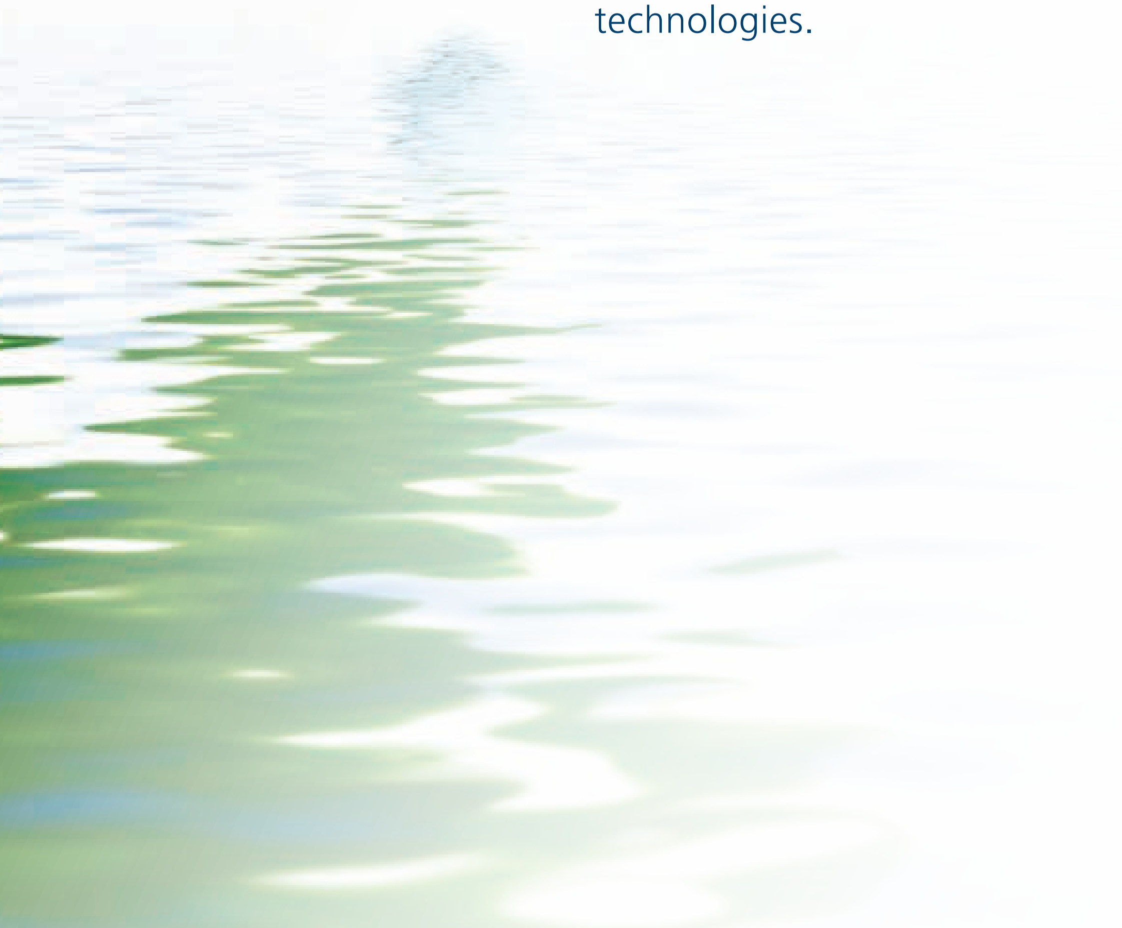
DARCO

SOLUTIONS TO WATER & WASTE

# INTEGRATED SOLUTIONS FOR THE ENVIRONMENT

ANNUAL REPORT 2019

Established in 1999, Darco Water Technologies (the "Group") is principally a systems integrator involved in the designing, building, operating and maintaining of water management processes that employ the membrane, ion exchange and thermal technologies.



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# CORPORATE **PROFILE**

Established in 1999 and listed on SGX in 2002, Darco Water Technologies Limited is a provider of integrated engineering and knowledge-based water and waste water treatment solutions, and vacuum systems with a global presence in China, Malaysia and Singapore. It is also an Engineering, Procurement, and Construction ("EPC") player specialising in industrial water treatment.

Besides its strong technology fundamentals, the Group owes its success largely to a sound business model, premium services and solutions, as well as in-depth trade knowledge of its staff. These critical elements are all strategically integrated into the business through its consistent emphasis on efficiency.

Efficiency is one of the Group's core strengths. To achieve higher business efficiency, the Group aims to produce water systems at the lowest cost per unit of water delivered. Darco Water Technologies pays great attention to the efficiency of its designs to enhance energy and pump efficiency. Moreover, the Group uses control systems that minimise the number of people needed to operate the plant. Furthermore, the Group's business efficiency is also distinctly displayed in its quality maintenance services.

It derives 10 to 15 percent of its income from long-term maintenance services through the service centres that it had established. These service centres are supported by its trading division, which supplies essential chemicals and other products. The focus on providing exceptional service has helped Darco Water Technologies maintain an excellent record of customer retention with 90 per cent of its customers being repeat customers.

During the year, the Group has re-evaluated the overall business strategy and direction of the Group after taking into the consideration of the current business environment. Thus, the Group has decided to continue to focus its efforts on Environmental Systems and Water Management Services while remains open to considering business opportunities outside the Environmental Systems and Water Management Services industry in the future. Going forward, the Group intends to continue leveraging on such experience and expertise to deliver advanced solutions for water and waste management systems, while pursuing opportunities to generate recurring income from investments in environmental infrastructure.

# CHAIRMAN STATEMENT

## DEAR SHAREHOLDERS,

On behalf of our Board of Directors, it is my pleasure to present our annual report for the financial year ended 31 December 2019 ("FY2019").

The business environment has been challenging during the year. Besides that, the Group also faced headwinds from the increasing competitive industry. Thus, the Group recorded revenue of $74.8 million, representing a decrease of 10.7% from $83.8 million in FY2018. This was mainly attributable to lower contribution from Environmental Systems ("EE Systems"), while revenue from Water Management Services ("WM Services") and sales from trading of chemical and spare parts remained relatively stable. China remained our key market with a contribution of $30.0 million, or 40.1% to the total revenue in FY2019 while Malaysia contributed 37.8% to the Group's total revenue in FY2019, making it the second key market of the Group. In line with the decrease in revenue, the Group recorded a net loss of $11.5 million in FY2019.

## MALAYSIA

Revenue from Malaysia remained relatively stable at $28.3 million in FY2019. With this, Malaysia remains as one of our top markets, contributing 37.8% revenue to the Group.

## PEOPLE'S REPUBLIC OF CHINA

Revenue from China decreased from $44.0 million in FY2018 to $30.0 million in FY2019, representing a decrease of 31.8%. China remains as our key markets, contributing 40.1% revenue to the Group.

The deadline for the transfer of water treatment asset from Wang Zhi to the Group has been extended to 22 March 2022 from 22 March 2020 to ensure there is sufficient time for proper due diligence and acquisition. Gaoyi Domestic Waste Water Treatment Project (the "Project") which was identified as the potential water treatment asset to be transferred has just completed the refurbishment in the first half of September 2019. The technical diligence is likely to be completed only by the second half of 2020 after the plant's operations have achieved full capacity. The Group would then have to commission a valuation of the Project and complete its legal, financial, environmental and business due diligence after the technical due diligence. The entire process is expected to only complete by end of 2020 or early 2021.

## SINGAPORE

Revenue from Singapore increased by 91.6% to $15.1 million in FY2019 from $7.9 million in FY2018, representing a contribution of 20.2% to the Group's revenue.

The Group has successfully secured HDB projects for the retrofitting of a District Pneumatic waste conveyance system under the HDB greenprint program. The Group foresees more opportunities for securing similar projects.

## STRENGTHENING PRESENCE IN NEW MARKET

We have been continuously strengthening our presence in Vietnam market. The Group and InfraCo have subscribed new shares in Darco InfraCo Vietnam Water Pte. Ltd, sharing 100% of the equity interest of a company in Vietnam, which will undertake the development, implementation, financing, construction and operation of a portfolio of water supply projects in Vietnam.

This allows the Group to undertake asset acquisitions, in line with the Group's plans to move across the value chain to take on ownership projects overseas, particularly Vietnam.

On 6 July 2019, we had a ground breaking ceremony at the site of the future Ba Lai Water Supply Plant which will commence construction soon. Upon completion, the water treatment plant and water supply plant are set to generate affordable, clean water at 15,000m3/day, to be piped directly to around 100,000 people in the Ba Tri District in Ben Tre Province, in the Mekong Delta, Vietnam.

Indonesia is also one of the potential markets that offer us with huge business opportunities. Thus, we continue with our efforts to further expand our operations in Indonesia. The Group has acquired 75% of the equity of PT Panghegar Energy Indonesia ("PEI"), a company in the waste management sector in West Indonesia.

# CHAIRMAN STATEMENT

The Project will be constructed and operated based on a Build-Operate-Transfer (BOT) model for a concession period of 25 years and requires a total investment of US$46.0 million. It has the capacity of receiving 1,650 tonnes of municipal waste per day and producing 590 tonnes of Refuse Derived Fuel ("RDF") per day.

The Project involves separating the waste into organics and combustibles to produce RDF while recyclables (metal, plastics) and incombustibles for final disposal. Though RDF has a heat value similar to coal. It produces less pollutants and it is also one-third less costly as compared to coal. Thus, cement production companies are willing to use RDF as an alternative. PEI has signed an RDF offtake agreement with PT Indocement Tunggal Prakarsa Tbk, the biggest cement production company in Indonesia.

PEI has entered into a cooperation agreement with a regional government of Indonesia to provide waste management services in certain Indonesia cities and provinces. With the acquisition on PEI, the Group will have the rights to the concession. This is the first of its kind project in West Java and we are expecting more similar projects going forward. With the know-how from the pioneer project, we will have the competitive advantage to secure these projects as compared to other players. Thus, the Group is able to generate revenue from both wastes processing services and selling of RDF.

We hope that these initiatives will turn fruitful by creating new revenue stream for the Group and eventually help the Group to return to profitability.

### OUTLOOK

The start of the new year was met with unexpected outbreak of coronavirus disease ("COVID-19") which has impacted the global economy as many countries have adopted drastic measures to contain its spread.

Since 18 March 2020, Malaysia has been under a movement control order, that has put the country under lockdown due to the outbreak of COVID-19 and the national lockdown has been extended until 12 May 2020. The Group's operation in Malaysia was not exempted from the order as it is not constituted as essential services. Thus, the Group is expecting an adverse impact on the Group's financial performance for the financial year ending 31 December 2020 as revenue from Malaysia accounts for about 40% of the Group's total revenue.

Another of the Group's subsidiary in Singapore that may experience some effects from the coronavirus outbreak is PV Vacuum, as this subsidiary relies heavily on procurement of materials for installation from China. There will likely be delays in logistics, and therefore, implementation of PV Vacuum's projects within the year may be delayed.

The Group's subsidiary in China, which contributes about 50% of the revenue, would likely be adversely affected by the outbreak of COVID-19. The subsidiary is based in Wuhan, which was identified as the epicentre of the outbreak, and the city has been under lock down from 23 January 2020 and only resumed operation on 11 March 2020.

During the year, the Group has re-evaluated the overall business strategy and direction of the Group after taking into the consideration the current business environment. Thus, the Group has decided to continue to focus its efforts on EE Systems and WM Services by leveraging on such experience and expertise to deliver advanced solutions for water and waste management systems, while pursuing municipal opportunities to generate recurring income from investments in water supply and waste projects.

We have also decided to exit from solar power industry as we realized that we do not possess the first mover advantage in the industry where many successful players are already in the industry for the past couple of years, having the experience and know-how already. Obtaining a better tariff is getting more challenging now as the industry is experiencing a continuing declining trend for the tariff and the competition in the industry is increasingly intense.

Nonetheless, the Group remains open to considering business opportunities outside the EE Systems and WM Services industry in the future. We are also looking

# CHAIRMAN STATEMENT

for opportunities for investment projects which would generate recurring income stream for the Group. Besides planning to venture into new markets, we also have the intention to revitalize our presence in the markets where we have had presence many years ago such as Philippines.

The Group is expected to experience challenges arising from the outbreak of COVID-19 which is likely to negatively affect our business in FY2020 as the pandemic has impeded the growth for the global economy. The Group will continue its efforts to diversify its revenue and procurement sources so as to stay resilient in the face of unexpected challenges. However, given that uncertainties persist amidst the outbreak of COVID-19, we will continue to monitor the situation and tweak our strategy accordingly.

## WORDS OF APPRECIATION

First of all, I would like to welcome Mr. Poh Kok Hong who join us on board as the Chief Executive Officer and Executive Director of the Company. Mr. Poh who has a long track record working with various multinational corporations (MNC) in the last 10 years. He was also with Singapore Technologies Aerospace for 8 years from 1997-2005 and thereafter, he has been with various MNCs for 14 years from 2005 to current date. Mr Poh has accumulated relevant skillsets in engineering, technical, management and regional business development. With his background from the aerospace industry, regional exposure and working experience with MNCs, he will inject a breath of fresh air into the company. He is able to re-energize the company with a new set of ideas and perspectives.

In addition, I would also like to extend my warm welcome to Mr. Zhao Yong Chang as the Chief Operating Officer of the Company. Mr. Zhao has more than 30 years of experience in the water technology, engineering and management industry. He is responsible for supervising the Group's operations in terms of project sales and execution, leading the development of water environment investment projects and technologies and participating in the formation of the Group's policies.

I would also like to welcome Ms. Gn Jong Yuh Gwendolyn and Ms. Ong Joo Mien Joanna as the Independent Directors of the Company.

I would also like to thank Mr. Thye Kim Meng and Mr. Oh Chee Sien, who stepped down as the Executive Chairman and Non-Executive Director of the Group respectively, for their contribution during their tenure and we wish them all the best for their future endeavors.

I would like to extend my heartfelt gratitude to our customers, employees, management, suppliers and shareholders for their unwavering support. It has been a tough year and I hope that we can tide over the difficulties hand in hand. Last but not least, I would like to express my gratitude to the Board for their guidance and counsel.

**WANG YAOYU**
**EXECUTIVE CHAIRMAN**

# BOARD OF DIRECTORS

## WANG YAOYU

**Chinese, Aged 63**

Executive Chairman

**Mr. Wang Yaoyu** was appointed as the Executive Director of our Company on 13 September 2016. He is currently the Chairman of Wuhan Kaidi Water Service Company. He is responsible for formulating strategic direction and policy and responsible for the profit and loss of a major subsidiary. Mr. Wang has more than 15 years of experience in the wastewater treatment industry. He was the Executive Director of Asia Water Technology Ltd. and a Director of SIIC Environment Holdings (Wuhan) Co., Ltd.

Mr. Wang graduated from Hefei University of Technology with a Degree in power plant and electric power system in 1982.

