of Board Committees on 25 February 2016

- (4) Professor Tan Chin Tiong has been appointed as a member of the Nominating Committee of the Company in place of Dr Clement Wang Kai with effect from 25 February 2016.
- (5) Dato' Amin Rafie Bin Othman has been appointed as an Independent Non-Executive Director and a member of the Remuneration Committee of the Company in place of Mr Aryanto Agusmulyo with effect from 25 February 2016.
- (6) Ms Dewi Victoria resigned as the Deputy Executive Chairman and Chief Financial Officer with effect from 25 February 2016.
- (7) Mr Aryanto Agusmulyo resigned as an Independent Non-Executive Director with effect from 25 February 2016.

By Invitation

NA Not applicable

b. Board Composition and Guidance (Principle 2)

The Company believes that there should be a strong and independent element on the Board in order for it to exercise objective judgment on corporate and business affairs. Hence, the Board comprises six (6) Directors, five (5) of whom are Non-Executive Directors, of which four (4) are independent, and the AC, the RC and the NC are constituted in compliance with the Code. The Company also believes that the Independent Directors should be selected for their diverse expertise so that they can provide a balance of views.

The Board considers an Independent Director as one that has no relationship with the Company, its related corporations, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement with a view to the best interests of the Company. Under this definition, half of the Board is considered independent.

Report on **Corporate Governance**

The NC reviews the independence of each Director annually, and as and when circumstances require. The NC adopts the Code's definition of what constitutes an Independent Director in its review and also considers any other salient factors.

None of the Directors have served on the Board for more than nine (9) years from the date of their first appointment.

The NC is of the view that the current composition of the Board exhibits a level of independence that sufficiently enables the Board to exercise objective judgment on corporate affairs independently from the Management. The NC is also of the view that no individual or small groups of individuals dominate the Board's decision-making processes. The Board has determined, taking into account the views of the NC, that each Independent Director is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, that Director's judgement.

Our directors' profiles are set out on pages 6 to 8 of this Annual Report. Our Board members have the appropriate breadth and depth of expertise and experience.

The current Board composition provides a diversity of knowledge and experience to the Company as follows:–

Balance and Diversity of the Board		
Core Competencies	Number of Directors	Proportion of Board
Accounting or finance	6	100%
Business management	6	100%
Legal or corporate governance	4	67%
Relevant industry knowledge or experience	6	100%
Strategic planning experience	6	100%
Customer based experience or knowledge	4	67%
Gender		
Male	5	83%
Female	1	17%

c. **Role of Executive Chairman ("Chairman") and Chief Executive Officer ("CEO")** **(Principle 3)**

Mr Jonathan Tahir is the Executive Chairman and acting CEO of the Group. His role is to oversee the overall management, strategic planning and business operations and development as well as finance and risk management of the Group.

The Board is of the opinion that it is not necessary to separate the roles of the Chairman and the CEO after taking into account the size, scope and nature of the operations of the Group. Although the roles of Chairman and CEO are not separate, the Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual or groups of individuals exercising any considerable concentration of power or influence and there is accountability for good corporate governance.

The Board is of the view that it is currently in the best interests of the Group to adopt a single leadership structure.

Report on Corporate Governance

The Board is of the view that there is a balance of power and authority with the various Committees chaired by the Independent Directors. As more than half of the Board comprise independent directors, no lead independent director has been appointed. The Company will review should such a need arise.

Executive Committee

The Executive Committee (the “**Exco**”) has been dissolved with effect from 25 February 2016. Following the dissolution, the responsibilities of the Exco has been undertaken by the Board.

The Chairman is assisted by the management team in the daily operations and administration of the Group’s business activities and in the effective implementation of the Group’s business strategies. Information on key executives is set out on page 16 of this Annual Report.

The Chairman also oversees the workings of the Board, ensuring that the Board is able to perform its duties and that there is a flow of information between the Board and the management. The Chairman reviews most of the board papers before they are presented to the Board. The management staff who have prepared the papers, or who may provide additional insights, are invited to present the papers or attend the board meetings.

d. Board Membership (Principle 4)

We believe that board renewal must be an on-going process to ensure good governance and maintain relevance to the changing needs of the Group’s businesses.

Nominating Committee

To achieve a formal and transparent process for the appointment and re-appointment of directors to the Board, the NC is responsible for identifying and selecting new directors. The Chairman of the NC is an independent director and is not associated with any substantial shareholder, and the majority of the NC members are independent. The NC currently comprises:

Mrs Elizabeth Ho Nee Wong Ching Wai	Chairperson
Professor Tan Chin Tiong	Member
Mr Jonathan Tahir	Member

The NC’s key terms of reference, describing its responsibilities, include:

- (a) Reviewing and recommending the appointment and re-appointment of the Directors having regard to the Director’s contribution and performance, including attendance, preparedness and participation;
- (b) Determining on an annual basis whether or not a Director is independent in accordance to the Code;
- (c) Reviewing the training and professional development programs for the Board;
- (d) Reviewing a Director’s multiple board representations on various companies and deciding whether or not such Director is able to and has been adequately carrying out his duties as Director; and
- (e) Deciding on how the Board’s performance is to be evaluated and proposing objective performance criteria, subject to the approval by the Board.

Report on **Corporate Governance**

Currently, none of the Directors hold more than four directorships in other listed companies. The Board has not fixed the maximum number of listed company board representations and other principal commitments which any Director may hold. It will do so when deemed necessary.

All the directors are subject to the provisions of the Company's Constitution whereby one-third of the directors are required to retire and subject themselves to re-election ("**one-third rotation rule**") by the shareholders at every annual general meeting ("**AGM**").

A newly appointed director will have to submit himself for re-election at the AGM immediately following his appointment and, thereafter, he is subjected to the one-third rotation rule.

Key information of each director is set out on pages 6 to 8 of this Annual Report.

e. Board Performance **(Principle 5)**

The NC is responsible for assessing:

- the effectiveness of the Board as a whole and its board committees; and
- the contribution by the Chairman and each individual director to the effectiveness of the Board.

The Board's performance is assessed through its ability to steer the Group in the right direction and the support it renders to the management during difficult times. For the purpose of evaluating directors' and board committees' performance, the NC takes into consideration a number of factors including the directors' attendance, participation and contributions at the main board and board committee meetings and other Company's activities.

The NC uses its best efforts to ensure that directors appointed to the Board possess the necessary background, experience, skills and knowledge in management, business and finance, which are critical to the Group's business; and that each director is able to contribute his perspective, thus allowing effective decisions to be made. The NC conducts reviews of the Board's performance taking into account inputs from the other Board members.

f. Access to Information **(Principle 6)**

The Board is provided with timely and complete information prior to Board meetings and on an on-going basis and board papers are distributed in advance of each meeting of Directors. The Company circulates copies of the minutes of the meetings of all board committees to all members of the Board to keep them informed of on-going developments within the Group. New members are briefed on the business activities of the Group.

The Board has separate and independent access to the senior management and the Company Secretary at all times. If necessary, the Board may, in furtherance of their duties, obtain independent professional advice at the Company's expense.

The Company Secretary attends all board meetings, ensures that established procedures and regulatory requirements as well as board policies are complied with and that the directors receive appropriate training as necessary.

Report on **Corporate Governance**

2. REMUNERATION MATTERS

Procedures for developing remuneration policies (*Principle 7*)

Level and mix remuneration (*Principle 8*)

Disclosure on remuneration (*Principle 9*)

We believe in adopting a formal and transparent procedure for fixing the remuneration packages of the directors and key management so as to ensure that the level of remuneration should be appropriate to attract, retain and motivate the directors and key management needed to run the Group's business successfully.

a. Remuneration Committee

The RC was formed to achieve this formal and transparent process to evaluate the remuneration packages of the directors and key management. The RC comprises entirely of Non-Executive Directors, majority of whom, including the Chairman, are independent:

Mr Sardesai Kishore Prabhakar	Chairman
Dr Clement Wang Kai	Member
Dato' Amin Rafie Bin Othman	Member

The RC's key terms of reference, describing its responsibilities, include:

- (a) To recommend to the Board all matters relating to remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, and benefits-in-kind, of the Directors and key management personnel;
- (b) To review and ensure that the level and structure of remuneration of the Directors and key management personnel should be aligned with the long-term interest and risk policies of the Company;
- (c) To structure a significant and appropriate proportion of executive directors' and key management personnel's remunerations so as to link rewards to corporate and individual performance; and to ensure such remunerations should be aligned with the interests of shareholders and promote the long-term success of the Company; and
- (d) To review and ensure the remuneration of non-executive directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent, and responsibilities of the directors, and they should not be over-compensated to the extent that their independence may be compromised.

The RC meets at least once a year. In its deliberations, the RC takes into consideration the industry practices and norms for remuneration packages. The RC may obtain independent professional advice at the Company's expense.

No director is involved in any discussion relating to his own remuneration, the terms and conditions of service or the review of his own performance.

All directors are paid a fixed board fee and no additional fees are payable to a director for appointment as a chairman or member of a particular committee according to their service agreement. The recommendations made by the RC in relation to such board fees are subject to approval by shareholders at the AGM.

Report on Corporate Governance

b. Disclosure on Directors' Fees and Remuneration

The directors' fees and remuneration paid/payable by the Group and its associated companies are as follows:

	The Group	
	2016	2015
	\$'000	\$'000
Paid and payable by the Group:		
Directors' fees		
– Directors of the Company	500	439
– Other directors of subsidiaries	–	–
Directors' remuneration		
– Directors of the Company	–	–
– Other directors of subsidiaries	–	–
Paid and payable by the associated companies:		
Directors' fees and remuneration		
– Directors of the Company	–	–
	500	439

The following table shows the composition (in percentage terms) of the remuneration of the directors for the financial year ended 31 March 2016.