## POH KOK HONG

**Singapore Citizen, Aged 49**

Chief Executive Officer

**Mr. Poh Kok Hong** was appointed Executive Director and CEO of Darco Water Technologies Ltd on 1 July 2019. Mr. Poh has over 20 years of experience working in military and commercial aviation industry. In the past 10 years, he has worked in various multi-billion dollars multi-national corporations; such as StandardAero, NORDAM and Goodrich. Mr. Poh has extensive regional experience managing business operations in key growth countries in Asia.

Mr. Poh has a Bachelor of Science in Aerospace Engineering and a Master of Science in Aerospace Engineering with Minor in Electrical Engineering from Mississippi State University, USA.

## WANG ZHI

**Singapore Citizen, Aged 55**

Non-Executive Deputy Chairman

**Mr. Wang Zhi** was appointed to the Board of the Company on 3 April 2018 and he assumed the position of the Deputy Non-Executive Deputy Chairman of the Board and as the Chairman of the Investment Committee of the Company.

Wang Zhi, aged 55 is a Singaporean and an engineer by profession. He graduated with a Bachelor Degree from the Chemical Engineering Department of Nanchang Aeronautical Engineering Institute in Nanchang, China.

He is currently the Chairman of Future International Investments Limited, Future International Investment Limited and Future Holdings Group Limited, companies incorporated in Hong Kong and are involved in investment and management of water supply, renewable energy and tourism and ecological agriculture businesses mostly in China.

He has more than 20 years of experience in the business of water and wastewater treatments and water supply. Prior to venturing into his own business, he was the China Chief Representative and General Manager of a company listed on Bursa Malaysia and he was involved in the business development of water and wastewater projects and investments.

## TAY LEE CHYE LESTER

**Singapore Citizen, Aged 46**

Lead Independent Director

**MR. TAY LEE CHYE LESTER** was appointed as the Lead Independent Director of our Company on 23 April 2015. He is currently the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee. He has approximately 20 years of experience in accounting, audit, financial advisory and fund management. He is the Chief Executive Officer at Rockstead Capital Group since 2007. Prior to that, he was the Chief Financial Officer of Asia Water Technology Ltd from 2004 to 2007. He graduated from Nanyang Technological University with degree in Accountancy in 1998. He was awarded Nanyang Outstanding Young Alumni Award Recipient in 2007. He is a member of Singapore Institute of Directors and a member of the Institute of Singapore Chartered Accountants.

# BOARD OF DIRECTORS

## TAY VON KIAN

**Singapore Permanent Resident, Aged 48**

Independent Director

**Mr. Tay Von Kian** was appointed as an Independent Director of our Company on 14 August 2015. He is currently a member of the Audit Committee and the Remuneration Committee. He has approximately 18 years of working experience in corporate fund raising. He is currently working in a financial institution. Prior to that, he has had working stints in the Corporate Finance units of banks and securities firm. Mr. Tay graduated from Macquarie University, Sydney with a Bachelor of Commerce (Accounting) with Bachelor of Laws degrees. He was admitted as Solicitor in the New South Wales, Australia and was called to the Malaysian Bar in 1997. He is also currently a member of CPA Australia.

## GN JONG YUH GWENDOLYN

**Singapore Citizen, Aged 49**

Independent Director

**MS. GN JONG YUH GWENDOLYN** was appointed as the Independent Director of our Company on 02 May 2019. She is currently the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committee.

Ms Gn has more than 20 years' experience as a Corporate Lawyer, specialising in corporate finance and capital markets in Singapore and the Asian region. Ms. Gn is currently an Equity Partner in ShookLin & Bok LLP where she actively advises both Main Board and Catalist listed companies, SMEs, MNCs and financial institutions on areas of fund raising, IPOs / RTOs / dual listings, mergers and acquisitions, corporate structuring and corporate governance. Ms. Gn graduated with LLB Hons (Second Upper) from the National University of Singapore in 1994 and was called to the Singapore bar as an Advocate and Solicitor in 1995. Ms. Gn is a winner of the International Law Office and Lexology Client Choice Award 2014 in Singapore for Capital Markets and has been recognised as a leading capital markets and corporate finance lawyer in Asialaw Leading Lawyers. She has been named as an expert in Euromoney's Guide to the World's Leading Women in Business Law and World's Leading Capital Markets Lawyers.

## JOANNA ONG JOO MIEN

**Singapore Citizen, Aged 55**

Independent Director

**Mdm. Joanna Ong Joo Mien** was appointed as an Independent Director of our Company on 2nd May 2019. She is currently the Chair of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mdm. Ong has more than 25 years of experience in accounting and financial management.

Joanna is currently the Director of J.Ong Business Services, a corporate services consulting firm, which specialises in providing finance services and management strategy to SMEs in Singapore.

Prior to establishing her consultancy firm, Joanna was the Vice-President of Finance under the consumer market group in StarHub Limited (listed in SGX-ST).

Prior to StarHub, she has worked for more than 10 years with Singapore Cable Vision Ltd. She started her career with Price Waterhouse CPA before joining Singapore CableVision Ltd.

Joanna has a Bachelor of Accountancy from the National University of Singapore. She is a member of both the Institute of Singapore Chartered Accountants (ISCA) and Singapore Institute of Directors.

She is currently an Independent director and chair of the audit committee at Asian Pay Television Trust (a listed business trust in SGX-ST).

# KEY MANAGEMENT

### ZHAO YONG CHANG

**Singapore Citizen, Aged 53**

Chief Operating Officer

**Mr. Zhao Yong Chang** is a veteran in the water and environmental business. During his 30 years professional experience, he was involved in the proposal, design, construction, commissioning and operation of various projects and plants. As Chief Operating Officer, Mr Zhao is responsible for supervising the group's operation in terms of project sales and execution. Mr Zhao also takes the lead in the development of new investment projects for the Group. In addition, he assists the CEO in the formation of Group's policies.

Mr. Zhao holds a Bachelor's degree from Tsinghua University and a Master's degree from National University of Singapore. Mr. Zhao contributes to the steady growth of the Group by leveraging on his extensive networks in China, Singapore and other ASEAN countries.

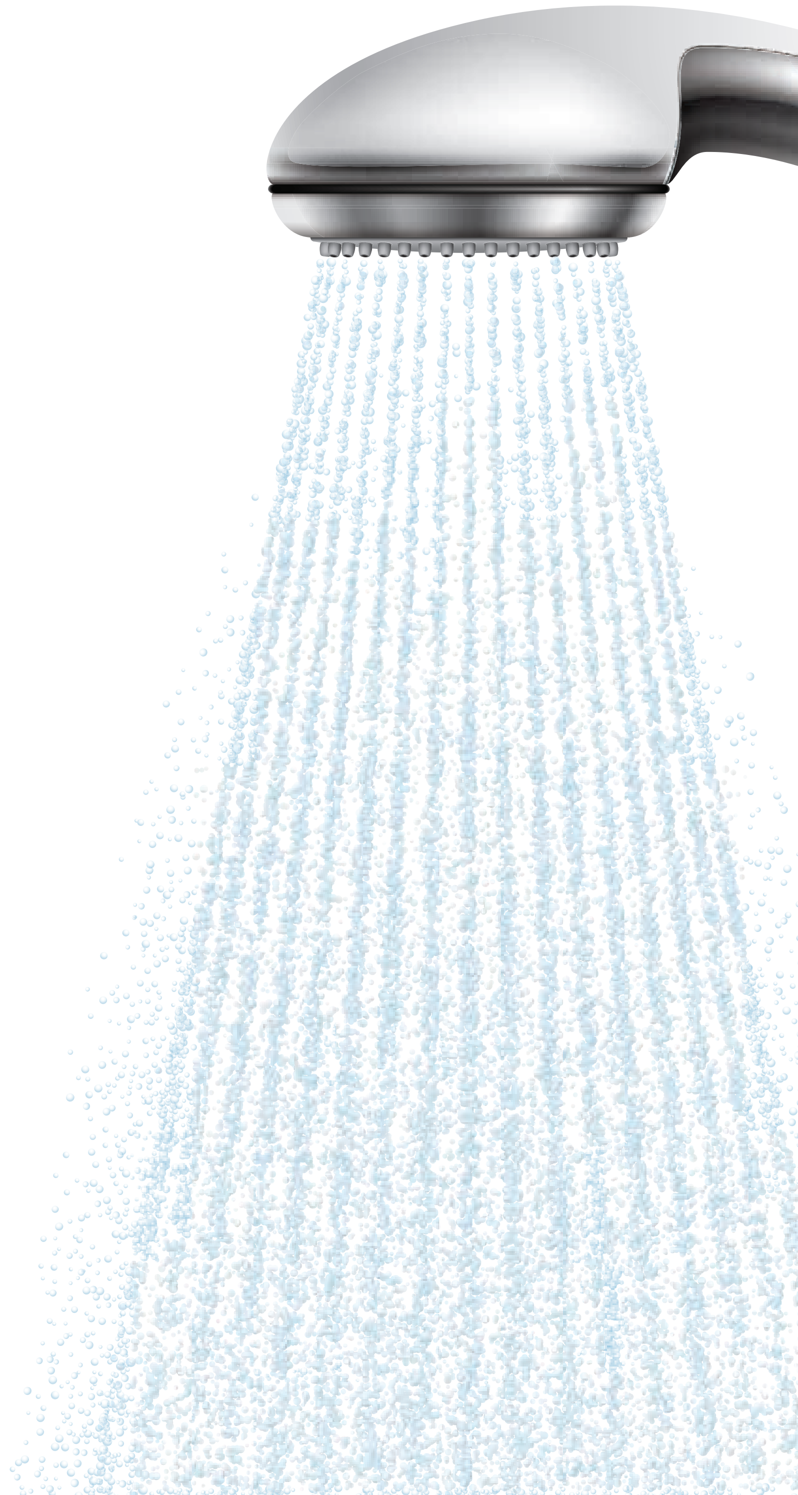
### TEH CHUN SEM

**Aged 33**

Financial Controller

**Mr. Teh Chun Sem** was appointed as the Financial Controller on 31 May 2016. He is responsible for overseeing the Group's financial, account matters and risk function. Mr. Teh has approximately 8 years of working experience in the audit industry serving various clients from diverse industries including trading, engineering, education and manufacturing. Prior to joining Darco, he was a Audit Assistant Manager at BDO LLP.

Mr. Teh holds the ACCA Professional Qualification with the Association of Chartered Certified Accountants of the United Kingdom. He is a non-practising member of the Institute of Singapore Chartered Accountants and a member of the Association of Chartered Certified Accountants.



# OPERATIONS REVIEW

## INCOME STATEMENT REVIEW

Revenue decreased 10.7% year-on-year ("yoy") from $83.8 million in FY2018 to $74.8 million in FY2019.

## SEGMENTAL CONTRIBUTION

Revenue from Engineered Environmental Systems ("EE Systems") decreased from $63.7 million in FY2018 to $53.7 million in FY2019 mainly due to lower contribution from the Engineering, Procurement, and Construction ("EPC") projects in China and Malaysia.

Revenue from Water Management Services ("WM Services") remained stable at $8.3 million in FY2019.

Sales from trading of chemical, spare parts and others increased from $11.7 million in FY2018 to $12.8 million in FY2019 mainly due to higher trading volume of parts and chemical in Malaysia to our water treatment customers in Malaysia.

## GEOGRAPHICAL CONTRIBUTION

Malaysia, China and Singapore are the main markets of the Group which contributed 98.1% of the total Group's revenue.

The Group's overall gross profit reduced from $14.0 million in FY2018 to $10.0 million in FY2019. The Group's overall gross profit ("GP") margin has decreased from 16.6% in FY2018 to 13.4 % in FY2019. Due to the stiff competition in the China market, the Group has had to lower its profit margin when tendering and securing the contracts in China. The average project margin in China for EPC project is ranging from 10% to 13%. As China is one of our major market segments, the lower margin for China projects has significantly reduced the overall Group profit margin for the year.

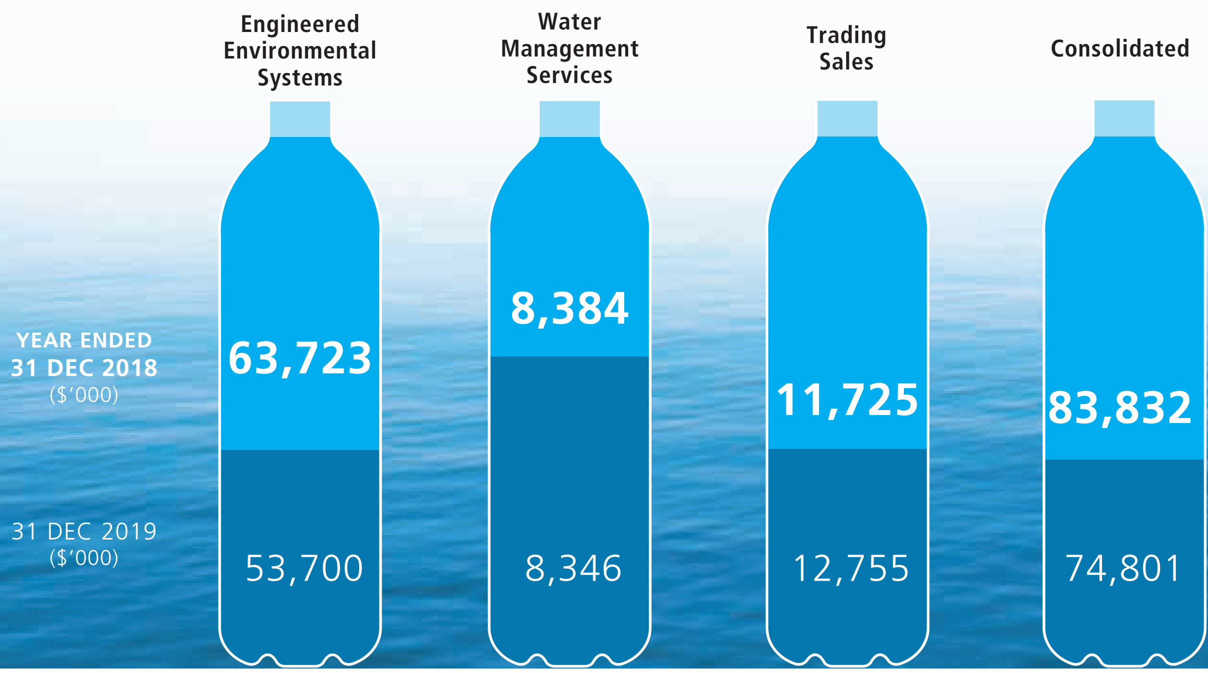
The Group's other income has decrease from $0.7 million in FY2018 to $0.5 million in FY2019. This is mainly due to the decreased in government grant income from $0.4 million in FY2018 to $0.2 million in FY2019.

The group's marketing and distribution expenses decreased from $2.1 million in FY2018 to $1.7 million in FY2019 mainly due to lower marketing cost incurred in China. The decrease in sales and marketing expenses is in line with the reduction in the Group revenue.