	Directors'				
	Salaries	Bonuses	Fees	Others	Total
Name of directors	%	%	%	%	%
Below \$250,000					
– Mr Jonathan Tahir	–	–	100	–	100.0
– Dr Clement Wang Kai	–	–	100	–	100.0
– Mr Sardesai Kishore Prabhakar	–	–	100	–	100.0
– Mrs Elizabeth Ho Nee Wong Ching Wai	–	–	100	–	100.0
– Professor Tan Chin Tiong	–	–	100	–	100.0
– Dato' Amin Rafie Bin Othman	–	–	100	–	100.0
– Ms Dewi Victoria ⁽¹⁾	–	–	100	–	100.0
– Mr Aryanto Agusmulyo ⁽²⁾	–	–	100	–	100.0

(1) Ms Dewi Victoria resigned as the Deputy Executive Chairman and Chief Financial Officer with effect from 25 February 2016.

(2) Mr Aryanto Agusmulyo resigned as an Independent Non-Executive Director with effect from 25 February 2016.

For competitive reasons, the Company is only disclosing the bands of remuneration for each Director.

Report on Corporate Governance

c. Key Executives and Remuneration Policy

The Company adopts a remuneration policy for staff comprising a fixed component and a variable component. The fixed component is in the form of a base salary and allowances. The variable component is in the form of a variable bonus that is linked to the Company and each individual's performance.

Details of remuneration paid to the key executives of the Group (who are not directors) for the year ended 31 March 2016 are all below \$250,000. A breakdown of the level and mix of the remuneration of the key executives is as follows:

Name of key executives	Salary %	Bonus %	Directors' fees %	Other benefits %	Total %
Below \$250,000					
– Mr William Neo	92	8	–	–	–
– Ms Beatrice Goh	94	6	–	–	–

In view of the competitive nature of the Company's business and to ensure retention of its key management team, the Company is only disclosing the remuneration for each key executive in the band of S\$250,000.

The aggregate amount of the total remuneration paid to the key executives (who are not Directors or CEO) is S\$185,000 for the financial year ended 31 March 2016.

During the financial year ended 31 March 2016, no key executive was an immediate family member of any Director or Executive Chairman of the Company.

3. ACCOUNTABILITY AND AUDIT

Accountability (*Principle 10*)

Audit Committee (*Principle 12*)

The AC comprises entirely of Non-Executive Directors, majority of whom, including the Chairman, are independent, and have accounting or related financial management expertise or experience:

Mr Sardesai Kishore Prabhakar	Chairman
Mrs Elizabeth Ho Nee Wong Ching Wai	Member
Professor Tan Chin Tiong	Member

The AC's scope of work is governed by written terms of reference. Specifically, the AC meets on a periodic basis to perform the following functions:

- Nominates the external auditors for appointment or re-appointment and reviews the level of audit fees;
- Reviews the audit plans and scope of work of the internal and external auditors;
- Reviews the findings of the internal and external auditors and the response from management;
- Reviews the effectiveness of the internal audit function;

Report on **Corporate Governance**

- Reviews the internal and external auditors' evaluation of the adequacy of the Group's system of accounting and internal controls;
- Reviews any interested person transactions;
- Reviews the Group's quarterly and annual financial results announcements and the financial statements of the Group and of the Company as well as the auditors' report thereon before they are submitted to the Board for approval;
- Reviews legal and regulatory matters that may have a material impact on the financial statements;
- Reports actions and minutes of the AC to the Board; and
- Reviews the cost effectiveness of the audit and the independence and objectivity of the external auditors.

The AC is given full access to, and receives full cooperation from the management. The AC has full discretion to invite any director or management staff to attend its meetings. It is empowered to investigate any matters relating to the Group's accounting, auditing, internal controls and/or financial practices that are brought to its attention; and has full access to records, resources and personnel to enable it to discharge its functions properly and effectively.

During the financial year, the AC met, one of which was with the external auditors to discuss and review the financial statements and with the internal auditors on compliance with established internal controls of the Group.

Formal procedures are in place for the internal and external auditors to report their findings and recommendations to the management and AC. The internal and external auditors have unrestricted access to the AC. In addition, the AC meets up with the external auditors at least once a year without the presence of the management, in order to have free and unfiltered access to information that it may require.

The AC has reviewed the independence of the Company's external auditors and is satisfied with the independence and objectivity of the external auditors. The aggregate amount of fees paid/payable to the external auditors of the Company and subsidiaries for audit services was \$92,000 and \$20,000 was paid to internal auditors for internal audit services. There were no non-audit services provided by the external auditors for the financial year ended 31 March 2016.

The AC has recommended that KPMG LLP be nominated for re-appointment as auditors at the forthcoming Annual General Meeting. In recommending the re-appointment of the auditors, the AC considered and reviewed a number of key factors, including amongst other things, adequacy of the resources and experience of supervisory and professional staff as well as the audit engagement partner to be assigned to the audit, and the size and complexity of the Group and its businesses and operations. The Group has also complied with Rules 712 and 715(1) of the SGX-ST Listing Manual in relation to the appointment of its external auditors.

The Group has in place the Whistle-Blower Policy and Procedures, pursuant to which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. This helps to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow up action.

The AC members take measures to keep abreast of changes of accounting standards and issues which have a direct impact on financial statements through attending training and seminars as well as receiving updates from the Group's external auditors.

Report on **Corporate Governance**

4. **INTERNAL CONTROLS AND INTERNAL AUDIT**

Risk Management and Internal Controls (*Principle 11*)

Internal Audit (*Principle 13*)

The internal audit function of the Group has been outsourced to Foo Kon Tan Advisory Services Pte Ltd to strengthen the internal audit function and promote sound risk management, including financial, operational and compliance controls and good corporate governance.

The IA reports directly to the AC Chairman on audit matters, and to the Executive Chairman on administrative matters. The AC is satisfied that the appointed IA meets and has carried out its function according to the standards set by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The AC is satisfied that the internal audit function is adequately resourced and comprehensively covers the major activities within the Group.

Based on the internal controls established and maintained by the Group, the AC and the Board are of the opinion that the Group's internal controls, addressing financial, operational, compliance and information technology controls, and risk management systems, were adequate and effective.

This is in turn also supported by the assurance from the Executive Chairman and the Financial Controller:

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

a. Risk Management

The Group has identified the following key risk areas:

- Investment risk
- Operational risk
- Compliance and legal risk
- Financial risk

i. Investment risk

Investments and acquisitions are undertaken only after extensive and satisfactory due diligence work has been conducted and must be consistent with the Group's strategies in focusing on the Group's businesses. All major investment proposals are carefully evaluated and must meet minimum threshold hurdles and be assessed to be within tolerable risks parameters and they must be submitted to the Board of Directors for approval.

Report on **Corporate Governance**

ii. **Operational risk**

The Group's operating risk is managed at each operating unit and monitored at the Group level. As operational risk cannot be eliminated completely, the Group has to weigh the cost and benefit in managing these risks. The Group maintains sufficient insurance coverage taking into account the cost of cover and the risk profiles of the business in which it operates. The Internal Audit team complements the management's role by providing an independent perspective on the controls that help to mitigate any operational risks.

iii. **Compliance and legal risk**

Although the operating business units are responsible for ensuring compliance with the relevant laws and regulations, the Group also obtained advice from external legal advisors where necessary.

iv. **Financial risk**

The Group's financial risk management's objectives and policies are set out in note 25 of the Notes to the Financial Statements, found on pages 56 to 60 of the Annual Report.

b. **Dealings in Company's Securities**

The Group has implemented appropriate guidelines on dealings in the Company's securities in compliance with the best practices as set out in Rule 1207(19) of the SGX-ST Listing Manual. All Directors and staff of the Group are not allowed to trade in the Company's securities during the periods commencing two weeks and one month before the announcement of the Company's quarterly and full year financial results respectively. To facilitate compliance, reminders are issued to all directors and staff prior to the applicable trading black-outs. Our directors and staff, who are expected to observe insider trading laws at all times, are also discouraged from dealing in the Company's securities on short-term considerations.

5. **COMMUNICATION WITH SHAREHOLDERS** *(Principles 14 and 15)*

The Company places great emphasis on regular, effective and open communication with our shareholders. The announcements of the Group's financial results and material developments are released through SGXNET on the SGX's website in a timely manner to ensure fair disclosure of information.

All shareholders receive the annual report and notices of all shareholder meetings. The notices for such meetings are also advertised in a local newspaper and made available on SGXNET. The chairpersons of the various board committees and the external auditors are invited to be present at our general meetings, to address any queries from our shareholders.

The Company does not have a formal dividend policy. The form, frequency and amount of dividends declared each year will take into consideration the earnings, general financial condition, results of operations, capital requirements, cash flow, general business conditions and other factors as the Board may deem appropriate. No dividend was declared in respect of the financial year ended 31 March 2016 as the Company was not profitable.

Report on **Corporate Governance**

6. CONDUCT OF SHAREHOLDER MEETINGS

(Principles 16)

At general meetings, shareholders of the Company will be given the opportunity to present their views and to put questions regarding the Group to Directors and Management. The Directors and Management will be present at these meetings to address any questions that shareholders may have. The external auditors will also be present to assist the Board in addressing queries by shareholders.

Currently, the Constitution of the Company allows a member of the Company to appoint up to two proxies to attend and vote at general meetings. Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), a member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote in his stead. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

For the time being, the Board is of the view that this is adequate to enable shareholders to participate in general meetings of the Company and is not proposing to amend its Constitution to allow votes in absentia. Separate resolutions on each distinct issue are tabled at general meetings and voting on each resolution by poll is carried out systematically with proper recording of votes cast and the resolution passed.

7. INTERESTED PERSON TRANSACTIONS ("IPT")

The Company has established a procedure for recording and reporting interested person transactions. There was no significant interested person transaction for the financial year ended 31 March 2016 except for Mr Jonathan Tahir had provided non-interest bearing guarantees to secure our Group's obligations for the bank loans.

8. MATERIAL CONTRACTS

There were no other material contracts or loan entered into by the Company and its subsidiaries involving the interests of the Executive Chairman, any director or controlling shareholder, which are either subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year, save for the following:

- (a) The shareholder loans in the aggregate amount of \$51.8 million (as at 31 March 2016) extended by Mr Jonathan Tahir to Grace Shine Pte Ltd, Affreton Pte Ltd and the Company; and
- (b) The service agreement between the Executive Directors and the Company.

9. CORPORATE DISCLOSURE

The Company believes that a high level of disclosure is essential to enhance the standard of corporate governance. Hence, the Company is committed to provide a high level of disclosure in all public announcements, press releases and annual reports.



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Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial year ended 31 March 2016.

In our opinion:

- (a) the financial statements set out on pages 28 to 64 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2016, the changes in equity of the Group and the Company and the financial performance and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards; and
- (b) at the date of this statement, having regard to the continued financial and other support as necessary from a shareholder, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Directors

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

Jonathan Tahir
 Clement Wang Kai
 Sardesai Kishore Prabhakar
 Elizabeth Ho Nee Wong Ching Wai
 Tan Chin Tiong
 Dato' Amin Rafie Bin Othman (appointed on 25 February 2016)

Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Companies Act, Chapter 50 (the Act), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:

	Holdings at beginning of the year	Holdings at end of the year
MYP Ltd.		
<u>Ordinary shares</u>		
Jonathan Tahir		
Interests held	886,653,577	886,653,577
Deemed interests	22,687,125	22,687,125
Clement Wang Kai		
Deemed interests	11,351,250	11,351,250

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Except as disclosed under the "Share options" section of this statement, 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 in or debentures of the Company or any other body corporate.

Share options

The Share Option Scheme (the "Option Scheme") of the Company was approved and adopted by its members at an Extraordinary General Meeting held on 6 January 2006. The Option Scheme is administrated by the Company's Remuneration Committee.

Other information regarding the Option Scheme is set out below:

- (a) The subscription price of the options may be set at:
 - equal to the average of the last dealt prices of the Company's shares on the Singapore Exchange (SGX) for the three consecutive trading days immediately preceding the date of the offer of the option (the Market Price Option); or
 - a discount to the market price of the Company's shares on the SGX provided the maximum discount which may be given does not exceed twenty per cent of the market price in respect of that option (the Incentive Option).
- (b) The Market Price Option may be exercised one year after the relevant date of offer. The Incentive Option may be exercised two years after the relevant date of offer.
- (c) Options granted to Group executives will cease to be exercisable after the tenth anniversary of the relevant date of offer unless they have been cancelled or have lapsed prior to that date. Options granted to non-executive directors and associated companies' executives will cease to be exercisable after the fifth anniversary of the relevant date of offer unless they have been cancelled or have lapsed prior to that date.

Date of grant refers to the vesting date whereby the employees become unconditionally entitled to the options.

No share options were granted during the financial year and there were no share options outstanding as at the reporting date.

There were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year.

Share-based incentive

The Company's Performance Share Plan (the "Share Plan") was approved at the Company's Extraordinary General Meeting held on 6 January 2006. The Company's Remuneration Committee administers the Share Plan.

The Share Plan is a share-based incentive to reward participants by the award of new shares (the "Shares") in the Company, which are given free of charge to the participants according to the extent to which their performance targets are achieved at the end of a specified performance period.

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

The selection of a participant and the number of Shares granted to a participant shall be determined at the absolute discretion of the Remuneration Committee, which shall take into account the participant's rank, job performance, years of service, potential for future development and contributions to the success and development of the Group.

Since the commencement of the Share Plan, no Shares have been awarded.

Audit Committee

The members of the Audit Committee during the year and at the date of this report are:

Sardesai Kishore Prabhakar (Chairman), non-executive director
Elizabeth Ho Nee Wong Ching Wai, non-executive director
Tan Chin Tiong, non-executive director

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The Audit Committee has held three meetings since the last directors' report. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the internal and external auditors;
- half-yearly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company, subsidiaries and significant associated companies, we have complied with Rules 712 and 715 of the SGX Listing Manual.

Directors' Statement

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

Auditors

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

Jonathan Tahir

Director

Elizabeth Ho Nee Wong Ching Wai

Director

Singapore

15 June 2016

Independent **Auditors' Report**

Members of the Company
MYP Ltd.

Report on the financial statements

We have audited the accompanying financial statements of MYP Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 March 2016, the statements of changes in equity of the Group and the Company for the financial year then ended, the consolidated statement of comprehensive income and cash flows of the Group for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 28 to 64.

Management's responsibility for the financial statements

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

Auditors' responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2016, the changes in equity of the Group and the Company and the financial performance and cash flows of the Group for the year ended on that date.

Independent **Auditors' Report**

Members of the Company
MYP Ltd.

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.

KPMG LLP

*Public Accountants and
Chartered Accountants*

Singapore
15 June 2016

Consolidated Statement of Comprehensive Income

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

	Note	Group	
		2016 \$'000	2015 \$'000
Revenue	4	10,831	7,954
Other income	5	53	5,571
Negative goodwill	21	–	46,652
Depreciation expense on property, plant and equipment	10	(6)	(11)
Staff costs		(974)	(657)
Direct operating expenses of investment properties		(2,976)	(1,721)
Professional fees		(106)	(549)
Other expenses		(1,138)	(994)
Total expenses		(5,200)	(3,932)
Results from operating activities		5,684	56,245
Finance income		122	165
Finance costs		(6,931)	(3,032)
Net finance costs	7	(6,809)	(2,867)
(Loss)/profit before taxation		(1,125)	53,378
Tax expense	8	(270)	(298)
(Loss)/profit for the year	6	(1,395)	53,080
Other comprehensive income, net of tax		–	–
Total comprehensive income		(1,395)	53,080
Total comprehensive income attributable to:			
Owners of the Company		(1,395)	51,408
Non-controlling interest		–	1,672
Total comprehensive income for the year		(1,395)	53,080
(Loss)/earnings per share	9		
Basic (cents)		(0.13)	11.3
Diluted (cents)		(0.13)	11.3

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

Statement of Financial Position

AS AT 31 MARCH 2016

		Group		Company	
	Note	2016	2015	2016	2015
		\$'000	\$'000	\$'000	\$'000
Assets					
Property, plant and equipment	10	3,136	2,985	–	–
Investments in subsidiaries	11	–	–	161,686	161,686
Investment properties	12	510,730	510,690	–	–
Non-current assets		513,866	513,675	161,686	161,686
Trade and other receivables	13	1,100	1,120	45	47
Cash and cash equivalents	14	28,578	25,206	12,965	13,177
Current assets		29,678	26,326	13,010	13,224
Total assets		543,544	540,001	174,696	174,910
Equity					
Share capital	15	157,613	157,613	164,401	164,401
Capital reserves	16	46,677	46,677	(456)	(456)
Retained earnings		63,145	65,588	4,675	4,904
Equity attributable to owners of the Company		267,435	269,878	168,620	168,849
Non-controlling interest	23	–	–	–	–
Total equity		267,435	269,878	168,620	168,849
Liabilities					
Other payables	19	1,706	1,520	–	–
Bank borrowings – secured	17	220,146	128,000	–	–
Amount owing to a shareholder	18	–	34,314	–	–
Non-current liabilities		221,852	163,834	–	–
Trade and other payables	19	2,254	2,874	576	561
Amount owing to a shareholder	18	51,841	10,867	5,500	5,500
Bank borrowings – secured	17	–	92,146	–	–
Current tax liabilities		162	402	–	–
Current liabilities		54,257	106,289	6,076	6,061
Total liabilities		276,109	270,123	6,076	6,061
Total equity and liabilities		543,544	540,001	174,696	174,910

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

Statement of Changes in Equity

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

Group	Note	Share capital \$'000	Capital reserves (note 16) \$'000	Retained earnings \$'000	Total attributable to the owners of the Company \$'000	Non-controlling interest (note 23) \$'000	Total equity \$'000
At 1 April 2014		29,415	–	15,147	44,562	114,901	159,463
Total comprehensive income		–	–	51,408	51,408	1,672	53,080
Contribution by and distribution to owners							
Dividends paid	20	–	–	(967)	(967)	–	(967)
Total contribution by and distribution to owners		–	–	(967)	(967)	–	(967)
Changes in ownership interests in subsidiaries							
Acquisition of non-controlling interest without a change in control	22	63,437	47,636	–	111,073	(116,573)	(5,500)
Acquisition of a subsidiary	21	64,761	–	–	64,761	–	64,761
Share issue/transaction costs		–	(959)	–	(959)	–	(959)
Total changes in ownership interests in subsidiaries		128,198	46,677	–	174,875	(116,573)	58,302
Total transactions with owners		128,198	46,677	(967)	173,908	(116,573)	57,335
At 31 March 2015		157,613	46,677	65,588	269,878	–	269,878
At 1 April 2015		157,613	46,677	65,588	269,878	–	269,878
Total comprehensive income		–	–	(1,395)	(1,395)	–	(1,395)
Contribution by and distribution to owners							
Dividends paid	20	–	–	(1,048)	(1,048)	–	(1,048)
Total contribution by and distribution to owners		–	–	(1,048)	(1,048)	–	(1,048)
Total transactions with owners		–	–	(1,048)	(1,048)	–	(1,048)
At 31 March 2016		157,613	46,677	63,145	267,435	–	267,435