Administrative expenses which comprise of staff salary, professional fees, depreciation and other operating expenses, increased from $13.1 million in FY2018 to $16.3 million in FY2019, mainly due to the impairment loss of non-financial assets amounting to $2.9 million.

Impairment loss on financial assets are mainly the one off impairment for Inventories, trade receivables and contract assets amounting to $3.8 million.

## SEGMENTAL REVENUE CONTRIBUTION



# OPERATIONS REVIEW

As a result of the above, the Group registered a net loss of $11.5 million in FY2019, as compared to a net loss of $1.8 million in FY2018.

Current assets of $96.3 million as at 31 December 2019 mainly comprised of trade and other receivables of $62.5 million, inventories of $6.2 million and cash and bank balances of $27.4 million.

Non-current assets of $12.6 million as at 31 December 2019 largely comprised of intangible assets of $3.6 million, property, plant and equipment of $7.6 million, rights-of-use assets of $0.7 million and deferred income tax assets of $0.7 million.

Current liabilities of $64.1 million as at 31 December 2019 comprised of trade and other payables of $52.6 million, borrowings of $10.9 million, lease liabilities $0.3 million and income tax payable of $0.3 million.

Non-current liabilities of $1.6 million as at 31 December 2019 comprised mainly lease liabilities of $0.2 million and borrowings of $1.3 million.

Shareholders' equity decreased from $54.2 million in FY2018 to $43.1 million in FY2019.

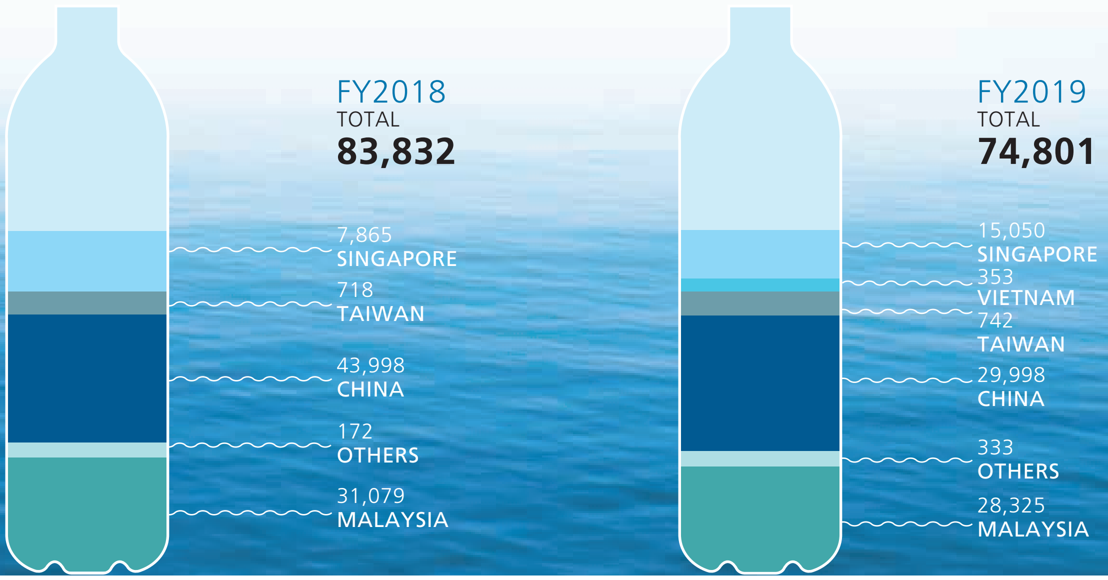
Net cash used in operating activities was $1.5 million in FY2019, compared to cash outflow of $6.9 million in FY2018.

Net cash used in investing activities was $3.6 million in FY2019, compared to cash outflow of $0.4 million in FY2018.

Net cash generated from financing activities was $2.8 million in FY2019, while the Group has a net cash inflow of $14.8 million from financing activities in FY2018.

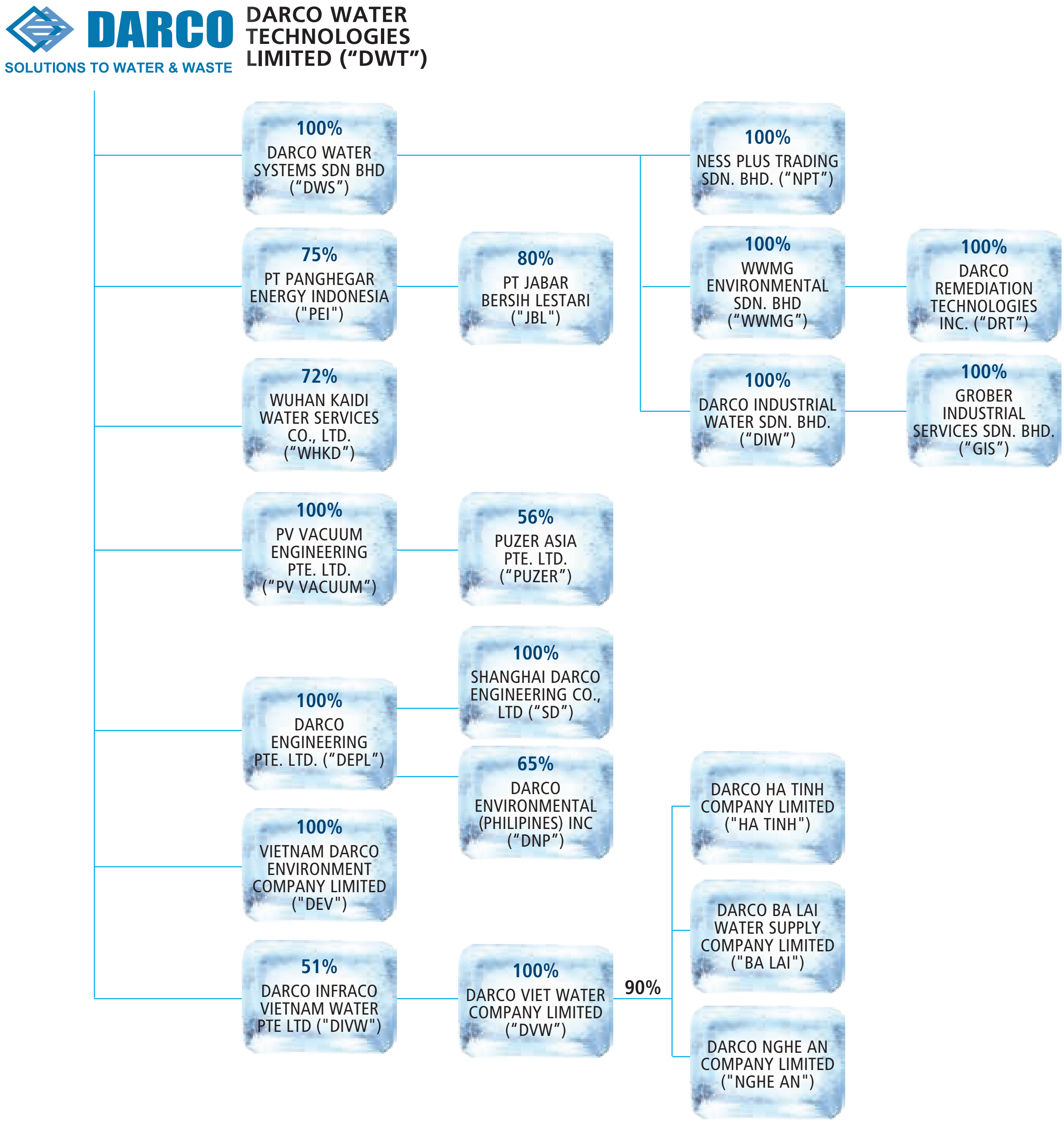
The Group cash and cash equivalents as at 31 December 2019 stands at $20.2 million.

## GEOGRAPHICAL REVENUE CONTRIBUTION ($'000)



# GROUP STRUCTURE

AS AT 31 DECEMBER 2019




# CORPORATE INFORMATION

## BOARD OF DIRECTORS

WANG YAOYU
*(Executive Chairman)*

WANG ZHI
*(Non-Executive Deputy Chairman)*

POH KOK HONG
*(Chief Executive Officer)*

TAY LEE CHYE LESTER
*(Non-Executive Lead Independent Director)*

TAY VON KIAN
*(Non-Executive Independent Director)*

GN JONG YUH GWENDOLYN
*(Non-Executive Independent Director)*

JOANNA ONG JOO MIEN
*(Non-Executive Independent Director)*

## AUDIT COMMITTEE

TAY LEE CHYE LESTER
*(Chairman)*

TAY VON KIAN

GN JONG YUH GWENDOLYN

ONG JOO MIEN JOANNA

## NOMINATING COMMITTEE

GN JONG YUH GWENDOLYN
*(Chairman)*

TAY LEE CHYE LESTER

ONG JOO MIEN JOANNA

## REMUNERATION COMMITTEE

ONG JOO MIEN JOANNA
*(Chairman)*

TAY LEE CHYE LESTER

TAY VON KIAN

GN JONG YUH GWENDOLYN

## COMPANY SECRETARY

JOEL TAN WEI JIE

## REGISTERED OFFICE

Harvest @ Woodlands
280 Woodlands Industrial Park E5 #09-36,
Singapore 757322

## REGISTRAR AND SHARE TRANSFER OFFICE

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

## AUDITORS

Crowe Horwath First Trust LLP
Public Accountants and Chartered Accountants
Singapore
8 Shenton Way
#05-01, AXA Tower
Singapore 068811

Partner-in-charge: Kow Wei-Jue Duncan
*(appointment effective from financial year ended 31 December 2019)*

# OUR REGIONAL PRESENCE

# OUR **MISSION**

To be the water company of choice by providing customer driven multi-technology solutions.

To design and manufacture a wide range of high performance water and wastewater systems and provide services of highest quality at affordable prices.

# CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**" or the "**Directors**") and the management (the "**Management**") of Darco Water Technologies Limited (the "**Company**", and together with its subsidiaries, the "**Group**") are strongly committed to maintaining a high level of corporate governance which is essential to the protection of interests of shareholders of the Company ("**Shareholders**") and enhancing long-term Shareholder value and returns.

The Monetary Authority of Singapore ("**MAS**") issued the revised Code of Corporate Governance on 6 August 2018 (the "**2018 Code**") and the 2018 Code applies to annual reports covering financial years with effect from 1 January 2019. The Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST Listing Manual**") require listed companies to describe in its annual report its corporate governance practices with specific reference to the principles and the provisions of the 2018 Code. The Company must comply with the principles of the 2018 Code. Where the Company's practices vary from any provisions of the 2018 Code, it must explicitly state, in its annual report, the provision from which it has varied, explain the reason for variation, and explain how the practices it had adopted are consistent with the intent of the relevant principle.

This report outlines the Company's corporate governance framework in place throughout the financial year ended 31 December 2019 ("**FY2019**") with specific references made to each of the principles and the accompanying provisions to each principles of the 2018 Code and the relevant Practice Guidance of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Practice Guidance**"). The Company has complied with the principles set out in the 2018 Code. Where there are deviations, appropriate explanations have been set out on how our practices are consistent with the aim and philosophy of the principle in question. This report also makes references to the Code of Corporate Governance implemented on 2 May 2012 (the "**2012 Code**") in relation to the relevant principles and accompanying guidelines that are still in force.

**PRINCIPLE 1: THE BOARD'S CONDUCT OF AFFAIRS**

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

The Board is collectively responsible for providing overall strategy and direction to the Management and the Group. The Board's key responsibilities include providing entrepreneurial leadership and supervision to the Management of the Company and the Group with a view to protect shareholders' interests, enhance long-term shareholders' value, safeguard the Company's assets, and achieve long-term success of the Company and the Group. Principle 1

The Board's principal responsibilities are to:

(a) guide the formulation of the Group's overall long-term strategic objectives and directions through entrepreneurial leadership, including setting the Group's policies and strategic plans and monitor achievement of these corporate objectives;

(b) establish goals for management and monitor the achievement of these goals;

(c) ensure management leadership of high quality, effectiveness and integrity;

(d) review internal controls, risk management, financial performance and reporting compliance; and

(e) to set the Company's values and standards (including ethical standards).

# CORPORATE GOVERNANCE **REPORT**

All Directors act objectively and discharge their duties and responsibilities at all times as fiduciaries and make decisions in the best interests of the Company and hold Management accountable for performance. The Board has put in place a code of conduct and ethics, which set out a code of conduct and ethical standards for Directors and staff to adhere to, and sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Directors who face a conflict of interest recuse themselves from discussions and decisions involving the issues of conflict. Provision 1.1

In FY2019, the Company, has updated the Board on relevant new laws and regulations affecting the Company. From time to time, and through Board meetings and other meetings, both formal and informal, our Chief Executive Officer ("**CEO**") has been advising our Directors of the changing commercial and business risks faced by our Company. Provision 1.2

The Directors are also updated regularly with changes to the Listing Rules, risk management, corporate governance, insider trading and the key changes in the relevant regulatory requirements and financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as Board or Board Committees members.

New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are circulated to the Board by the Management.

For FY2019:–

(i) The Directors are informed of upcoming conferences, seminars, and training programs relevant to their roles as Directors of the Company; and

(ii) The external auditors update the Audit Committee ("**AC**") and the Board on the new and revised financial reporting standards that are applicable to the Company and/or the Group.

The Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of Directors' duties and responsibilities. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with such regulatory changes, the Company provides opportunities for ongoing education and training on Board processes and best practices as well as updates on changes in legislation and financial reporting standards, regulations and guidelines from the Listing Rules that affect the Company and/or the Directors in discharging their duties. Such training costs are borne by the Company.

All new Directors shall be provided with background information about the Group's history and core values and industry-specific knowledge. Appropriate briefing and orientation will be arranged for newly appointed Directors to familiarise them with the Group's business operations, strategic directions, Directors' duties and responsibilities and the corporate governance practices. They will also be given opportunities to visit the Group's operational facilities and meet the Management so as to gain a better understanding of the Group's business. Rule 210(5)(a)

In addition to the above, the Company has arrangements in place for newly appointed Directors with no prior experience as a director of a listed company on the SGX-ST to undergo training in the roles and responsibilities of a director of a listed company on the SGX-ST as prescribed by the SGX-ST. If the Nominating Committee ("**NC**") is of the view that training is not required because the Director has other relevant experience, the basis of the NC's assessment will be disclosed.

Mr. Wang Zhi was appointed as a Director of the Company on 3 April 2018. Mr. Wang Zhi is required to undergo training in the roles and responsibilities of a director of a listed company on the SGX-ST as prescribed by the SGX-ST as he had no prior experience as a director of a listed company on the SGX-ST. Mr. Wang Zhi has provided his undertaking to the Company that he will attend the prescribed courses and trainings by SGX-ST by the end of Year 2020.

The Company will provide a formal letter to newly appointed Directors upon their appointment explaining their statutory duties and responsibilities as Directors.