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

Statement of Changes in Equity

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

Company	Note	Share capital \$'000	Capital reserves (note 16) \$'000	Retained earnings \$'000	Total equity \$'000
At 1 April 2014		36,203	–	7,622	43,825
Total comprehensive income		–	–	(1,751)	(1,751)
Contribution by and distribution to owners					
Dividends paid	20	–	–	(967)	(967)
Total contribution by and distribution to owners		–	–	(967)	(967)
Changes in ownership interest in subsidiaries					
Acquisition of non-controlling interest without a change in control	22	63,437	–	–	63,437
Acquisition of a subsidiary	21	64,761	–	–	64,761
Share issue costs		–	(456)	–	(456)
Total changes in ownership interests in subsidiaries		128,198	(456)	–	127,742
Total transaction with owners		128,198	(456)	(967)	126,775
At 31 March 2015		164,401	(456)	4,904	168,849
At 1 April 2015		164,401	(456)	4,904	168,849
Total comprehensive income		–	–	819	819
Contribution by and distribution to owners					
Dividends paid	20	–	–	(1,048)	(1,048)
Total contribution by and distribution to owners		–	–	(1,048)	(1,048)
Total transaction with owners		–	–	(1,048)	(1,048)
At 31 March 2016		164,401	(456)	4,675	168,620

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

Consolidated Statement of Cash Flows

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

		Group	
	Note	2016 \$'000	2015 \$'000
Cash flows from operating activities			
(Loss)/profit for the year		(1,395)	53,080
Adjustments for:			
Depreciation expense on property, plant and equipment	10	6	11
Write-off of renovation cost	10	–	9
Net finance costs	7	6,809	2,867
Negative goodwill	21	–	(46,652)
Revaluation gain from investment properties	12	(40)	(5,112)
Tax expense	8	270	298
		5,650	4,501
Changes in:			
Trade and other receivables		20	600
Trade and other payables		(569)	270
Cash generated from operations		5,101	5,371
Tax paid		(512)	(246)
Net cash from operating activities		4,589	5,125
Cash flows from investing activities			
Acquisition of a subsidiary, net of cash acquired	21	–	4,344
Acquisition of property, plant and equipment	10	(157)	(1)
Capital expenditure on investment property	12	–	(1,098)
Interest received		122	79
Net cash (used in)/from investing activities		(35)	3,324
Cash flows from financing activities			
Increase/(decrease) in amount owing to a shareholder		5,975	(548)
Share issue costs		–	(456)
Acquisition-related costs	22	–	(503)
Interest paid		(6,109)	(2,890)
Dividends paid	20	(1,048)	(967)
Net cash used in financing activities		(1,182)	(5,364)
Net change in cash and cash equivalents		3,372	3,085
Cash and cash equivalents at beginning of the year		25,206	22,121
Cash and cash equivalents at end of the year	14	28,578	25,206

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

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 15 June 2016.

1. DOMICILE AND ACTIVITIES

MYP Ltd. (the "Company") is a company incorporated in Singapore and listed on the Singapore Exchange. The address of the Company's registered office is 135 Cecil Street, #14-01 MYP Plaza, Singapore 069536.

The financial statements of the Group as at and for the year ended 31 March 2016 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

The principal activity of the Company is that of investment holding. The principal activities of the Group are those of investment holding and investment in real-estate properties.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (FRSs).

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies set out in note 3.

(c) Going concern

As at 31 March 2016, the Group had net current liabilities of \$24,579,000 and had incurred a loss before taxation of \$1,125,000 for the financial year ended 31 March 2016. Notwithstanding this, the financial statements of the Group have been prepared on a going concern basis, as a shareholder has, at the date of this report, undertaken to provide continuous financial and other support as necessary, to the Group at least for the next twelve months to enable the Group to continue its operations and meet its financial obligations as and when they fall due.

(d) Functional and presentation currency

These financial statements are presented in Singapore dollars (\$), which is the Company's functional currency. All financial information presented in Singapore dollars (\$) have been rounded to the nearest thousand, unless stated otherwise.

(e) Use of estimates and judgements

The preparation of the financial statements in conformity with FRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

Information about estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in note 26 – Determination of fair values.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Group entities.

(a) Basis of consolidation

Business combinations

Business combinations are accounted for using the acquisition method in accordance with FRS 103 *Business Combination* as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,

over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain (negative goodwill) is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is recognised at fair value at the acquisition date and included in the consideration transferred. If the contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the acquisition date. The measurement basis taken is elected on a transaction-by-transaction basis. All other non-controlling interests are measured at acquisition-date fair value, unless another measurement basis is required by FRSs.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of consolidation (Continued)

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Acquisition of non-controlling interests

Acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore the carrying amounts of assets and liabilities are not changed and goodwill is not recognised as a result of such transactions. The adjustments to non-controlling interests are based on a proportionate amount of the net assets of the subsidiary. Any difference between the adjustment to non-controlling interests and the fair value of consideration paid is recognised directly in equity and presented as part of equity attributable to owners of the Company.

Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from the intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Subsidiaries in the separate financial statements

Investments in subsidiaries are stated in the Company's statement of financial position at costs less accumulated impairment losses.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Foreign currencies

Foreign currency transactions and balances

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary assets and liabilities in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of transaction. Foreign currency differences arising from retranslation are recognised in the profit or loss, except for differences arising on the retranslation of monetary items that in substance form part of the Group's net investment in a foreign operation, which are recognised in other comprehensive income.

(c) Revenue recognition

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

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

(d) Finance income and finance costs

Finance income is recognised in the profit or loss as it accrues, using the effective interest method.

Finance costs comprise interest expense on borrowings and the unwinding of the discount on non-current amount due to a shareholder.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

(e) Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in the profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Tax (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For investment property measured at fair value, the presumption that the carrying amount of the investment property will be recovered through sale has not been rebutted. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

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

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(f) (Loss)/earnings per share

The Group presents basic and diluted (loss)/earnings per share data for its ordinary shares. Basic (loss)/earnings per share, is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted (loss)/earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares.

(g) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment.

The estimated useful lives for the current and comparative periods are as follows:

Renovations, furniture and fittings	3 – 5 years
Office equipment and computers	3 – 5 years
Motor vehicle	10 years
Art pieces	Indefinite

Depreciation methods, useful lives and residual values are reviewed at each reporting period and adjusted if appropriate.

(i) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods and services or for administrative purpose. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Investment property (Continued)

Cost includes expenditure that is directly attributable to the acquisition of the investment property.

Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

When the use of property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

(j) Non-derivative financial assets

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies its non-derivative financial assets as loans and receivables.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using effective interest method, less any impairment losses.

Loans and receivables comprise trade and other receivables and cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Impairment of non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting period to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor will enter bankruptcy.

Loans and receivables

The Group considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant loans and receivables are assessed for specific impairment. All individually significant loans and receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Loans and receivables that are not individually significant are collectively assessed for impairment in groups that share similar risk characteristics.

In assessing collective impairment, the Group uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

(l) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets other than investment properties, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU.

The Group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Impairment of non-financial assets (Continued)

Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(m) Non-derivative financial liabilities

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. Financial liabilities for contingent consideration payable in a business combination are recognised at the acquisition date. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial liabilities for contingent consideration payable in a business combination are initially measured at fair value. Subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial liabilities into other financial liabilities which comprise trade and other payables. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise loans and borrowings, amount owing to a shareholder and trade and other payables.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(o) Employee benefits

Short-term employee benefits

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

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Employee benefits (Continued)

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(p) Operating lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

When an operating lease is terminated before the lease term expires, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

(q) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(r) Key management personnel

Key management personnel of the Group are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. The Board of Directors of the Group are considered as key management of the Group.

(s) New standards and interpretations not adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 April 2016, and have not been early adopted in preparing these financial statements. The Group is currently assessing the potential impact of adopting these new standards and interpretations, on the financial statements of the Group and the Company.

These new standards include, among others, FRS 115 *Revenue from Contracts with Customers* and FRS 109 *Financial Instruments* which are mandatory for adoption by the Group on 1 April 2017 and 1 April 2018 respectively.

- FRS 115 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It also introduces new cost guidance which requires certain costs of obtaining and fulfilling contracts to be recognised as separate assets when specified criteria are met. When effective, FRS 115 replaces existing revenue recognition guidance, including FRS 18 *Revenue*, FRS 11 *Construction Contracts*, INT FRS 113 *Customer Loyalty Programmes*, INT FRS 115 *Agreements for the Construction of Real Estate*, INT FRS 118 *Transfers of Assets from Customers* and INT FRS 31 *Revenue Barter Transactions Involving Advertising Services*.
- FRS 109 replaces most of the existing guidance in FRS 39 *Financial Instruments: Recognition and Measurement*. It includes revised guidance on classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements.