The Board has first adopted the Group Charter in FY2003 and the Group Charter is subject to continuous updates and review by the Board. The Group Charter sets out the Group's internal guidelines for material contracts and investments exceeding specified amounts. This Group Charter also forms part of our Group's risk management process, which ensures that all contracts entered into, and investments made by the Group, of a material contract sum are approved by the appropriate levels of Management, up to the Board level. Provision 1.3

The Board has adopted a set of internal guidelines setting forth matters that require Board approval, and these internal guidelines have been clearly communicated to the Management in writing. The Board has identified the following areas for which the Board has direct responsibility for decision making within the Group:

(i) Approval of the Group's major investments/divestments and funding decisions;

(ii) Approval of the Group's half-year and full-year financial result announcements for release to the SGX-ST;

(iii) Approval of any agreement which is not in the ordinary course of business;

(iv) Approval of any major borrowings or corporate guarantees in relation to borrowings;

(v) Entering into any profit-sharing arrangement;

(vi) Entering into any foreign exchange hedging transactions;

(vii) Incorporation or dissolution of any subsidiary;

(viii) Issuance of shares or declaration of dividends;

(ix) Approval of material interested person transactions;

(x) Approval of the annual report and audited financial statements;

(xi) Convening of general meetings;

(xii) Approval of corporate strategies;

(xiii) Approval of material acquisitions and disposal of assets; and

(xiv) Approval of announcements or press releases concerning the Group for release to the SGX-ST.

# CORPORATE GOVERNANCE REPORT

To assist the Board in the execution of its responsibilities, the Board is supported by three (3) key board committees namely AC, NC, and Remuneration Committee ("**RC**") (collectively, "**Board Committees**"), which are delegated with specific responsibilities. The Board Committees operate within clearly defined written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The Board Committees play an important role in ensuring good corporate governance in the Company and within the Group. The written terms of reference of the Board Committees are reviewed on a regular basis to ensure their continued relevance.

Provision 1.4

Listing Rule 210(5)(e)

Details of the other Board Committees are as set out below:

(i) Nominating Committee (Principle 4);

(ii) Remuneration Committee (Principle 6); and

(iii) Audit Committee (Principle 10).

Additionally, the Board is supported by an Investment Committee ("**IC**"), which comprises the following members:

**Investment Committee**

The IC comprises of Mr. Wang Zhi, Ms. Heather Tan Chern Ling and Mr. Teh Chun Sem.

The IC operates within clearly defined written terms of reference setting out its compositions, authorities and duties. The key role of the IC is to assist the Board in discharging its responsibility in relation to investment-related matters as described in its written terms of reference, including advising and/or making recommendations to the Board on investment management related matters (or sub-delegating all or part of its authority to other competent bodies and/or management members of the Company. All material and significant matters are reported to the Board by the IC.

The Board and Board Committees will meet as and when required to approve matters relating to announcements of, among others, financial results, annual report, material acquisitions and disposals of assets.

Provision 1.5

At the meetings of the Board and Board Committees, the Directors actively participate and are free to discuss and openly challenge the views presented by the Management and the other Directors. The decision making process is an objective one.

The Board conducts meetings at least twice annually. In lieu of physical meetings, written resolutions were also circulated for approval by the members of the Board. Meetings via telephone conference are permitted by the Company's Constitution.

# CORPORATE GOVERNANCE REPORT

The attendances of the Directors at the formal Board meetings and Board Committee meetings held during FY2019, with the company secretary in attendance, are as follows:

| Name of Director | Board | | Board Committees: Audit Committee | | Nominating Committee | | Remuneration Committee | | Investment Committee ("IC") | |
|---|---|---|---|---|---|---|---|---|---|---|
| | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended |
| Wang Yaoyu | 2 | 2 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Wang Zhi | 2 | 2 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Poh Kok Hong(1) | 2 | 1 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Tay Lee Chye Lester | 2 | 2 | 3 | 3 | 2 | 2 | 1 | 1 | N.A. | N.A. |
| Tay Von Kian | 2 | 2 | 3 | 3 | 2 | 2 | 1 | 1 | N.A. | N.A. |
| Gn Jong Yuh Gwendolyn(2) | 2 | 1 | 3 | 2 | 2 | 0 | 1 | 0 | N.A. | N.A. |
| Ong Joo Mien Joanna(3) | 2 | 1 | 3 | 2 | 2 | 0 | 1 | 0 | N.A. | N.A. |
| Thye Kim Meng(4) | 2 | 1 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Heather Tan Chern Lin(5) | 2 | 1 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Oh Chee Sien(6) | 2 | 1 | 3 | 1 | 2 | 2 | 1 | 1 | N.A. | N.A. |

**Notes:**

(1) Mr Poh Kok Hong was appointed as Executive Director and Chief Executive Officer with effect from 1 July 2019

(2) Ms Gn Jong Yuh Gwendolyn was appointed as Non-Executive Independent Director with effect from 2 May 2019

(3) Ms Ong Joo Mien Joanna was appointed as Non-Executive Independent Director with effect from 2 May 2019

(4) Mr Thye Kim Meng resigned as Managing Director and Chief Executive Officer with effect from 31 May 2019

(5) Ms Heather Than Chern Lin resigned as Executive Director and member of Audit Committee with effect from 30 April 2019

(6) Mr Oh Chee Sien resigned as Non-Executive Independent Director with effect from 9 May 2019

Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of the Company.

Board and Board Committee papers are prepared for each Board and Board Committee meeting respectively and furnished to the Board and Board Committees respectively prior to any Board or Board Committee meeting. The Board and Board Committee papers are issued in sufficient time to enable the Directors to obtain additional information or explanations from the Management, if necessary. The Board and Board Committee papers include minutes of the previous meetings, financial results announcements, reports from the internal auditors and external auditors, reports from the Board Committees, and related materials, background or explanatory information relating to the matters to be raised at Board and Board Committee meetings. Provision 1.6

# CORPORATE GOVERNANCE **REPORT**

The Directors are regularly updated by the Management on the developments within the Group and are supplied with such other information so that they are equipped to participate fully at Board and Board Committee meetings.

The members of the Board have separate and independent access to the Management and the Company Secretary and are provided with adequate background information prior to Board and Board Committee meetings. The Management has taken a pro-active approach of informing the Directors on a timely basis of important corporate actions to be taken by the Company and events that will affect the Company, even if such developments may not require the approval of the Board. Provision 1.7

The appointment and removal of the Company Secretary is a matter for the Board to decide as a whole. The Company Secretary or his or her representative administers, attends and prepares minutes of the Board and Board Committees meetings and assists the Chairman of the Board and/or the AC, NC and RC in ensuring proper procedures at such meetings are followed and reviewed so that the Board and the Board Committees function effectively.

The members of the Board may seek the advice of independent professional advisers, the cost of which will be borne by the Company.

**PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE**

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

Following the changes in the composition of the Board with effect from 1 July 2019, and as at the date of this Corporate Governance Report, the Board comprises two (2) Executive Directors, one (1) Non-Executive Non-Independent Director, and four (4) Independent Non-Executive Directors. Presently, there is a strong and independent element on the Board with the Independent Non-Executive Directors making up a majority of the Board. Together, the Directors bring a wide range of business and financial experience relevant to the Group. Principle 2

Listing Rule 1207(10B)

| Name of Directors | Board | Date of First Appointment | Date of Last Re-Election | AC | NC | RC | IC |
|---|---|---|---|---|---|---|---|
| Wang Yaoyu | Executive Chairman | 13 September 2016 | 25 April 2019 | – | – | – | – |
| Wang Zhi | Non-Executive Deputy Chairman | 3 April 2018 | 25 April 2019 | – | – | – | Chairman |
| Poh Kok Hong[(1)] | Executive Director and Chief Executive Officer | 1 July 2019 | – | – | – | – | – |
| Tay Lee Chye Lester | Lead Independent Director | 23 April 2015 | 25 April 2019 | Chairman | Member | Member | – |
| Tay Von Kian | Non-Executive Independent Director | 14 August 2015 | 25 April 2019 | Member | – | Member | – |
| Gn Jong Yuh Gwendolyn[(2)] | Non-Executive Independent Director | 2 May 2019 | – | Member | Chairman | Member | – |
| Ong Joo Mien Joanna[(3)] | Non-Executive Independent Director | 2 May 2019 | – | Member | Member | Chairman | – |

# CORPORATE GOVERNANCE REPORT

| Name of Directors | Board | Date of First Appointment | Date of Last Re-Election | AC | NC | RC | IC |
|---|---|---|---|---|---|---|---|
| Thye Kim Meng[4] | Managing Director and Chief Executive Officer | 13 October 2002 | 25 April 2019 | – | – | – | – |
| Heather Tan Chern Lin[5] | Executive Director | 25 May 2006 | 25 April 2019 | – | – | – | Member |
| Oh Chee Sien[6] | Non-Executive Independent Director | 13 August 2015 | 25 April 2019 | – | – | – | – |

**Notes:**

(1) Mr Poh Kok Hong was appointed as Executive Director and Chief Executive Officer with effect from 1 July 2019

(2) Ms Gn Jong Yuh Gwendolyn was appointed as Non-Executive Independent Director with effect from 2 May 2019

(3) Ms Ong Joo Mien Joanna was appointed as Non-Executive Independent Director with effect from 2 May 2019

(4) Mr Thye Kim Meng resigned as Managing Director and Chief Executive Officer with effect from 31 May 2019

(5) Ms Heather Than Chern Lin resigned as Executive Director and member of Audit Committee with effect from 30 April 2019

(6) Mr Oh Chee Sien resigned as Non-Executive Independent Director with effect from 9 May 2019

Mr. Wang Yaoyu, the Company's Executive Chairman, is part of the Management team and is not considered independent. Accordingly, Independent Non-Executive Directors make up a majority of the Board. Provision 2.2 Provision 2.3

The Board, taking into account the views of the NC, determines on an annual basis the independence of each Independent Non-Executive Director based on the guidelines provided in the Code, such as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. Provision 2.1

In determining the independence of each Independent Non-Executive Director, the Board and the NC also consider the new Rules 210(5)(d)(i) and (ii) of the Listing Manual, which took effect on 1 January 2019. Pursuant to Rules 210(5)(d)(i) and (ii) of the Listing Manual, the Board and the NC consider that a director is not independent under any of the following circumstances:

(i) if he is employed by the Company or any of its related corporations for the current or any of the past three (3) financial years; and

(ii) if he has an immediate family member who is employed or has been employed by the Company or any of its related corporations for the past three (3) financial years, and whose remuneration is determined by the Remuneration Committee of the Company.

The NC has reviewed and determined that the Independent Non-Executive Directors, namely Mr Tay Lee Chye Lester, Mr Tay Von Kian, Ms Gn Jong Yuh Gwendolyn, and Ms Ong Joo Mien Joanna are independent and in accordance with the Code and the Listing Rules and are able to exercise independent judgement.

# CORPORATE GOVERNANCE **REPORT**

The Independent Non-Executive Directors have confirmed that they do not have any relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

There is no Independent Non-Executive Director who has served on the Board beyond nine years from the date of his first appointment.

The Independent Directors participate actively during Board meetings. The Company has benefited from the Management's access to its Directors for guidance and exchange of views both within and outside of the meetings of the Board and Board Committees. The Independent Directors communicate amongst themselves and have direct access to the Company's auditors and Senior Management.

Non-Executive Directors and Independent Directors exercise no management functions in the Group. Although all the Directors have equal responsibility for the performance of the Group, the role of the Non-Executive Directors and Independent Directors is particularly important in ensuring that the strategies proposed by the Management are fully disclosed and rigorously examined and take into account the long-term interests, not only of the shareholders, but also of the employees, customers, suppliers and the communities in which the Group conducts its business. The Non-Executive Director and Independent Directors are also involved in reviewing the performance of Management against agreed goals and objectives. The NC considers the Non-Executive Director and Independent Directors to be of sufficient calibre and their views to be of sufficient weight such that no individual or small group of individuals dominates the Board's decision-making process.

Independent Directors exercise no management functions in the Group. The role of the Independent Directors is particularly important in ensuring that the strategies proposed by the Management are fully discussed and rigorously examined and monitoring the reporting of performance.

The NC has reviewed the size and composition of the Board. The NC and the Board is of the opinion that the current size and composition of the Board is appropriate for decision making, taking into account the scope and nature of the Group's operations. There are no Directors who are deemed independent, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent. Provision 2.4

The Board's policy in identifying director nominees is primarily to have an appropriate balance and mix of members with complementary skills, knowledge, experience and core competencies for the Group. The Board also has regard to other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate.

The Company has adopted a Board Diversity Policy which recognises that a diverse Board will enhance the decision-making process by utilising the variety in skills, industry and business experiences, gender and other distinguishing qualities of the members of the Board. Diversity will be considered in determining the optimum composition of the Board so that, as a whole, it reflects a range of different perspectives, complementary skills and experiences, which is likely to result in better decision-making and allow the Board members to better identify possible risks, raise challenging questions, and contribute to problem-solving. In accordance with the Board Diversity Policy, the NC will review the relevant objectives for promoting and achieving diversity on the Board, the progress made, and make recommendations for approval by the Board. NC will review this policy from time to time as appropriate and the progress made.

# CORPORATE GOVERNANCE REPORT

The NC will, in reviewing and assessing the composition of the Board and recommending the appointment of new directors to the Board, consider candidates on merit against the objective criteria set and with due regards for the benefits of diversity on the Board.

The Board members provide a range of core competencies in accounting, finance, business management experience and industry knowledge that provide effective governance and stewardship for the Group.

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

| | **Number of Directors** |
|---|---|
| **Core Competencies** | |
| – Accounting and/or finance | 3 |
| – Relevant industry knowledge or experience | 3 |
| – Legal | 1 |
| **Gender** | |
| – Male | 5 |
| – Female | 2 |

To facilitate open discussions and the review of the performance and effectiveness of Management, the Non-Executive Directors and the Independent Directors meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or the Executive Chairman, as appropriate. Provision 2.5

**PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

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

There is a clear division of responsibilities between the leadership of the Board and the Management, and no one individual has unfettered powers of decision-making. Principle 3

The Executive Chairman and the Chief Executive Officer ("**CEO**") of the Company are separate persons. Mr. Wang Yaoyu is the Executive Chairman, while Mr. Poh Kok Hong is an Executive Director and CEO. This ensures that there is an appropriate balance of power between the Executive Chairman and the CEO and thereby allows for increased accountability and greater capacity of the Board for independent decision making. Provision 3.1

The Board has clearly established and set out in writing the division of responsibilities between the Executive Chairman and the CEO. The responsibilities of the Executive Chairman include: Provision 3.2

(i) Scheduling of meetings to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;

# CORPORATE GOVERNANCE **REPORT**

(ii) Ensuring that Directors receive accurate, timely and clear information, and ensuring effective communication with shareholders;

(iii) Ensuring the Group's compliance with the Code; and

(iv) Acting in the best interests of the Group and shareholders.