As FRS 115 and FRS 109, when effective, will change the existing accounting standards and guidance applied by the Group and the Company in accounting for revenue and financial instruments, these standards are expected to be relevant to the Group and the Company. The Group does not plan to adopt these standards early.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

4. REVENUE

	Group	
	2016	2015
	\$'000	\$'000
Rental income	10,831	7,954

5. OTHER INCOME

	Group	
	2016	2015
	\$'000	\$'000
Revaluation gain from investment properties	40	5,112
Government grants	13	–
Management fee	–	73
Others	–	386
	53	5,571

6. (LOSS)/PROFIT FOR THE YEAR

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

	Group	
	2016	2015
	\$'000	\$'000
Audit fees paid/payable to auditors of the Company	(92)	(109)
Audit fees paid to internal auditors of the Company	(20)	–
Non-audit fees paid to auditors of the Company	–	\$(170)
Contributions to defined contribution plans included in staff costs	(58)	(29)
Direct operating expenses of investment properties	(2,976)	(1,721)
Professional fees	(106)	(367)

An additional \$170,000 non-audit fee was paid to auditors of the Company, which had been included in capital reserves.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

7. FINANCE INCOME AND FINANCE COSTS

	Group	
	2016 \$'000	2015 \$'000
<u>Finance income</u>		
Interest income on deposits with banks	122	79
Discounting of interest-free loans	–	86
	122	165
<u>Finance costs</u>		
Interest expense on bank borrowings		
– secured	(6,245)	(3,032)
Unwinding of discounting of interest-free loans	(686)	–
	(6,931)	(3,032)
Net finance costs	(6,809)	(2,867)

8. TAX EXPENSE

	Group	
	2016 \$'000	2015 \$'000
<i>Tax recognised in profit or loss</i>		
Income tax expense		
– Current year	162	366
– Under/(over) provision in prior year	108	(68)
	270	298
<i>Reconciliation of effective tax rate:</i>		
(Loss)/profit for the year	(1,395)	53,080
Total income tax expense	270	298
(Loss)/profit excluding tax	(1,125)	53,378
Tax using the Singapore tax rate of 17% (2015: 17%)	(191)	9,074
Singapore statutory stepped income exemption	(42)	(26)
Non-deductible expenses	460	196
Non-taxable income	(79)	(9,039)
Current year tax losses for which no deferred tax asset was recognised	14	161
Under/(over) provision in prior year	108	(68)
	270	298

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

8. TAX EXPENSE (CONTINUED)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2016 \$'000	2015 \$'000
Tax losses carried forward	80	947

The tax losses, which are subject to agreement by the tax authorities and compliance with tax regulations, do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

9. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted loss per share at 31 March 2016 was based on the loss attributable to ordinary shareholders of approximately (\$1,395,000) (2015: profit of \$51,408,000), and a weighted average number of ordinary shares outstanding of 1,048,155,724 (2015: 456,472,462), calculated as follows:

(Loss)/profit attributable to ordinary shareholders

	Group	
	2016 Total \$'000	2015 Total \$'000
(Loss)/profit attributable to equity holders of the Company	(1,395)	51,408

Weighted average number of ordinary shares

	Group	
	2016 '000	2015 '000
Issued ordinary shares as at 1 April	1,048,156	193,502
Effect of shares issued related to acquisitions	–	262,970
Weighted average number of ordinary shares during the year	1,048,156	456,472

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

10. PROPERTY, PLANT AND EQUIPMENT

	Note	Art pieces \$'000	Renovations, furniture and fittings \$'000	Office equipment and computers \$'000	Motor vehicle \$'000	Total \$'000
Group						
Cost						
At 1 April 2014		2,971	35	–	–	3,006
Additions		–	–	1	–	1
Written off		–	(25)	–	–	(25)
Acquisition through business combination	21	–	22	–	–	22
At 31 March 2015		2,971	32	1	–	3,004
Additions		–	–	2	155	157
At 31 March 2016		2,971	32	3	155	3,161
Accumulated depreciation						
At 1 April 2014		–	16	–	–	16
Depreciation for the year		–	11	–	–	11
Written off		–	(16)	–	–	(16)
Acquisition through business combination	21	–	8	–	–	8
At 31 March 2015		–	19	–	–	19
Depreciation for the year		–	3	1	2	6
At 31 March 2016		–	22	1	2	25
Carrying value						
At 1 April 2014		2,971	19	–	–	2,990
At 31 March 2015		2,971	13	1	–	2,985
At 31 March 2016		2,971	10	2	153	3,136

Assets held in trust

At 31 March 2016, art pieces of the Group with a carrying amount of approximately \$2,971,000 (2015: \$2,971,000) are held in trust by a shareholder.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

10. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Renovations furniture and fittings \$'000	Total \$'000
Company		
Cost		
At 1 April 2014	25	25
Written off	(25)	(25)
At 31 March 2015 and 31 March 2016	–	–
Accumulated depreciation		
At 1 April 2014	10	10
Depreciation for the year	6	6
Written off	(16)	(16)
At 31 March 2015 and 31 March 2016	–	–
Carrying value		
At 1 April 2014	15	15
At 31 March 2015	–	–
At 31 March 2016	–	–

11. INVESTMENTS IN SUBSIDIARIES

		Company	
	Note	2016 \$'000	2015 \$'000
Unquoted equity shares, at cost		161,686	27,988
Increase in shareholding in a subsidiary	22	–	68,937
Acquisition of a subsidiary	21	–	64,761
		161,686	161,686

The investments in subsidiaries are tested for impairment when a subsidiary is in a net liabilities position or has suffered continual operating losses or has any other known impairment indicators. This test requires significant judgement.

Based on this assessment, no impairment loss was noted on any of the Company's investments in subsidiaries as at 31 March 2016 and 31 March 2015.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Equity interest held by the Company	
		2016 %	2015 %
Grace Shine Pte. Ltd.	Singapore	100	100
Affreton Pte. Ltd.	Singapore	100	100

KPMG LLP is the auditor of all Singapore-incorporated subsidiaries.

12. INVESTMENT PROPERTIES

	Note	Group	
		2016 \$'000	2015 \$'000
At 1 April		510,690	264,480
Acquisition through business combination	21	–	240,000
Capital expenditure on investment property		–	1,098
Changes in fair value		40	5,112
At 31 March		510,730	510,690

Investment properties comprise two commercial buildings and three residential units that are leased to third parties. Each of the leases contains an initial non-cancellable period of 1 to 5 years. Subsequent renewals are negotiated with the lessee.

Security

At 31 March 2016, investment properties of the Group with carrying amount of approximately \$498,520,000 (2015: \$497,300,000) are pledged as security to the bank loans (note 17).

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

13. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Trade receivables	183	37	–	–
Less: Impairment loss	–	–	–	–
	183	37	–	–
Advances and staff loans	–	17	–	17
Deposits	34	34	1	1
Accrued interest receivable	29	15	29	15
Accrued income	647	643	–	–
Loans and receivables	893	746	30	33
Prepayments	207	374	15	14
	1,100	1,120	45	47

Impairment losses

The aging of the receivables at the reporting date is:

	Group		Company	
	Gross 2016 \$'000	Impairment losses 2016 \$'000	Gross 2015 \$'000	Impairment losses 2015 \$'000
Group				
Not past due	887	–	746	–
Past due 1-30 days	6	–	–	–
	893	–	746	–
Company				
Not past due	30	–	33	–

Based on historical default rates, the Group believes that no impairment allowance is necessary in respect of the receivables. These receivables mainly arise from parties that have good credit records with the Group.

14. CASH AND CASH EQUIVALENTS

	Group		Company	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Cash at bank and on hand	16,578	12,206	965	177
Fixed deposits	12,000	13,000	12,000	13,000
	28,578	25,206	12,965	13,177

Interest rates on the fixed deposits are repriced at intervals of 3 months (2015: 3 months).

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FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

15. SHARE CAPITAL

	Note	Company	
		2016	2015
		Number of	Number of
		shares	shares
		'000	'000
Fully paid ordinary shares, with no par value:			
At 1 April		1,048,156	193,502
Issued in acquisition of a subsidiary	21	–	431,740
Issued in acquisition of non-controlling interest	22	–	422,914
At 31 March		1,048,156	1,048,156

The holders of the ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regards to the Company's residual assets.

16. CAPITAL RESERVES

Group

The capital reserves of the Group represent the excess of fair value of identifiable net assets acquired over the purchase consideration resulting from acquisition of remaining shareholding in a subsidiary and the share issue/transaction costs related to the acquisitions in the financial year ended 31 March 2015 (see notes 21 and 22).

Company

The capital reserves of the Company represent share issue costs related to the acquisitions in the financial year ended 31 March 2015 (see notes 21 and 22).

17. BANK BORROWINGS – SECURED

	Group	
	2016	2015
	\$'000	\$'000
Non-current liabilities		
Secured bank loans	220,146	128,000
Current liabilities		
Secured bank loans	–	92,146
	220,146	220,146

Terms and conditions of secured bank loans in accordance with loan agreements are as follows:

Group	Maturity date	2016	2015	2016 \$'000	2015 \$'000
		Effective interest rate			
		per annum			
Secured bank loan 1	March 2019	2.76%	2.37%	92,146	92,146
Secured bank loan 2	July 2018	2.89%	2.15%	128,000	128,000
				220,146	220,146

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

17. BANK BORROWINGS – SECURED (CONTINUED)

The secured bank loans of the Group are interest-bearing at a floating rate of 1.85% per annum above Singapore Interbank Offered Rate (“SIBOR”), which are repriced on a regular basis.

The bank loans of the Group are secured over investment properties with carrying amount of approximately \$498,520,000 (2015: \$497,300,000) and guarantee by a shareholder and his close family member.

18. AMOUNT OWING TO A SHAREHOLDER

Group

The amount owing to a shareholder is unsecured and interest free.

As at 31 March 2016, out of the total outstanding amount of \$51,841,000, \$35,000,000 is repayable within 12 months after reporting date and \$16,841,000 is repayable on demand.

As at 31 March 2015, out of the total outstanding amount of \$45,181,000 owing to a shareholder, \$35,000,000 was not repayable within 12 months after the reporting date, and had been discounted to its present value of approximately \$34,314,000 at the end of the reporting period, using the market rates of interest for a similar type of lending. The remaining \$10,867,000 was repayable on demand.

Company

The amount owing to a shareholder is unsecured, interest free and repayable on demand.

19. TRADE AND OTHER PAYABLES

	Group		Company	
	2016	2015	2016	2015
	\$'000	\$'000	\$'000	\$'000
Non-current				
Security deposits	1,706	1,520	–	–
Current				
Sundry creditors	244	467	31	–
Security deposits	480	795	–	–
Interest payables	786	650	–	–
Accrued operating expenses	710	672	545	561
	2,220	2,584	576	561
Unearned revenue	34	290	–	–
Total current	2,254	2,874	576	561
Total current and non-current	3,960	4,394	576	561

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

20. DIVIDENDS

	Group	
	2016	2015
	\$'000	\$'000
Dividends paid		
Final one-tier tax-exempt dividend of 0.1 cents (2015: 0.5 cents) per share (in respect of the previous financial year)	1,048	967

21. ACQUISITION OF A SUBSIDIARY IN FINANCIAL YEAR 2015

On 19 May 2014, the Group entered into a sale and purchase agreement with close members of a shareholder of the Company to acquire 100% equity interest in Affreton Pte Ltd ("Affreton"). The Group obtained control of Affreton on 8 December 2014 (the "date of acquisition"). The acquisition represented further steps undertaken by the Group in the investment of real estate and the related assets.

Consideration transferred

The purchase consideration was satisfied through the issue of 431,739,441 ordinary shares of the Company. The fair value of the ordinary shares issued was based on the listed share price of the Company at date of acquisition of \$0.15 per share.

Identifiable assets acquired and liabilities assumed

	Note	2015 \$'000
Plant and equipment	10	14
Investment property	12	240,000
Trade and other receivables		1,306
Cash and cash equivalents		4,344
Trade and other payables		(1,279)
Amount owing to a shareholder		(4,965)
Bank borrowings – secured		(128,000)
Current tax liabilities		(7)
Total fair value of identifiable net assets		111,413

Negative goodwill

Negative goodwill was recognised as a result of the acquisition as follows:

	2015 \$'000
Total consideration – shares issued	64,761
Fair value of identifiable net assets	(111,413)
Negative goodwill	(46,652)

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

21. ACQUISITION OF A SUBSIDIARY IN FINANCIAL YEAR 2015 (CONTINUED)

Negative goodwill (Continued)

The negative goodwill was attributable to the difference between consideration transferred (based on the share price of \$0.15 at the acquisition date, 8 December 2014) and the fair value of identifiable net assets ("NAV") acquired, mainly due to the discount given by the vendor over the NAV of Affreton and the subsequent movement in the share price of the Company till the acquisition date.

Effect on cash flows of the Group

	2015 \$'000
Cash consideration	–
Less: cash and cash equivalents acquired	4,344
Net cash inflow on acquisition	4,344

Acquisition-related costs

The Company incurred acquisition-related costs of \$726,000 related to external legal fees, stamp duty and other administrative costs. The legal fees and administrative costs of \$503,000 had been included in professional fees and other expenses in the Group's profit or loss. Remaining share issue costs of \$223,000 had been recognised directly in equity (note 16).

Acquisition impact

The acquired subsidiary as described above contributed revenue of \$1,151,000 and net profit of \$1,328,000 for 2015 to the Group since its acquisition. If the acquisition had occurred on 1 April 2014, management estimates that the consolidated revenue would have been \$11,189,000 and consolidated profit for 2015 would have been \$53,142,000. In determining these amounts, management has assumed that the negative goodwill that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 April 2014.

22. ACQUISITION OF NON-CONTROLLING INTEREST IN FINANCIAL YEAR 2015

On 19 May 2014, the Group entered into a sale and purchase agreement with a shareholder of the Company to acquire 80% remaining interest in Grace Shine Pte Ltd ("Grace Shine"), which was previously a 20% partially owned subsidiary of the Group. This transaction constituted a transaction with the non-controlling interest of the Group and was completed on 8 December 2014. The acquisition represented further steps undertaken by the Group in the investment of real estate and the related assets.

The purchase consideration was satisfied through the issue of 422,914,136 ordinary shares of the Company and cash consideration of \$5,500,000. The fair value of the ordinary shares issued was based on the Company's listed share price of \$0.15 per share at date of acquisition. Total consideration amounts to \$68,937,000.

The carrying amount of Grace Shine's net assets in the Group's financial statements on the date of the acquisition was \$145,716,000. The Group recognised a decrease in non-controlling interest of \$116,573,000.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

22. ACQUISITION OF NON-CONTROLLING INTEREST IN FINANCIAL YEAR 2015 (CONTINUED)

Gain on acquisition of NCI, recorded in equity

	2015 \$'000
Consideration	
Shares issued	63,437
Cash	5,500
	68,937
Non-controlling interest ("NCI") acquired	(116,573)
Gain on acquisition of NCI, recorded in equity	47,636

Effect on cash flows of the Group

	2015 \$'000
Cash consideration	5,500
Less: cash consideration payable	(5,500)
	–

Gain on acquisition of NCI, recorded in equity

The following summarises the effect of changes in the Group's ownership interest in Grace Shine:

	2015 \$'000
Group's ownership interest	
Group's ownership interest at the beginning of the year	28,725
Effect of increase in Group's ownership interest	116,573
Share of comprehensive income	4,676
Group's ownership interest at the end of the year	149,974

Acquisition-related costs

The Group incurred share issue cost of \$233,000 and acquisition-related costs of \$503,000 related to external legal fees and other administrative costs, respectively. These costs had been recognised directly in equity (note 16).

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

23. NON-CONTROLLING INTEREST

On 8 December 2014, the Group's equity interest in Grace Shine increased from 20% to 100% and therefore there is no non-controlling interest as at 31 March 2015 and 31 March 2016 (see note 22).

The following summarises the financial information of the Group's subsidiary with material non-controlling interest held during the financial year 2015, based on its financial statements prepared in accordance with FRS.

	Grace Shine 2015 \$'000
2015	
Revenue	6,878
Profit and total comprehensive income	5,570
Attributable to NCI:	
Profit and total comprehensive income	1,672
Non-current assets	271,061
Current assets	7,324
Non-current liabilities	(32,384)
Current liabilities	(96,027)
Net assets	149,974
Attributable to NCI:	
Net assets	–
Cash flows from operating activities	4,208
Cash flows from investing activities	–
Cash flows used in financing activities	(3,481)
Net change in cash and cash equivalents	727

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

24. SIGNIFICANT RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in the financial statements, the following related party transactions took place between the Group and related parties during the financial year on terms agreed by the parties concerned:

	Management and service fees Paid \$'000	Acquisition of non-controlling interest Paid/payable \$'000	Acquisition of a subsidiary Paid \$'000
Financial year ended 31 March 2016	–	–	–
Financial year ended 31 March 2015			
– A company in which a close member of a director has interest	73	–	–
– A shareholder	–	68,937	–
– Close members of a shareholder	–	–	64,761

The total remuneration comprising short-term employee benefits paid and payable to key management personnel of the Group are as follows:

	2016 \$'000	2015 \$'000
Directors of the Company		
– paid and payable by the Group	500	439
Senior management team		
– paid and payable by the Group	185	178
Total	685	617

25. FINANCIAL INSTRUMENTS

(a) Overview

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risks and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

25. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

(c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables and cash and cash equivalents.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group has in place policies to ensure that services are rendered to customers with an appropriate credit history and rating.

At the end of reporting period, the trade and other receivables of the Group and the Company that were not past due or not impaired, are assessed to be at acceptable risks.

The Group places its cash and fixed deposits with banks and financial institutions which are regulated, to limit its credit exposure.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

(d) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. This is achieved through monitoring the cash flow requirements closely.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. The Group also relies on a shareholder to provide financial and other support as necessary, at least for the next twelve months from the date of this report to enable the Group to continue its operations and do meet its financial obligations as and when they fall due.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

25. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Liquidity risk (Continued)

At the reporting date, the Group has contractual commitment to repay the trade and other payables, secured bank borrowings and amount owing to a shareholder. The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Note	Carrying amount \$'000	Contractual cash flow \$'000	Within 1 year \$'000	2-5 years \$'000
Group					
Non-derivative financial liabilities					
2016					
Trade and other payables [#]	19	3,926	3,926	2,220	1,706
Amount owing to a shareholder	18	51,841	51,841	51,841	–
Bank borrowings – secured	17	220,146	236,407	6,242	230,165
		275,913	292,174	60,303	231,871
2015					
Trade and other payables [#]	19	4,104	4,104	2,584	1,520
Amount owing to a shareholder	18	45,181	45,867	10,867	35,000
Bank borrowings – secured	17	220,146	232,649	97,451	135,198
		269,431	282,620	110,902	171,718
Company					
Non-derivative financial liabilities					
2016					
Trade and other payables [#]	19	576	576	576	–
Amount owing to a shareholder	18	5,500	5,500	5,500	–
		6,076	6,076	6,076	–
2015					
Trade and other payables [#]	19	561	561	561	–
Amount owing to a shareholder	18	5,500	5,500	5,500	–
		6,061	6,061	6,061	–

[#] Excludes unearned revenue

(e) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

The Group's exposure to interest rate risk arises primarily from fixed deposits of \$12,000,000 (2015: \$13,000,000) and bank borrowings of \$220,146,000 (2015: \$220,146,000) with variable interest rate.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

25. FINANCIAL INSTRUMENTS (CONTINUED)

(e) Market risk (Continued)

Sensitivity analysis for interest rate risk

As at reporting date, if interest rates had been 50 basis points lower/higher with all other variables held constant, the Group's profit before tax would be approximately \$1,041,000 (2015: \$1,036,000) higher/lower, arising as a result of lower/higher interest income/expense from fixed deposits and bank borrowings.