The Company is in compliance with the Provision 3.3 of the Code where the Board had appointed Mr. Tay Lee Chye Lester as the Lead Independent Director on 23 April 2015 to co-ordinate and to lead the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. He is the main liaison on Board issues between the Independent Directors and the Chairman. Provision 3.3

The Lead Independent Director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

When necessary, the Company co-ordinates informal meetings for Independent Directors and Non-Executive Director to meet without the presence of the Executive Directors and/or the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, Board processes, succession planning as well as leadership development and the remuneration of the Executive Directors. Led by the Lead Independent Director, the Independent Directors and Non-Executive Director meet amongst themselves without the presence of the other Directors where necessary and the Lead Independent Director will provide feedback to the Chairman after such meetings.

**PRINCIPLE 4: BOARD MEMBERSHIP**

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

As at the date of this Corporate Governance Report, the NC comprises of three (3) Independent Non-Executive Directors: Provision 4.2

**Nominating Committee**

Ms. Gn Jong Yuh Gwendolyn (Chairman)
Mr. Tay Lee Chye Lester (Lead Independent Director)
Ms. Ong Joo Mien Joanna (Member)

In accordance with Provision 4.2 of the Code, the Lead Independent Director, Mr. Tay Lee Chye Lester, is a member of the NC.

The Board has established written terms of reference for the NC which clearly set out the authority and duties of the NC.

The principal functions of the NC include, inter alia, the following matters: Provision 4.1

(i) reviewing and making recommendations to the Board on succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;

# CORPORATE GOVERNANCE REPORT

(ii) reviewing and making recommendations to the Board on the process and criteria for evaluation of the performance of the Board, its Board Committees and Directors;

(iii) reviewing and making recommendations to the Board on the training and professional development programmes for the Board and its Directors;

(iv) reviewing and making recommendations to the Board on the appointment and re-appointment of Directors (including alternate directors, if any);

(v) reviewing on an annual basis the terms of reference of the NC, the composition of the NC and the size of the Board with a view to determining the impact of the number upon effectiveness;

(vi) reviewing on an annual basis the required expertise of the Directors to ensure that the Directors have the adequate relevant competencies to discharge their respective functions, and to ensure that there is balance in competencies;

(vii) assessing the effectiveness of the Board as a whole; and

(viii) determining annually, and as and when circumstances require, the independence of Directors.

The Board periodically reviews the composition of the Board and Board Committees, taking into account the need for progressive renewal of the Board and each Director's competencies, commitment, contribution and performance. Principle 4

The NC will, at least once every year, review and thereafter, make recommendations to the Board regarding the Board structure, size, composition and core competencies.

For the selection and appointment of new Directors to the Board, the NC would, in consultation with the Board, evaluate and determine the selection criteria with due consideration to the mix of skills, experience, gender, and knowledge of the existing Board. Provision 4.3

(i) first evaluates the strengths and capabilities of the existing Board before it proceeds to assess the needs of the future Board;

(ii) assess whether the needs of the future Board can be fulfilled by the appointment of one (1) person, and if not, to consult the Board with respect to the appointment of two (2) persons;

(iii) seek out and source for a wide range of suitable candidates and obtain their resumes for review;

(iv) conduct background checks on the candidates whose resumes the Company has received; and

(v) narrow this list of candidates to a short list, and then invite the shortlisted candidates for an interview which may include a briefing of the duties required to ensure that there are no differences in expectations, and to ensure that any new Director appointed has the ability and capacity to adequately carry out his duties as a Director of the Company, taking into consideration the number of listed company board representations he holds and other principal commitments he may have.

# CORPORATE GOVERNANCE **REPORT**

In selecting and appointing potential directors, the NC will seek out and source for a wide range of suitable candidates including persons not directly known to the Directors. In addition, the NC is empowered to engage professional search firms to seek out and source for suitable candidates, at the Company's expense. The NC gives due consideration to all suitable candidates regardless of who identified the candidate. The NC will interview all suitable candidates in frank and detailed meetings, and thereafter review and evaluate the candidates, taking into account the candidate's track record, experience, capabilities and other relevant factors, and make its recommendations to the Board on all candidates nominated for appointment to the Board for approval. New Directors are appointed by way of a Board resolution following which they are subject to re-election at the next Annual General Meeting ("**AGM**").

The NC, in considering the re-appointment of any Director, had considered, inter alia, the attendance record at meetings of the Board and Board Committees, intensity of participation at meetings, and the quality of contributions to the development of strategy, the degree of preparedness, industry and business knowledge and experience each Director possesses which are crucial to the Group's business.

Listing Rule 720(5)

In accordance with the Constitution of the Company, all Directors shall retire at every AGM and all new Directors appointed by the Board will have to retire at the next AGM following their appointments (such Director shall then be eligible for re-election at that AGM). Additionally, pursuant to the introduction of Rule 720(5) of the Listing Manual, which took effect from 1 January 2019, all directors of the Company are required to submit themselves for re-nomination and re-appointment at least once every three (3) years.

The NC has assessed and recommended that Mr. Wang Yaoyu, Mr. Wang Zhi, Mr. Poh Kok Hong, Mr. Tay Lee Chye Lester, Mr. Tay Von Kian, Ms Gn Jong Yuh Gwendolyn and Ms. Ong Joo Mien Joanna (collectively, "**Retiring Directors**"), be nominated for re-election at the forthcoming AGM. The Board has accepted the NC's recommendation and the Retiring Directors will be offering themselves for re-election at the forthcoming AGM.

In reviewing the nomination of the Retiring Directors, the NC considered the performance and contribution of each of the Retiring Directors, having regards not only to their attendance and participation at Board and Board Committees meetings but also the time and efforts devoted to the Group's business and affairs.

Mr. Tay Lee Chye Lester, Ms. Gn Jong Yuh Gwendolyn and Ms. Ong Joo Mien Joanna, being members of the NC who are retiring at the AGM, abstained from voting on the resolution in respect of their re-nomination as a Director of the Company.

Provision 4.4

The NC reviews and affirms the independence of the Company's Independent Non-Executive Directors annually. Each Director is required to complete a Director's independence checklist on an annual basis to confirm his/her independence. The Director's independence checklist is drawn up based on the provisions provided in the Code and the Listing Rules, and requires each Director to assess whether he/she considers himself/herself independent despite not being involved in any of the relationships identified in the Code and the Listing Rules. The NC then reviews the Director's independence checklist to determine whether each Director is independent.

# CORPORATE GOVERNANCE REPORT

The Independent Non-Executive Directors have confirmed that they do not have any relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

The Board, in consultation with the NC, considers Mr. Tay Lee Chye Lester, Mr. Tay Von Kian, Ms. Gn Jong Yuh Gwendolyn and Ms. Ong Joo Mien Joanna to be independent based on the definition of independence as set out in the Listing Rules and the Code.

The NC ensures that new directors are aware of their duties and obligations. Provision 4.5

Currently, the Board has not determined the maximum number of listed board representations which any Director may hold. The NC and the Board focus on whether a Director has sufficient time to adequately discharge his/her duties as a Director of the Company. The NC and the Board will review the requirement from time to time to determine the maximum number of listed board representations to ensure that Directors are able to meet the demands of the Group and are able to discharge their duties adequately.

The NC monitors and assesses annually whether Directors who have multiple board representations and other principal commitments, are able to give sufficient time and attention to the affairs of the Company and diligently discharge his duties as a Director of the Company. The NC takes into account the results of the assessment of the effectiveness of the individual Director, his actual conduct on the Board and Board Committees, and his attendance record at meetings, in making this determination.

The NC is satisfied that in FY2019, despite their other listed company board representations and other principal commitments, each of the Directors was able to give sufficient time and attention to the affairs of the Company, and was able to adequately carry out his or her duties as a Director of the Company.

There is no alternate director being appointed to the Board.

The key information regarding Directors such as academic and professional qualifications, Board Committees served, Directorships or Chairmanships both present and past held over the preceding three (3) years in other listed companies, their principal commitments and whether the appointment is executive or non-executive are set out in pages 48 to 49 of the Annual Report.

Please also refer to the pages 50 to 60 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Rules. Listing Rule 720(6)

**PRINCIPLE 5: BOARD PERFORMANCE**

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

The Board has a process for assessing the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution of the individual Directors to the effectiveness of the Board. Principle 5

The NC is tasked with the assessment of the Board's performance, and reviews and evaluates the performance of the Board as a whole, each Board Committee, the contribution by the Chairman and each individual Director on an annual basis. The NC also recommends for the Board's approval the objective performance criteria and process for the abovementioned evaluation. Provision 5.1

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The NC has established an appraisal process to assess and evaluate the performance and effectiveness of the Board as a whole and its Board Committees and for assessing the contribution by the Chairman and each individual Director to the effectiveness of the Board. The evaluation is conducted annually to identify areas of improvement and as a form of good Board management practice.

As part of the appraisal process, each Director was required to complete a Board evaluation form adopted by the NC, whereby each Director completed a self-assessment checklist based on various areas of assessment to assess their views on various aspects of the Board's, the Board Committee's, and each individual Director's performance. The results of these self-assessment checklists will be collated by the NC for review and assessment by the NC, which then tables the self-assessment checklists to the Board for discussion and makes recommendations to the Board aimed at assisting the Board to discharge its duties more effectively. Provision 5.2

The NC focuses on a set of objective performance criteria in the evaluation of the Board as a whole, the Board Committees and the individual Directors. The objective performance criteria used by the NC includes the evaluation of the size and composition of the Board and Board Committees, the Board's and the Board Committees' access to information, the Board's and Board Committees' process and accountability, the Board's and the Board Committees' performance in relation to discharging their principal functions and responsibilities, and the Directors' standard of conduct.

In assessing the effectiveness of the Board as a whole, the Board Committees, and the individual Directors, the NC also takes into consideration the individual Director's industry knowledge and/or functional expertise, and workload requirements. The NC also assesses the contribution by the Chairman and each individual Director to the effectiveness of the Board and Board Committees. In addition, the NC considers the attendance, level of preparedness, participation and candour of the Directors in its assessment of each individual Director (including the Chairman),

The NC has reviewed and assessed the effectiveness of the Board based on the objective performance criteria approved by the Board, as detailed above. The NC is of the opinion that each member of the Board has discharged their duties adequately for FY2019 as a result of the active participation of each Board member during the meetings. No external facilitator was used during the evaluation process in FY2019.

The NC, having reviewed the overall performance of the Board, Board Committees and each individual Director, is of the view that the performance of the Board as a whole, each Board Committee and each individual Director has been satisfactory and met its performance objectives for FY2019.

The NC, having reviewed the results of these self-assessment checklists, is of the view that it is not appropriate to propose new Directors to be appointed to the Board or seek the resignation of the current Directors.

# CORPORATE GOVERNANCE REPORT

**PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES**

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

The RC comprises four (4) Independent Non-Executive Directors. Provision 6.2

**Remuneration Committee**

Ms. Ong Joo Mien Joanna (Chairman)
Ms. Gn Jong Yuh Gwendolyn (Member)
Mr. Tay Lee Chye Lester (Member)
Mr. Tay Von Kian (Member)

The RC is regulated by its written terms of reference which set out the RC's authorities and duties. The key functions of the RC include: Provision 6.1

(i) Reviewing and making recommendations to the Board a framework of remuneration for the Board and key management personnel;

(ii) Reviewing and making recommendations to the Board on the specific remuneration packages for each Director as well as for the key management personnel;

(iii) Reviewing and making recommendations to the Board on the terms of renewal for those Executive Directors whose current employment contracts will expire or had expired;

(iv) Reviewing all aspects of remuneration, including directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits in kind and termination payments, as well as termination terms, to ensure they are fair and to avoid rewarding poor performance; Provision 6.3

(v) Reviewing the Company's obligations arising in the event of termination of the executive Directors' and key management personnel's contracts of service, so as to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous;

(vi) Considering the various disclosure requirements for Directors' remuneration, particularly those required by regulatory bodies such as SGX-ST and to ensure that there is adequate disclosure in the financial statements to ensure and enhance transparency between the Company and relevant interested parties;

(vii) Overseeing the award of share options and the payment of fees to Non-Executive Directors and to ensure, as far as is possible, that the quantum commensurate with the Non-Executive Directors' contribution to the Board and the Company; and

(viii) Retaining such professional consultancy firm as the RC may deem necessary to enable it to discharge its duties hereunder.

The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual Directors and key management personnel. Principle 6

# CORPORATE GOVERNANCE REPORT

No Director is involved in deciding his or her own remuneration. In particular, each Director shall abstain from voting on any resolution and making any recommendation and/or participating in any deliberation in respect of their own remuneration package.

Non-Executive Directors are paid fixed fees as Directors' fees. The Directors' fees are subject to shareholders' approval at the AGM.

The RC may seek expert advice inside and/or outside of the Company on matters relating to remuneration. It ensures that in the event of such advice being sought, existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. The Company did not engage any remuneration consultants during FY2019. Provision 6.4

**PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION**

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

The RC and the Board in determining the level and structure of remuneration of the Board and key management personnel will ensure that they are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account its strategic objectives, its long term interests and risk policies. Principle 7

The RC has structured remuneration packages for Executive Directors and key management personnel to take into account performance related indicators, which include financial and non-financial factors. It is structured to link a significant and appropriate proportion of rewards to the Company and individual performance. Provision 7.1

The Non-Executive Director and the Independent Directors are paid Directors' fees of an agreed amount appropriate to their level of contribution, taking into account factors such as effort and time spent, responsibilities and contribution to the Board, as well as the remuneration rates of comparable companies listed on Mainboard of the SGX-ST. Their remuneration are subject to shareholders' approval at the AGM. The Independent Directors shall not be over-compensated to the extent that their independence may be compromised. Provision 7.2

The remuneration framework for Directors and key management personnel is aligned with the interests of the shareholders and other relevant stakeholders and appropriate to attract, retain and motivate them to provide good stewardship of the Company for the long-term success of the Company. Provision 7.3

<u>Darco Performance Share Plan</u>

The Company had adopted the Darco Performance Share Plan ("**Share Plan**") for executive personnel and Directors. The RC and Performance Share Plan Committee ("**PSP Committee**") are responsible for overseeing and administration of the Share Plan in accordance with the Rules of the Share Plan.

During FY2019, the Company has not granted any share options to the Executive Directors, Non-Executive Directors and employees under the Share Plan. More details of the Share Plan are set out under the Corporate Governance Report in pages 37 to 38 of this Annual Report.

# CORPORATE GOVERNANCE REPORT

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

**PRINCIPLE 8: DISCLOSURE ON REMUNERATION**

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

The breakdown showing the level and mix of the remuneration of each Director during FY2019 is set out below:

Principle 8
Provision 8.1

| Remuneration Bands & Name of Directors | Base/Fixed salaries, including CPF | Variable or performance related income or bonus | Benefits in kind | Director's Fees | Total |
|---|---|---|---|---|---|
| **Below S$250,000** | | | | | |
| Wang Yaoyu | 95% | 5% | – | – | 100% |
| Thye Kim Meng(4) | 100% | – | – | – | 100% |
| Heather Tan Chern Ling(5) | 100% | – | – | – | 100% |
| Poh Kok Hong(1) | 95% | 5% | – | – | 100% |
| Wang Zhi | – | – | – | 100% | 100% |
| Tay Lee Chye Lester | – | – | – | 100% | 100% |
| Tay Von Kian | – | – | – | 100% | 100% |
| Oh Chee Sien(6) | – | – | – | 100% | 100% |
| Gn Jong Yuh Gwendolyn(2) | – | – | – | 100% | 100% |
| Joanna Ong Joo Mien(3) | – | – | – | 100% | 100% |

**Notes:**

(1) Mr Poh Kok Hong was appointed as Executive Director and Chief Executive Officer with effect from 1 July 2019

(2) Ms Gn Jong Yuh Gwendolyn was appointed as Non-Executive Independent Director with effect from 2 May 2019

(3) Ms Ong Joo Mien Joanna was appointed as Non-Executive Independent Director with effect from 2 May 2019

(4) Mr Thye Kim Meng resigned as Managing Director and Chief Executive Officer with effect from 31 May 2019

(5) Ms Heather Than Chern Lin resigned as Executive Director and member of Audit Committee with effect from 30 April 2019

(6) Mr Oh Chee Sien resigned as Non-Executive Independent Director with effect from 9 May 2019

# CORPORATE GOVERNANCE
# REPORT

The Directors have not been granted any stock options, share-based incentives and awards, and other long term incentives in FY2019.

The breakdown showing the level and mix of the remuneration of the top two (2) key management personnel (who are not Directors or the CEO of the Company) during FY2019 is set out below:

| Remuneration Bands & Name of Key Management Personnel | Base/Fixed salaries, including CPF | Variable or performance related income or bonus | Benefits in kind | Total |
|---|---|---|---|---|
| **Below S$250,000** | | | | |
| Teh Chun Sem | 82% | 18% | – | 100% |
| Zhao Yong Chang | 100% | – | – | 100% |

For FY2019, the aggregate total remuneration paid to the top two (2) key management personnel disclosed in the table above (who are not Directors or the CEO) amounted to approximately S$240,000.

The top two (2) key management personnel (who are not Directors or the CEO) have not been granted any stock options, share-based incentives and awards, and other long term incentives in FY2019.

There were no termination, retirement or post-employment benefits granted to Directors, the CEO and the top two (2) key management personnel (who are not Directors or the CEO) in FY2019.

The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:

| Performance Conditions | Short-term Incentives | Long-term Incentives |
|---|---|---|
| **Qualitative** | 1. Leadership<br>2. People development<br>3. Commitment<br>4. Teamwork<br>5. Current market and industry practices | 1. Current market and industry practices |

# CORPORATE GOVERNANCE REPORT

The Directors' fees payable to the Independent Non-Executive Directors, namely Mr Tay Lee Chye Lester, Mr Tay Von Kian, Ms Gn Jong Yuh Gwendolyn, Ms Ong Joo Mien Joanna and Oh Chee Sien (who has resigned was Non-Executive Independent Director of the Company with effect from 9 May 2019) for the FY2019 are S$32,022, S$28,973, S$20,055, S$20,055 and S$9,296 respectively. The Directors' fees paid to the Independent Non-Executive Directors are in accordance with their credentials, qualifications, experience and contributions. Other factors such as responsibilities, effort and time spent for serving on the Board and Board Committees also form part of the consideration in the determination of the Directors' fees. Directors' fees are recommended by the Board and are subject to the approval of Shareholders at the forthcoming AGM.

Employees who are substantial shareholders of the Company, immediate family members of a Director, the CEO or a substantial shareholder of the Company — Provision 8.2

Save as disclosed below, there are no other employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S$100,000 during FY2019.

Mr Thye Kim Fah is the brother of Mr Thye Kim Meng (who was the Managing Director and CEO of the Company prior to his resignation with effect from 31 May 2019), and Mr Thye Chee Yung is the son of Mr Thye Kim Meng.

Details of remuneration paid to the immediate family members of Directors or CEO for FY2019 are as follows:

| Name of Immediate family Member | Salaries, including CPF | Variable Bonus | Total |
|---|---|---|---|
| **Between S$50,000 to S$150,000** | | | |
| Thye Kim Fah[(1)] | 95% | 5% | 100% |
| Thye Chee Yung | 88% | 12% | 100% |

**Note:**
(1) Mr Thye Kim Fah resigned as key management personnel of Darco Water Systems Sdn Bhd with effect from 13 November 2019.

The Board has considered Provision 8.1 of the Code, and after careful deliberation, has decided that as remuneration matters are confidential and commercially sensitive and full disclosure would be prejudicial to the Company's interest given the highly competitive environment. The Board is of the opinion that it is in the best interests of the Group not to disclose the exact remuneration of each individual Director, CEO, and the top five (5) key management personnel (who are not Directors nor CEO) in the Annual Report. The Board is of the opinion that the information disclosed in the Annual Report strikes an appropriate balance between detailed disclosure and confidentiality.

The Company ensures that the remuneration of key management is consistent and comparable with market practice by periodically reviewing and considering such remuneration components against those of comparable companies.

# CORPORATE GOVERNANCE REPORT

On 6 November 2014, Shareholders approved the Share Plan as part of a remuneration and compensation plan for attracting as well as retaining executive personnel and Directors. The Share Plan was approved to provide an opportunity for participants who have contributed and who may continue to contribute significantly to the growth and performance of the Group to participate in the equity of the Company in accordance with the rules of the Share Plan. The employees who are confirmed full-time employees of the Company and/or its subsidiaries, Directors of the Company and its subsidiaries (including Non-Executive Directors) and Directors and employees of an associated company where the Company has control over the associated company are eligible to participate in the Share Plan. The controlling shareholders and/or associates of controlling shareholders are not eligible to participate in the Share Plan. Provision 8.3

Share Plan

The Share Plan is administered by the RC. To date, no Shares have been granted under the Share Plan. Please refer below for a summary of the Share Plan based on the Circular to Shareholders dated 21 October 2014. The Awards granted under this Share Plan will be determined at the sole discretion of the PSP Committee, which will oversee and administer the Share Plan. In considering the grant of an Award to a Participant, the PSP Committee shall take into account (where applicable) criteria such as the grade level, scope of responsibilities, contribution, performance, years of service and potential for future development of the Participant.

Eligibility

Persons who are eligible to participate in the Share Plan must be:

(i) Employees who are confirmed full-time employees of the Company and/or its Subsidiaries who have attained the age of 21 years on or before the Date of Grant;

(ii) Directors of the Company and its Subsidiaries (including Non-Executive Directors); or

(iii) Directors and employees of an Associated Company where the Company has control over the Associated Company, who, in the opinion of the PSP Committee, have contributed or will contribute to the success of the Group. Persons who are Controlling Shareholders and/or Associates of Controlling Shareholders are not eligible to participate in the Share Plan.

Size of the Share Plan and Entitlement to Awards

The number of Shares to be awarded to each participant in accordance with the Share Plan shall be determined at the absolute discretion of the PSP Committee, which shall take into account criteria such as the grade level, scope of responsibilities, performance, years of service, potential for future development of the participant, contribution to the success of the Group and the extent of effort and resourcefulness with which the performance target(s) may be achieved within the performance period.

Pursuant to the Listing Manual of the SGX-ST, the total number of Shares which may be available pursuant to the Awards granted under the Share Plan, when aggregated with the aggregate number of Shares available under any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

# CORPORATE GOVERNANCE REPORT

Details of Awards

The PSP Committee shall decide, inter alia, at its sole discretion, the following:

(i) the Participant;

(ii) the Date of Grant;

(iii) the performance period;

(iv) the performance target(s) which shall be set according to the specific roles of each Participant, and which may differ from participant to participant;

(v) the prescribed vesting period(s);

(vi) the release schedule; and

(vii) any other condition which the PSP Committee may determine in relation to that award, including any restrictions against the disposal or sale of and/or other dealings in the Shares by the participant.

Awards may only be vested and consequently any Shares comprised in such Awards shall only be delivered upon the PSP Committee being satisfied that the Participant has achieved the performance target(s) set forth by the PSP Committee, and the PSP Committee shall have the absolute discretion to determine the extent to which the Shares under that award shall be released on the prescribed performance target(s) being satisfied (whether fully or partially) or exceeded, as the case may be, at the end of the prescribed performance period and in making any such determination, the PSP Committee shall have the right to make reference to the audited results of the Company or the Group, as the case may be, to take into account such factors as the PSP Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, the right to amend the performance target(s) if the PSP Committee decides that a changed performance target(s) would be a fairer measure of performance.

**PRINCIPLE 9: ACCOUNTABILITY AND AUDIT – RISK MANAGEMENT AND INTERNAL CONTROLS**

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

The Board recognises that the internal control system provides reasonable, but not absolute, assurance to the integrity and reliability of the financial information and to safeguard the accountability of the assets of the Group. The system of internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives.

Principle 9

Provision 9.1

The Board, having considered various factors, including the aforementioned system of internal controls currently in place, the number of offices and factories the Group has, the nature and complexity of its operations as well as cost-effectiveness, has determined that it is not necessary for the Group to set up the Enterprise Risk Management programme and a separate internal audit function. Instead, the internal audit function is being outsourced to an external international auditing firm.

Additionally, the Board is of the view that it is not necessary to set up a Board Risk Committee to assist the Board in determining the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation.

# CORPORATE GOVERNANCE REPORT

Going forward, the AC will consider the assessment and monitoring of the adequacy and effectiveness of the Group's internal controls via Control Self-Assessment ("**CSA**") to be performed by the Management annually. Also, the AC shall continue to outsource the internal audit function, and have the internal auditor review the CSA, when implemented, to enhance the system of internal controls.

The Board is responsible for the governance of risk and ensures that the Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its Shareholders. The Management is responsible for designing, implementing and monitoring the risk management and internal control systems within the Group. The Management regularly reviews the Group's business and operational activities to identify areas of significant risks as well as appropriate measures to control and mitigate these risks. Any significant matters are highlighted to the Board and the AC for their deliberation.

In addition, the AC will review the Group's internal controls and risk management practices annually, taking into consideration the risks to which the business is exposed to, the likelihood of the occurrence of such risks and the cost of implementing mitigating controls.

The Board, together with the Management, shall be actively engaged in strategic transactions and corporate right-sizing exercises. The internal re-organization will include an internal control review to ensure proper delegation of authorities and accountability in order to exercise management controls over the operations.

In May 2019, the new Board of Directors who came on board have been reviewing the past transactions to ensure that they have been properly conducted. An extensive internal review on the past transactions, as well as the Company internal control, was recently carried out by the Management. Based on the review, some internal control deficiencies has been noted. Subsequent to the internal review, current management has since revised the Group Charter and internal control systems to address the deficiencies and strengthen the Group's overall internal controls. Subsequent follow up review will be performed by internal Auditors.

Other than certain improvements as highlighted by the internal audit report, the Group has in place a system of internal controls that address financial, operational, compliance and information technology risks to safeguard shareholders' investment and the Group's assets. The internal controls maintained by the Management are in place throughout the financial year to provide reasonable assurance against material financial misstatements or loss, and include the safeguarding of assets, the maintenance of proper accounting records, compliance with appropriate legislation, regulations and practices, and the identification and containment of operational and business risks.

The CEO and the Chief Financial Officer (or equivalent) had provided written assurance to the Board that the financial records have been properly maintained and the financial statements for FY2019 give a true and fair view of the Company's operations and finances. Provision 9.2

The CEO and other key management personnel who are responsible have provided written assurance to the Board that the Company's risk management and internal control systems are adequate and effective.

# CORPORATE GOVERNANCE **REPORT**

Based on the internal controls established and maintained by the Group, the audit conducted by the external and internal auditors as well as ongoing Management review, the Board, with the concurrence of the AC are of the opinion that the Group has adequate and effective systems of internal control (including financial, operational, compliance and information technology controls) and risk management systems, taking into account the nature and size of the Group's business and operations. Listing Rule 719(1)

**PRINCIPLE 10: AUDIT COMMITTEE**

*The Board has an Audit Committee ("**AC**") which discharges its duties objectively.*

The AC comprises of four (4) Independent Non-Executive Directors. Provision 10.2

**Audit Committee**

Mr. Tay Lee Chye Lester (Chairman)

Ms. Gn Jong Yuh Gwendolyn (Member)

Ms. Ong Joo Mien Joanna (Member)

Mr. Tay Von Kian (Member)

The AC members possess experience in finance, legal and business management. The Board is of the opinion that the members of the AC are appropriately qualified to carry out their responsibilities, set out in their terms of reference, by having the necessary accounting or related financial management expertise to discharge their responsibilities.

No former partner or director of the Company's existing audit firm has acted as a member of the AC. Provision 10.3

The AC, which discharges its duties objectively, has written terms of reference which sets out their duties and responsibilities, which include the following: Principle 10

(i) Reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance; Provision 10.1

(ii) Reviewing at least annually, the adequacy and effectiveness of the Company's internal controls and risk management systems;

(iii) Reviewing the assurance from the CEO and CFO on the financial records and financial statements;

(iv) Making recommendations to the Board on (i) the proposals to the Shareholders on the appointment and removal of external auditors, and (ii) the remuneration and terms of engagement of the external auditors;

(v) Reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;

(vi) Reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;

# CORPORATE GOVERNANCE REPORT

(vii) Ensures that the Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns;

(viii) Review with the external auditors their audit plan, audit report, management letter and the Management's response;

(ix) Review the half-year and annual financial statements before submission to the Board for approval;

(x) Discuss problems and concerns, if any, arising from the external and internal audits, if any, and any matters which the auditors may wish to discuss (in the absence of Management where necessary);

(xi) Review the assistance given by the Management to the auditors;

(xii) Review the internal audit programme and ensure co-ordination between the internal and external auditors and management, where applicable;

(xiii) Review and discuss with the external auditors, any suspected fraud or irregularity, or suspected infringement of any Singapore law, rules or regulations, which has or is likely to have a material impact on the Company's operation results or financial position, and Management's response;

(xiv) Report to the Board its findings from time to time on matters arising and required the attention of the AC;

(xv) Review interested person transactions falling within the scope of Chapter 9 of the SGX-ST Listing Manual;

(xvi) Undertake such other reviews and projects as may be requested by the Board; and

(xvii) Undertake such other functions and duties as may be required by statute or the SGX-ST Listing Manual, and by such amendments made thereto from time to time.

The AC has the powers to investigate any matter within its terms of reference, have full access and cooperation from the Management, and access to reasonable resources to enable it to discharge its functions properly. The AC has full discretion to invite any Executive Director or executive officer to attend its meetings.

Changes to accounting standards and issues which have a direct impact on financial statements will be highlighted to the AC from time to time by the external auditors. The external auditors will work with the Management to ensure that the Group complies with the new accounting standards, if applicable.