Management is of the view that the above sensitivity analysis may not be representative of the inherent interest rate risk as year end exposure may not reflect the actual exposure and circumstances during the year.

(f) Capital management

The primary objective of the Group's capital management is to have a strong capital base to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group defines capital to include funds raised through the issuance of ordinary share capital and retained earnings.

The Group manages its capital to ensure entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through optimisation of the debt and equity balance. The Group actively reviews its capital structure and considers the cost of capital and the associated risks. The Group balances its overall capital structure through the payment of dividends, return of capital to shareholders, new share issues as well as the issue of new debt or the redemption of existing debt.

The Group and the Company are not subjected to any externally imposed capital requirement.

(g) Accounting classifications and fair values

The carrying amounts and fair values of financial assets and financial liabilities are as follows:

	Note	Loans and receivables \$'000	Financial liabilities at amortised cost \$'000	Total \$'000	Fair value \$'000
2016					
<u>Group</u>					
Trade and other receivables*	13	893	–	893	893
Cash and cash equivalents	14	28,578	–	28,578	28,578
		29,471	–	29,471	29,471
Bank borrowings – secured	17	–	(220,146)	(220,146)	(220,146)
Trade and other payables#	19	–	(3,926)	(3,926)	(3,926)
Amount owing to a shareholder	18	–	(51,841)	(51,841)	(51,841)
		–	(275,913)	(275,913)	(275,913)

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

25. FINANCIAL INSTRUMENTS (CONTINUED)

(g) Accounting classifications and fair values (Continued)

	Note	Loans and receivables \$'000	Financial liabilities at amortised cost \$'000	Total \$'000	Fair value \$'000
2016					
<u>Company</u>					
Trade and other receivables*	13	30	–	30	30
Cash and cash equivalents	14	12,965	–	12,965	12,965
		12,995	–	12,995	12,995
Trade and other payables#	19	–	(576)	(576)	(576)
Amount owing to a shareholder	18	–	(5,500)	(5,500)	(5,500)
		–	(6,076)	(6,076)	(6,076)
* Excludes prepayments					
# Excludes unearned revenue					
2015					
<u>Group</u>					
Trade and other receivables*	13	746	–	746	746
Cash and cash equivalents	14	25,206	–	25,206	25,206
		25,952	–	25,952	25,952
Bank borrowings – secured	17	–	(220,146)	(220,146)	(220,146)
Trade and other payables#	19	–	(4,104)	(4,104)	(4,104)
Amount owing to a shareholder	18	–	(45,181)	(45,181)	(45,181)
		–	(269,431)	(269,431)	(269,431)
<u>Company</u>					
Trade and other receivables*	13	33	–	33	33
Cash and cash equivalents	14	13,177	–	13,177	13,177
		13,210	–	13,210	13,210
Trade and other payables#	19	–	(561)	(561)	(561)
Amount owing to a shareholders	18	–	(5,500)	(5,500)	(5,500)
		–	(6,061)	(6,061)	(6,061)
* Excludes prepayments					
# Excludes unearned revenue					

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents, trade and other payables and amount owing to a shareholder) are assumed to approximate their fair values because of the short period to maturity. Bank borrowings are assumed to approximate their fair value because they are repriced on a regular basis.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

26. DETERMINATION OF FAIR VALUES

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in note 25(g) and below.

Investment properties

An external, independent valuation company, having appropriate recognised professional qualifications and recent experience in the location and category of properties being valued, values the Group's investment property portfolio annually. The fair values are based on market values (i.e. market comparison approach), being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acknowledgeably, prudently and without compulsion. Such valuation is based on price per square metre for the buildings derived from observable market data of comparable sales of similar property from an active and transparent market. Adjustments have been made to the price per square metre of comparable properties for differences on key attributes such as location, tenure, time factor, condition, size, floor level and floor size (quality of the building). In relying on the valuation report, management has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions.

Fair value hierarchy

Fair value information on financial instruments are disclosed in note 25(g).

The table below analyses recurring non-financial assets carried at fair value. The different levels are defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: unobservable inputs for the asset or liability.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
2016				
Commercial properties for leasing	–	–	498,520	498,520
Residential properties for leasing	–	–	12,210	12,210
Total investment properties	–	–	510,730	510,730
2015				
Commercial properties for leasing	–	–	497,300	497,300
Residential properties for leasing	–	–	13,390	13,390
Total investment properties	–	–	510,690	510,690

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016

26. DETERMINATION OF FAIR VALUES (CONTINUED)

Level 3 fair value

The following table shows a reconciliation from the beginning balances to the ending balances for Level 3 fair value measurements.

	2016 \$'000	2015 \$'000
<u>Investment properties for leasing</u>		
Balance at 1 April	510,690	264,480
Acquisition through business combination	–	240,000
Capital expenditure on investment property	–	1,098
Changes in fair value	40	5,112
Balance at 31 March	510,730	510,690

The following table shows the key unobservable inputs used in the valuation models:

Type	Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Investment properties			
Properties for leasing when price per square metre for comparable buildings or units are available	Market comparison approach	- Price per square metre. - Premium (discount) on the quality of the buildings or units.	The estimated fair value would increase if the price per square meter and the premium on quality of buildings or units were higher.

Valuation processes applied by the Group

The fair value of investment properties is determined by an external, independent property valuer, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The valuer provides the fair value of the Group's investment property portfolio at the end of the financial year.

Key unobservable inputs

Key unobservable inputs correspond to price per square meter derived from specialised publications from the related markets and comparable transactions. The premium or discount on the quality of the buildings or units is derived based on professional judgement of the valuer, taking into account key attributes such as location, tenure, time factor, condition, size, floor level and floor size (quality of the buildings or units).

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27. OPERATING LEASES

Leases as lessor

The Group leases out its investment properties (note 12). The future minimum lease payments under non-cancellable leases are as follows:

	Group	
	2016 \$'000	2015 \$'000
Within one year	9,522	9,826
Between one to five years	7,909	10,005
After five years	339	–
	17,770	19,831

During the year, \$10,831,000 (2015: \$7,954,000) was recognised as rental income in profit or loss by the Company. Direct operating expenses (including repairs and maintenance) arising from investment property were as follows:

	2016 \$'000	2015 \$'000
Income-generating property	2,415	1,464
Vacant property	561	257
	2,976	1,721

28. SEGMENT REPORTING

(a) Operating segments

For the years end 31 March 2016 and 2015, the Group engages only in the business of property investment. As such, no segment information by operating segment has been presented.

(b) Geographical segments

No segment information by geographical location has been presented as the Group's activities are primarily carried out in Singapore.

(c) Information about major customers

Rental income of approximately \$2,037,000 (2015: \$4,476,000) are derived from 1 (2015: 3) external tenant from the investment property segment.

For the purpose of this disclosure, a major customer is defined as one in which revenue from transactions with a single customer amounts to 10 per cent or more of the Group's revenue.

Notes to the **Financial Statements**

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29. SUBSEQUENT EVENTS

On 1 June 2016, a close family member of a shareholder, Dr. Tahir has signed a Letter of Offer, for and on behalf of the Group, to acquire Straits Trading Building, a Grade A building in the Central Business District of Singapore (the "proposed acquisition"), pursuant to which 1% of the purchase consideration of \$560 million has been paid as deposit for the proposed acquisition. The seller is Sun Venture Group which is an independent third party.

At the date of this report, the proposed acquisition remains subject to a definitive agreement and the Company is currently conducting due diligence with a view to sign a definitive agreement in respect of this proposed acquisition.

In connection with the proposed acquisition, the Group has acquired entire equity interest of Salveur Pte Ltd, a shelf company incorporated in Singapore at \$1 cash consideration.

Descriptions of **Properties**

Property	Location	Tenure	Nature of property	Held for	Fair value \$'000
ABI Plaza	11 Keppel Road Singapore 089057	Freehold	Commercial	Investment	255,420
MYP Plaza	135 Cecil Street Singapore 069536	Freehold	Commercial	Investment	243,100
A unit of Sky@Eleven	09 Thomson Lane Singapore 297726	Freehold	Residential	Investment	3,400
A unit of Sky@Eleven	11 Thomson Lane Singapore 297727	Freehold	Residential	Investment	3,110
A unit of Saint Regis Residences	33 Tanglin Road Singapore 247913	999 years commencing from 24 November 1995	Residential	Investment	5,700
					510,730

Shareholding Statistics

AS AT 17 JUNE 2016

SHARE CAPITAL AS AT 17 JUNE 2016

Number of Shares in issue	:	1,048,155,724
Number of Shareholders	:	6,166
Class of Shares	:	Ordinary Shares
Treasury Shares	:	Nil
Voting Rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 17 JUNE 2016

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	104	1.69	5,549	0.00
100 – 1,000	2,465	39.98	1,437,697	0.14
1,001 – 10,000	2,753	44.65	9,763,092	0.93
10,001 – 1,000,000	834	13.52	36,212,798	3.45
1,000,001 and above	10	0.16	1,000,736,588	95.48
Total	6,166	100	1,048,155,724	100