Internal Audit — Provision 10.4

The internal audit function is outsourced to BDO LLP who report primarily to the AC. BDO LLP is an international auditing firm and they perform their work based on the BDO Global Internal Audit Methodology which is consistent with the International Standards for the Professional Practice of Internal Auditing established by the Institute of Internal Auditors.

# CORPORATE GOVERNANCE REPORT

The AC reviews and approves the internal audit plan submitted by the internal audit function. On an ongoing basis, the internal audit function reports any significant weaknesses and risks identified in the course of internal audits conducted to the AC. Recommendations to address control weaknesses are further reviewed by the internal audit function based on implementation dates agreed with the Management.

The AC decides on the appointment, termination and remuneration of the internal auditor, and ensures that sufficient manpower is allocated for the internal audit function to adequately perform its functions and ensures that the internal audit function has unfettered access to all the Company's documents, records, properties and personnel, including the AC, and has appropriate standing within the Company.

The AC also reviews, at least annually, the adequacy and effectiveness and assesses the independence of the internal audit function including the qualifications and experience of the internal audit staff assigned to perform the review. The AC ensures that the internal audit function is adequately resourced and has appropriate standing within the Group. In relation to FY2019, the AC is of the view that the internal audit function is independent of the activities it audits, effective and adequately resourced.

Listing Rule 719(3)

Listing Rule 1207(10C)

For FY2019, the AC had met with the external auditors and internal auditors without the presence of the Management and conducted a review of all non-audit services provided by the auditors. The AC is of the opinion that all non-audit services provided by the external Auditors would not affect the independence of the Auditors. The amount paid and payable to external auditors for audit and non-audit services fees for FY2019 were S$301,000 and S$13,000 respectively.

Provision 10.5

In the review of the financial statements for FY2019, the AC had discussed with the Management and the external auditors on changes to accounting standards and significant issues and assumptions that impact the financial statements. The most significant matters had also been included in the Independent Auditor's Report to the members of the Company under "Key Audit Matters". Following the review, the AC is satisfied that those matters, including revenue recognition using percentage-of-completion method, had been properly dealt with. The Board had approved the financial statements.

In respect of appointments and re-appointments of external auditors, the AC evaluates the performance of the external auditors taking into consideration the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority (ACRA). The AC recommends to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors and approves the remuneration of the external auditors. The AC has recommended to the Board that Messrs Crowe Horwath First Trust LLP be nominated for re-appointment as external auditors at the forthcoming AGM of the Company.

In appointing the audit firms for the Group, the Company has complied with the requirements of Rules 712 and 715 of the Listing Manual of the SGX-ST. Apart from the Company's subsidiary in Philippines, the same auditors were appointed for the Company's subsidiaries. The Board and AC are satisfied that the appointment at a separate audit firm in Philippines would not compromise the standard and effectiveness of the audit of the Company.

# CORPORATE GOVERNANCE **REPORT**

Whistle-Blowing Policy — Provision 10.1

The Company has in place a Whistle-Blowing Policy and procedures for reporting improprieties in matters of financial reporting and other matters, by which the staff may raise concerns about possible corporate improprieties in matters of financial reporting or other matters in confidence. Details of the Whistle-Blowing Policy and procedures for raising concerns have been made available to all employees and members of the public through the Company's website.

To ensure independent investigation of such matters and for appropriate follow up action, all whistle-blowing reports are to be sent to the Chairman of AC. For independent follow-up or investigation, whistle-blowing report(s) will be communicated and directed to the Chairman of the AC. New staff are briefed on the Whistle-Blowing Policy and the procedures for raising concerns during the orientation programme.

As of the date of this Corporate Governance Report, there were no reports received through the whistle-blowing mechanism.

**PRINCIPLE 11: SHAREHOLDER RIGHTS AND ENGAGEMENT – SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS**

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

Principle 11

The Company does not practice selective disclosure. In line with the continuous obligations of the Company under the SGX-ST Listing Manual and the Companies Act, Chapter 50 of Singapore, the Board's policy is that all shareholders should equally and on a timely basis be informed of all major developments that impact the Group via SGXNet.

Provision 11.1

The Company will despatch the Annual Report and notice of AGM to all shareholders. At general meetings of shareholders, shareholders are given the opportunity to communicate their views and ask Directors or Management questions regarding the Company's affairs. Shareholders are also informed on the poll voting procedures at the general meetings.

The Company acknowledges that voting by poll in all its general meeting is integral in the enhancement of corporate governance. All resolutions at the Company's general meetings are put to a vote by poll. For cost effectiveness of the Company, the voting of the resolutions at the Company's general meetings are conducted by manual polling. The detailed results of each resolution are announced via SGXNet after the general meetings.

Provision 11.2

At general meetings of Shareholders, the Company tables separate resolutions on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.

Provision 11.3

All Directors attend the general meetings of the Company to allow Shareholders the opportunity to air their views and ask the Directors questions regarding the Company. The external auditors also attend the annual general meetings to assist the Directors in answering any queries relating to the conduct of the audit and the preparation and content of the auditor's report.

# CORPORATE GOVERNANCE REPORT

The Directors' attendance at the general meetings of the Company held in FY2019 are set out in the table below:

| Name of Director | Annual General Meeting | | Extraordinary General Meeting | |
|---|---|---|---|---|
| | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended |
| Wang Yaoyu | 1 | 1 | – | – |
| Wang Zhi | 1 | 1 | – | – |
| Poh Kok Hong[(1)] | – | – | – | – |
| Tay Lee Chye Lester | 1 | 1 | – | – |
| Tay Von Kian | 1 | 1 | – | – |
| Gn Jong Yuh Gwendolyn[(2)] | – | – | – | – |
| Ong Joo Mien Joanna[(3)] | – | – | – | – |
| Thye Kim Meng[(4)] | 1 | 1 | – | – |
| Heather Tan Chern Lin[(5)] | 1 | 1 | – | – |
| Oh Chee Sien[(6)] | 1 | 1 | – | – |

**Notes:**

(1) Mr Poh Kok Hong was appointed as Executive Director and Chief Executive Officer with effect from 1 July 2019

(2) Ms Gn Jong Yuh Gwendolyn was appointed as Non-Executive Independent Director with effect from 2 May 2019

(3) Ms Ong Joo Mien Joanna was appointed as Non-Executive Independent Director with effect from 2 May 2019

(4) Mr Thye Kim Meng resigned as Managing Director and Chief Executive Officer with effect from 31 May 2019

(5) Ms Heather Than Chern Lin resigned as Executive Director and member of Audit Committee with effect from 30 April 2019

(6) Mr Oh Chee Sien resigned as Non-Executive Independent Director with effect from 9 May 2019

If any Shareholder is unable to attend general meetings of the Company, he/she is allowed to appoint up to two proxies to vote on his/her behalf at the meeting through proxy forms sent in advance. The Company's current Constitution does not include the right of the nominee and custodial services to appoint more than two proxies. Provision 11.4

On 3 January 2016, the legislation was amended, among other things to allow certain members, defined as "Relevant Intermediary" to attend and participate in general meetings without being constrained by the two-proxy requirement. Relevant Intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors.

The Company publishes minutes of its general meetings of Shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments and queries from Shareholders relating to the agenda of the general meeting, and responses from the Board and Management. Provision 11.5

# CORPORATE GOVERNANCE
# REPORT

Dividend Policy

Provision 11.6

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate.

Dividends were not declared or paid for FY2019 in view that the Company was loss making.

**PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS**

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

Principle 12

Provision 12.1

The shareholders are encouraged to attend the Company's general meetings to ensure a high level of accountability and to stay informed of the Group's strategies and growth plans. Notice of the general meeting is despatched to shareholders, together with explanatory notes or a circular on items of special businesses (if necessary), at least 14 clear calendar days before the meeting. The Board welcomes questions from shareholders who wish to raise issues, either informally or formally before or during the general meetings. Each item of special business included in the notice of the general meetings will be accompanied by explanation of the effects of a proposed resolution.

The Company believes in high standards of transparent corporate disclosure and is committed to disclose to its Shareholders, the information in a timely and fair manner via SGXNet. Where there is inadvertent disclosure made to a selected Group, the Company will make the same disclosure publicly to all others as soon as practicable. Communication is made through:

- annual reports that are prepared and sent to all Shareholders. The Board ensures that the annual report includes all relevant information about the Company and the Group, including future developments and other disclosures required by the Companies Act, Chapter 50 of Singapore and Singapore Financial Reporting Standards;
- half yearly announcements containing a summary of the financial information and affairs of the Group for that period; and
- notices of explanatory memoranda for AGMs and Extraordinary General Meetings ("**EGMs**"). The notice of AGMs and EGMs are also advertised in a national newspaper.

The Company provides avenues for communication between the Board and all Shareholders. The Company keeps Shareholders updated on the strategic direction of the Company via announcements released on SGXNET. The Company also seeks to solicit and understand the views of Shareholders. In particular, the Company held a Shareholders' forum on 17 December 2019 to address concerns raised by certain Shareholders relating to the strategic direction and future plans of the Group on an informal basis. The Company also released an announcement on 18 December 2019 containing a summary of the key points that were raised and/or discussed at the Shareholders' forum held on 17 December 2019, as well as additional information to further elaborate on the key points.

# CORPORATE GOVERNANCE
# REPORT

Investor Relations Policy — Provision 12.2

Although the Company does not have a team of investor relations personnel, Shareholders can access the Company's website at http://www.darcowater.com/ for financial information, corporate announcements, press releases, annual reports and profile of the Group. — Provision 12.3

Price-sensitive information is first publicly released through SGXNet, before the Company meets with any investors or analysts. All Shareholders of the Company will receive the annual report with an accompanying notice of AGM by post. The notice of AGM is also published in the newspaper within the mandatory period.

**PRINCIPLE 13: MANAGING STAKEHOLDER RELATIONSHIPS – ENGAGEMENT WITH STAKEHOLDERS**

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

The Board adopts a balanced approach towards the needs and interests of key stakeholders, taking into account the best interests of the Company. — Principle 13

The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. To facilitate the exercise of stakeholders' rights, the Company ensures that all material information relating to the Company and its financial performance is disclosed in an accurate and timely manner via SGXNET. Stakeholders are also informed of rules, including voting procedures that govern the meeting. The Annual Report sets out the Company's strategy in managing stakeholder relationships. — Provision 13.1

The Company periodically assesses focus areas where the Company can have the greatest economic, environmental and social impact, as well as areas that are most important to its stakeholders. The Company has made efforts to seek the opinions of many stakeholders either through various means. In FY2019, the Company has maintained the Company's website to keep the stakeholders updated of developments as disclosed under Provision 12.1 above. — Provision 13.2

The Company maintains a current corporate website, http://www.darcowater.com/, to communicate and engage with stakeholders. — Provision 13.3

**DEALING IN COMPANY'S SECURITIES**

In compliance with Rule 1207(19) of the Listing Manual of the SGX-ST, the Company has adopted its own internal compliance code to provide guidance for the Company, Directors and all its Officers in relation to their dealings in the Company's securities.

The Company, Directors and its Officers are not allowed to deal in the Company's shares during the period commencing one month before the announcement of the Company's half year and full year results, and ending on the date of the announcement of the relevant results. Additionally, they are not allowed to deal in the Company's shares while in possession of price sensitive information. The Directors and Officers are required to report to the Company and the Company Secretary whenever they deal in the Company's shares and the Company will ensure that the necessary announcements are made. In addition, the Company, Directors and officers are also expected to observe insider-trading laws at all times even when dealing in securities within the permitted trading period and they are not to deal in the Company's securities on short-term considerations.

# CORPORATE GOVERNANCE REPORT

**INTERESTED PERSON TRANSACTIONS ("IPTs")**

The Company has established a register to ensure that all Interested Person Transactions are properly recorded, reviewed and approved, and are conducted on an arm's length basis to ensure that all transactions with interested persons are reported on a timely manner to the AC, if any, and that transactions are carried out on a normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders.

The aggregate value of interested person transactions entered into during FY2019 is as follows:

| Name of interested person | Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under Shareholders' mandate pursuant to Rule 920 of the Listing Manual) | Aggregate value of all interested person transactions conducted under Shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than S$100,000) |
|---|---|---|
| Mr Wang Zhi | Not applicable | Not applicable |

Mr Wang Zhi is a controlling Shareholder and a Non-Executive Director of the Company.

On 11 November 2019, the Company announced that Mr Wang Zhi had agreed in-principle to provide or procure additional funding of up to approximately S$2 million by way of a shareholder's loan to the Company (the "**Shareholder's Loan**"). On 21 November 2019, the Company announced that the Company and Mr Wang Zhi had on 21 November 2019 entered into a shareholder's loan agreement which sets out the terms and conditions of the Shareholders' Loan. On 22 November 2019, the Company announced certain clarificatory amendments to the announcement released by the Company on 21 November 2019 in relation to the Loan Agreement. Please refer to the announcements dated 21 November 2019 and 22 November 2019 for the salient terms of the Loan Agreement.

Whilst the Shareholder's Loan constitutes an interested person transaction under Chapter 9 of the SGX-ST Listing Manual, the value of the transaction (i.e. the interest payable by the Company to Mr Wang Zhi on the Shareholder's Loan) is less than 3% of the Group's audited net tangible assets.

There was no subsisting Shareholders' mandate for interested person transactions pursuant to Rule 920 of the SGX-ST Listing Manual during FY2019.

**MATERIAL CONTRACTS**

Save as disclosed in the "Interested Person Transactions" section of this Corporate Governance Report, during FY2019, there were no material contracts entered into by the Company or any of its subsidiary companies involving the interests of the CEO, any Director or the controlling shareholder of the Company, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

# CORPORATE GOVERNANCE REPORT

**USE OF PROCEEDS**

Pursuant to the share placements to Sofos Placement, RS Placement and Mr Wang Zhi, which were completed on 8 February 2018, 21 March 2018 and 23 March 2018 respectively, the Company received net proceeds from the issuance of new shares of approximately S$20,732,000, after deducting the necessary fees and expenses associated with the placements.

The utilisation of the share placement proceeds as at the date of this announcement is as follows:

| | **Engineering contracts and business expansion** | **Funding new projects, investments in environmental relation infrastructure projects and other investments** | **Working Capital** | **Total Funds received/ used** |
|---|---|---|---|---|
| | **$'000** | **$'000** | **$'000** | **$'000** |
| **Funds received** | | | | |
| Sofos Placement | – | 630,000 | 270,000 | 900,000 |
| RS Placement | – | 1,470,000 | 630,000 | 2,100,000 |
| WZ Placement | 5,397,600 | 12,594,400 | – | 17,992,000 |
| Share issue expenses | (59,100) | (181,900) | (19,000) | (260,000) |
| | 5,338,500 | 14,512,500 | 881,000 | 20,732,000 |
| **Funds used** | | | | |
| Infrastructure projects | – | (6,780,709) | – | (6,780,709) |
| | | | | |
| Engineering, Procurement and Construction ("**EPC**") business expansion in China and Malaysia | (1,503,784) | – | – | (1,503,784) |
| | | | | |
| Business expansion and funding of new projects – Pneumatic Waste Conveyance System | (1,000,000) | (4,000,000) | – | (5,000,000) |
| | | | | |
| Working capital | | | | |
| – Payment of staff salary | (442,000) | (442,000) | | |
| – Professional fees | (18,000) | (18,000) | | |
| | | | | |
| Total | (2,503,784) | (10,780,709) | (460,000) | (13,744,493) |
| Net Balances | **2,834,716** | **3,731,791** | **421,000** | **6,987,507** |

The above utilisation is in accordance with the intended use of proceeds of the Shares Placements as stated in the announcement dated 13 November 2018 and 22 February 2019.