TWENTY LARGEST SHAREHOLDERS AS AT 17 JUNE 2016

No.	Name	No. of Shares	%
1	BNP PARIBAS NOMINEES SINGAPORE PRIVATE LIMITED	979,671,914	93.47
2	CHU SIEW HOONG CHRISTOPHER	3,905,000	0.37
3	HL BANK NOMINEES (S) PTE LTD	3,705,200	0.35
4	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	2,611,850	0.25
5	DBS NOMINEES PTE LTD	2,447,774	0.23
6	NG CHUI YEN	2,375,000	0.23
7	HT OFFSHORE PTE. LTD.	2,000,000	0.19
8	KIERSTEN OW YILING (OU YILING)	1,625,000	0.16
9	UOB KAY HIAN PTE LTD	1,310,000	0.12
10	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	1,084,850	0.10
11	NG PENG CHIANG OR KOH EE HOON	716,000	0.07
12	ONG CHYE HIN	657,000	0.06
13	YAP HOCK BENG	583,000	0.06
14	PHILLIP SECURITIES PTE LTD	541,475	0.05
15	SZE SEE YEE OR ANG SEOK MOEY	500,000	0.05
16	BANK OF SINGAPORE NOMINEES PTE LTD	488,000	0.05
17	CITIBANK NOMINEES SINGAPORE PTE LTD	408,062	0.04
18	TAN YONG CHIANG OR TAN HUI LIANG	379,000	0.04
19	CHIA HONG THYE	350,000	0.03
20	FOO WEE FONG	300,000	0.03
TOTAL		1,005,659,125	95.95

Shareholding Statistics

AS AT 17 JUNE 2016

SUBSTANTIAL SHAREHOLDERS AS AT 17 JUNE 2016

Substantial Shareholders	Direct Interest		Deemed Interest		Total	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Jonathan Tahir ⁽¹⁾	886,653,577	84.59	22,687,125	2.16	909,340,702	86.75

Note:

(1) By virtue of Section 7 of the Companies Act, Chapter 50 of Singapore, Mr Jonathan Tahir is deemed interested in the Shares held by Mayapada Corporation Pte. Ltd.

PUBLIC FLOAT

Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited requires that at least 10% of the total number of issued shares (excluding preference shares and convertible equity securities) of a listed company in a class that is listed is at all times held by the public. Based on information available to the Company as at 17 June 2016 approximately 12.16% of the issued ordinary shares of the Company was held by the public and therefore, Rule 723 of the Listing Manual has been complied with.

Notice of Annual General Meeting



MYP LTD.

(Company Registration No. 200509721C)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MYP Ltd. (the "Company") will be held at Raffles City Convention Centre, Bras Basah Room, Level 4, Fairmont Singapore, 80 Bras Basah Road, Singapore 189560 on Monday, 25 July 2016 at 2.00 p.m. to transact the following business:–

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2016, the Statement of Directors and the Report of the Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors' Fees of S\$499,868.85 for the financial year ended 31 March 2016. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 115 of the Company's Constitution:–
 - (a) Dr Clement Wang Kai; and **(Resolution 3)**
 - (b) Mr Sardesai Kishore Prabhakar. **(Resolution 4)**

(See Explanatory Note 1)
4. To re-elect Dato' Amin Rafie Bin Othman, a Director retiring pursuant to Article 119 of the Company's Constitution. **(Resolution 5)**
(See Explanatory Note 1)
5. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

6. AUTHORITY TO ALLOT AND ISSUE SHARES

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue and allot new shares ("Shares") in the capital of the Company whether by way of rights, bonus or otherwise, and/or 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 provided that:

Notice of **Annual General Meeting**

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares) in the share capital of the Company;
- (b) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until:
 - (i) the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; or
 - (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such convertible securities."

(See Explanatory Note 2)

(Resolution 7)

- 7. To transact any other business which may properly be transacted at an Annual General Meeting of the Company.

On behalf of the Board

Jonathan Tahir
Executive Chairman
8 July 2016

Notice of Annual General Meeting

Explanatory Notes:–

1. Mr Sardesai Kishore Prabhakar (Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Detailed information of Dr Clement Wang Kai, Mr Sardesai Kishore Prabhakar and Dato' Amin Rafie Bin Othman can be found under the "Board of Directors" section in the Company's Annual Report 2016.

2. The proposed Ordinary Resolution 7, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued Shares (excluding treasury shares) is based on the Company's total number of issued Shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:–

1. (a) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (b) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 135 Cecil Street, #14-01 MYP Plaza, Singapore 069536 not later than 48 hours before the time appointed for the Annual General Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.



MYP LTD.

(Company Registration No. 200509721C)
(Incorporated in the Republic of Singapore)

Important:

1. For investors who have used their CPF monies ("CPF Investors") and/or their SRS monies ("SRS Investors") to buy shares in the capital of MYP Ltd., this Annual Report 2016 is forwarded to them at the request of their CPF and/or SRS Approved Nominees (as the case may be) and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors and SRS Investors may attend and cast their votes at the Annual General Meeting in person. CPF Investors and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees (as the case may be) to appoint the Chairman of the AGM to act as their proxy, in which case, the respective CPF Investors and/or SRS Investors shall be precluded from attending the Annual General Meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 8 July 2016.

PROXY FORM

I/We _____ (Name)

_____ (NRIC No./Passport No./Company Registration No.)

of _____ (Address)

being a *member/members of **MYP LTD.** (the "Company"), hereby appoint:-

Name	NRIC/Passport No.	Proportion of Shareholding(s)	
		No. of Shares	%
Address			

*and/or

Name	NRIC/Passport No.	Proportion of Shareholding(s)	
		No. of Shares	%
Address			

or failing *him/them, the Chairman of the Annual General Meeting ("AGM") of the Company as *my/our *proxy/proxies to vote for *me/us on *my/our behalf and, if necessary, to demand a poll, at the AGM of the Company to be held at Raffles City Convention Centre, Bras Basah Room, Level 4, Fairmont Singapore, 80 Bras Basah Road, Singapore 189560 on Monday, 25 July 2016 at 2.00 p.m., and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the AGM as indicated with an "X" in the spaces provided hereunder. If no specified directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his/their discretion.

* Please delete accordingly.

Resolution No.	Ordinary Resolutions	For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March 2016, the Statement of Directors and the Report of the Auditors thereon.		
2.	Approval of the payment of Directors' Fees of S\$499,868.85 for the financial year ended 31 March 2016.		
3.	Re-election of Dr Clement Wang Kai as Director pursuant to Article 115 of the Company's Constitution.		
4.	Re-election of Mr Sardesai Kishore Prabhakar as Director pursuant to Article 115 of the Company's Constitution.		
5.	Re-election of Dato' Amin Rafie Bin Othman as Director pursuant to Article 119 of the Company's Constitution.		
6.	Re-appointment of Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.		
7.	Authority to allot and issue shares.		

Note:

If you wish to exercise all your votes "For" or "Against", please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2016



Total No. of Shares	No. of Shares
In CDP Register	
In Register of Member	

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

Affix
Postage
Stamp
Here

The Company Secretary
MYP LTD.
135 Cecil Street
#14-01 MYP Plaza
Singapore 069536

Fold along this line

IMPORTANT: PLEASE READ BELOW NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

- 1 Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act (Chapter 289) of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
- 2 (a) A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the appointments shall be invalid unless he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
(b) A member of the Company who is entitled to attend and vote at the AGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- 3 The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 135 Cecil Street, #14-01 MYP Plaza, Singapore 069536 not later than 48 hours before the time appointed for the AGM.
- 4 The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
- 5 Where an instrument appointing a proxy or proxies is signed on behalf of the appointer 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.
- 6 A corporation that 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 AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- 7 The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer 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 appointer, is not shown to have shares against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.



Corporate Information

BOARD OF DIRECTORS

Mr Jonathan Tahir
(Executive Chairman)

Dr Clement Wang Kai
(Non-Executive Director)

Mr Sardesai Kishore Prabhakar
(Independent Non-Executive Director)

Mrs Elizabeth Ho Nee Wong Ching Wai
(Independent Non-Executive Director)

Professor Tan Chin Tiong
(Independent Non-Executive Director)

Dato' Amin Rafie Bin Othman
(Independent Non-Executive Director)

AUDIT COMMITTEE

Mr Sardesai Kishore Prabhakar *(Chairman)*
Mrs Elizabeth Ho Nee Wong Ching Wai
Professor Tan Chin Tiong

NOMINATING COMMITTEE

Mrs Elizabeth Ho Nee Wong Ching Wai *(Chairperson)*
Professor Tan Chin Tiong
Mr Jonathan Tahir

REMUNERATION COMMITTEE

Mr Sardesai Kishore Prabhakar *(Chairman)*
Dr Clement Wang Kai
Dato' Amin Rafie Bin Othman

JOINT COMPANY SECRETARIES

Ms Pan Mi Keay
Mr Lee Wei Hsiung

REGISTERED OFFICE

135 Cecil Street
#14-01 MYP Plaza
Singapore 069536

PRINCIPAL PLACE OF BUSINESS

135 Cecil Street
#14-01 MYP Plaza
Singapore 069536

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
80 Robinson Road
#02-00
Singapore 068898

AUDITORS

KPMG LLP
Public Accountants and Chartered Accountants
16 Raffles Quay
#22-00 Hong Leong Building
Singapore 048581
Partner-in-Charge: Ms Tan Yek Lee Doreen
Date of Appointment: 1 April 2015

PRINCIPAL BANKER

Oversea-Chinese Banking Corporation Limited
65 Chulia Street
OCBC Centre
Singapore 049513



135 Cecil Street #14-01 MYP Plaza
Singapore 069536
Phone: 65 6224 6838 Fax: 65 6534 7653
Website: www.myp.com.sg