# CORPORATE GOVERNANCE REPORT

### Additional information on Directors seeking re-election

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| Date of Appointment | 13 September 2016 | 3 April 2018 | 1 July 2019 | 23 April 2015 | 14 August 2015 | 2 May 2019 | 2 May 2019 |
| Date of last re-appointment (if applicable) | 25 April 2019 | 25 April 2019 | Nil | 25 April 2019 | 25 April 2019 | Nil | Nil |
| Age | 63 | 55 | 50 | 46 | 58 | 49 | 55 |
| Country of principal residence | China | Singapore | Singapore | Singapore | Singapore | Singapore | Singapore |
| The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process) | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Mr. Wang's contribution as Executive Chairman of the Company. | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Mr. Wang's contribution as Non-Executive Deputy Chairman of the Company. | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Mr. Poh's contribution as Executive Director and CEO of the Company. | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Mr. Tay is able to exercise judgement as the Lead Independent Director on the corporate affairs of the Group and independent of the Management. The Board considers Mr. Tay to be independent for the purpose of Rule 704(8) of the Listing Rules. | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Mr. Tay is able to exercise judgement as the Independent Director on the corporate affairs of the Group and independent of the Management. The Board considers Mr. Tay to be independent for the purpose of Rule 704(8) of the Listing Rules. | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Ms. Gn is able to exercise judgement as the Independent Director on the corporate affairs of the Group and independent of the Management. The Board considers Ms. Gn to be independent for the purpose of Rule 704(8) of the Listing Rules. | The Board of the Company has accepted the NC's recommendation, who has reviewed and considered Ms. Ong is able to exercise judgement as the Independent Director on the corporate affairs of the Group and independent of the Management. The Board considers Ms. Ong to be independent for the purpose of Rule 704(8) of the Listing Rules. |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| Whether appointment is executive, and if so, the area of responsibility | Executive, Chairman of a Major subsidiary of the Darco Group (i.e. Wuhan Kaidi Water Services Co., Ltd.) as part of the Board to help formulate strategic direction and policy and responsible for Profit and Loss of a major subsidiary. | Non-Executive | Executive, responsible for the general management, overall strategic planning and direction of the Group. | Non-Executive | Non-Executive | Non-Executive | Non-Executive |
| Job Title (e.g. Lead ID, AC Chairman, AC Member etc.) | Executive Chairman | Non-Executive Deputy Chairman | Executive Director and Chief Executive Officer | Leader Independent Director | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Independent Director |
| Professional qualifications | Degree of Technology Power Plant and Power System, Hefei University of Technology | Bachelor Degree, Chemical Engineering Department, Nanchang Aeronautical Engineering Institute | Bachelor of Science in Aerospace Engineering, Mississippi State University and Master of Science in Aerospace Engineering with a Minor in Electrical Engineering, Mississippi State University | Bachelor of Accountancy, Nanyang Technological University | Bachelor of Commerce (Accounting) with Bachelor Of Laws degree from Macquarie University | LLB (Hons), National University of Singapore Advocate & Solicitor of Singapore | Bachelor of Accountancy, National University of Singapore; Member of the Institute of Singapore Chartered Accountants; Member of Singapore Institute of Directors |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| Working experience and occupation(s) during the past 10 years | – Year 2002 to Year 2009, Mr. Wang worked for Wuhan Kaidi Water Service Company. His last position held in Wuhan Kaidi Water Service Company was Assistant Chairman March 2005 to January 2009<br>– Executive Director of Asia Water Technology Ltd<br>– July 2010 to September 2014 – Director of SIIC Environment Holdings (Wuhan) Co.,Ltd.<br>– December 2014 to Present -Chairman of Wuhan Kaidi Water Service Company | – September 2008 to Current – Chairman/ Chief Executive Officer/President/ Director, Future Development Group Limited<br>– September 2008 to Current – Chairman/ Chief Executive Officer/President/ Director, Future International Investment Limited<br>– September 2008 to Current – Chairman/ Chief Executive Officer/President/ Director, Future Holdings Group Limited | – May 2014 to Present – Regional Sales Director, Standaraero<br>– July 2012 to May 2014 – Director Customer Support, Nordam Singapore Pte. Ltd.<br>– May 2011 to December 2011 – Business Development Manager, Goodrich Customer Services<br>– June 2006 to May 2011 – Flight Hour Agreement Manager, Goodrich Aerostructures Service Center – Asia Pte. Ltd. | – 2007 to present – Chief Executive Officer of Rockstead Capital Group<br>– 2004 to 2007 – Chief Financial Officer of Asia Water Technology Ltd. | – April 2018 to Present – Vice President, Haitong<br>– September 2017 to March 2018 – Chief Financial Officer, Naumi Hotels<br>– June 2016 to March 2018 – Vice President Finance, Inteco Education Pte Ltd<br>– May 2015 to May 2016 – Associate Director of PrimePartners Corporate Finance Pte Ltd<br>– September 2013 to May 2015 – Director, Corporate Finance of Phillip Securities Pte Ltd | – Year 2006 to Present – Lawyer/ Partner in ShookLin & Bok LLP | – July 2015 to Present – Independent Director, Asia Pay Television Trust<br>– Year 2010 to Present – Director, J. Ong Business Services Pte. Ltd.<br>– Year 2002 to 2006 – Vice President (Finance), StarHub Limited<br>– Year 1991 to 2001 – Assistant Vice President (Finance) Singapore CableVision Ltd |
| Shareholding interest in the listed issuer and its subsidiaries | Mr. Wang is holding 25% equity interest of Wuhan Liankai Investment Company. Wuhan Liankai Investment Company owns 13% equity interest of Wuhan Kaidi Water Service Company and 25.58% equity interest of the Company | Mr. Wang holds 41,067,918 ordinary shares (43.77%) in the share capital of the Company. | Nil | Nil | Nil | Nil | Nil |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Conflict of interest (including any competing business) | Nil | Mr. Wang owns 100% equity in Orient Harmony Holdings Limited, a holdings company of Salcon Linyi (HK) Limited, which in turn owns 60% equity interest in a project company operating a 150 mld potable water supply project in Shandong, China.<br><br>He also owns 100% equity in Ziyi International (Qingzhou) Limited, which owns 100% equity in Shijiazhuang Fangkuo Environmental Technology Limited, which owns 90% equity in a project company operating a wastewater treatment project in Hebei, China. | Nil | Nil | Nil | Nil | Nil |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| | | Mr. Wang is actively pursuing investment opportunities in water supply and wastewater treatment projects in China in relation to his business. To mitigate any potential conflicts of interest that may arise in relation to his appointment as a Director of the Company, Mr. Wang has undertaken to (i) fully disclose any conflict of interest to the Board; (ii) not pursuing any investments brought before the Investment Committee; and (iii) recusing from participating in the Board's and Investment Committee's proceedings, deliberations and decision-making, where that conflict may indicate it is appropriate to do so and abstaining from voting on that matter. | | | | | |
| Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer | Yes | Yes | Yes | Yes | Yes | Yes | Yes |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| Other Principal Commitments Including Directorships | **Past (for the last 5 years)**<br>Nil<br><br>Present<br>Director of:<br>– Wuhan Liankai Investment Co., Ltd<br>– Wuhan Kaidi Water Services Co., Ltd. | **Past (for the last 5 years)**<br>Director of:<br>– DSG Environment Shandong Limited<br>Yunnan Water International Limited<br>– Future Investment Enterprise Limited<br>– Hui Ze Water Services (Qing Zhou) Co., Ltd – Hui Ze Water Services (Sishui) Co., Ltd<br>– Hui Ze Water Services (He Ze) Co., Ltd<br>– Hebei Kay Yuan Cheng He Water Services Engineering Co., Ltd<br>– Qing Zhou Dong Hui Eco-tourism Co., Ltd<br>– Utraco Greentech Pte Ltd<br>– Hydroring Pte Ltd. | **Past (for the last 5 years)**<br>Nil<br><br>**Present**<br>Nil | **Past (for the last 5 years)**<br>Director of:<br>– Chabridge Technology Pte. Ltd.<br>– Forest Property Investment Pte. Ltd.<br>– Grand Investment Fund Pte. Ltd.<br>– Grandeur Associates & Co Pte. Ltd.<br>– Leibo Mingzhu Clean Energy Pte. Ltd.<br>– Union Linker International Investment Pte. Ltd.<br>– United Power Technology Pte. Ltd.<br>– WH-Water Investment Pte. Ltd.<br>– RS Asset Management Pte. Ltd.<br>– Yokeshire International Limited<br>– Grand INVSMT Ltd | **Past (for the last 5 years)**<br>Nil<br><br>**Present**<br>Director of:<br>– T. K. Tay (Holdings) Sdn Bhd<br>– Serep Pty Ltd (Australia)<br>– Weldan Marine Services Sdn Bhd | **Past (for the last 5 years)**<br>Director of:<br>– Libra Group Limited<br><br>**Present**<br>Director of:<br>– UMS Holdings Limited | **Past (for the last 5 years)**<br>Nil<br><br>**Present**<br>Director of:<br>– Asian Pay Television Trust<br>– J. Ong Business Services Pte Ltd<br>– YWS Design Asian Pte Ltd |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| | | **Present**<br>Director of:<br>– Future Development Group Limited<br>– Future International Investment Limited<br>– Future Holdings Group Limited<br>– East Sun International Investment Limited<br>– Pan Asia International (Qing Zhou) Co., Limited<br>– Orient Harmony Holdings Limited<br>– Salcon Linyi (HK) Limited<br>– Chelsea Sky Group Limited<br>– East Sun International Limited<br>– Rich Fareast Holdings Limited<br>– Future International Development Group Limited<br>– Xinjang Xiang Fei Hu Flower Manor Co., Ltd<br>– Xinjang Xiang Fei Hu Biotechnology Co., Ltd<br>– Qing Zhou Dong Hui Ecotourism Co., Ltd<br>– Jiang Su HuiZe Energy Technology Co., Ltd<br>– Dragon Spring Technology Development (TianChang) Co., Ltd<br>– Greentech Energy Solutions Pte Ltd<br>– Obor Investment Holdings Pte. Ltd.<br>– Chengho Cultural & Tourism Corporation Pte. Ltd. | | **Present**<br>Director of:<br>– Rockstead Capital Pte Ltd<br>– 1Rockstead GIP Fund Limited<br>– 1Rockstead GIP Fund 2 Limited<br>– Rockstead Ventures Limited<br>– Peinture Singapore Pte. Ltd.<br>– Rockstead Fixed Income Fund Ltd<br>– Ming Stone (Singapore) Pte Ltd<br>– Rockstead Fixed Income Fund II Ltd. | | | |

# CORPORATE GOVERNANCE **REPORT**

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| **The general statutory disclosures of the Directors are as follows:** | | | | | | | |
| a. Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner? | No | No | No | No | No | No | No |
| b. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No | No | No | No | No | No | No |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| c. Whether there is any unsatisfied judgment against him? | No | No | No | No | No | No | No |
| d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose? | No | No | No | No | No | No | No |
| e. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach? | No | No | No | No | No | No | No |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| f. Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No | No | No | No | No | No | No |
| g. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust? | No | No | No | No | No | No | No |

# CORPORATE GOVERNANCE
# REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Wang Yaoyu** | **Wang Zhi** | **Poh Kok Hong** | **Tay Lee Chye Lester** | **Tay Von Kian** | **Gn Jong Yuh Gwendolyn** | **Ong Joo Mien Joanna** |
| h. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust? | No | No | No | No | No | No | No |
| i. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity? | No | No | No | No | No | No | No |
| j. Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– | | | | | | | |
| i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or | No | No | No | No | No | No | No |

# CORPORATE GOVERNANCE **REPORT**

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or | No | No | No | No | No | No | No |
| iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or | No | No | No | No | No | No | No |
| iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust? | No | No | No | No | No | No | No |

# CORPORATE GOVERNANCE REPORT

| Details | Name of Director | | | | | | |
|---|---|---|---|---|---|---|---|
| | Wang Yaoyu | Wang Zhi | Poh Kok Hong | Tay Lee Chye Lester | Tay Von Kian | Gn Jong Yuh Gwendolyn | Ong Joo Mien Joanna |
| k. Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere? | No | No | No | No | No | No | No |
| Information required<br>**Disclosure applicable to the appointment of Director only.** | | | | | | | |
| Any prior experience as a director of an issuer listed on the Exchange? | Yes | N/A | N/A | Yes | N/A | Yes | Yes |
| If yes, please provide details of prior experience. | March 2005 to January 2009 - Executive Director of Asia Water Technology Ltd | N/A | N/A | 2009 – Director of ASX-Listed – Rockstead Financial Services Ltd. (RKSASX) | N/A | 2017 to 2019 – Independent Director of Libra Group Limited<br>2016 to Present – Independent Director of UMS Holdings Limited | 2015 – Independent Director of Asian Pay Television Trust |
| If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. | N/A | Mr. Wang has not attended the training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange after his first appointment to the Board of the Company. | Mr. Poh has attended courses and the training in respect of roles and responsibilities of a Director of a listed issuer. | N/A | Mr. Tay Von Kian has attended the training organised by Singapore Institute of Directors. | N/A | N/A |

# DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

The directors present their statement to the members together with the audited financial statements of Darco Water Technologies Limited (the "Company") and subsidiaries (the "Group") for the financial year ended 31 December 2019 and the statement of financial position of the Company as at 31 December 2019.

In the opinion of the directors,

(a) the statement of financial position of the Company and the consolidated financial statements of the Group as set out on pages 70 to 168 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2019 and of the financial performance, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

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

**Directors**

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

| | |
|---|---|
| Wang Zhi | |
| Wang Yaoyu | |
| Gn Jong Yuh, Gwendolyn | (appointed on 2 May 2019) |
| Ong Joo Mien | (appointed on 2 May 2019) |
| Tay Lee Chye Lester | |
| Tay Von Kian | |
| Poh Kok Hong | (appointed on 1 July 2019) |

**Directors' interests in shares or debentures**

According to the register kept by the Company for the purposes of Section 164 of the Singapore Companies Act, Cap. 50, none of the directors and chief executive officer holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

| | Direct interests | | Deemed interests | |
|---|---|---|---|---|
| | At 1 January 2019 | At 31 December 2019 | At 1 January 2019 | At 31 December 2019 |
| **Company** | | | | |
| *Ordinary shares* | | | | |
| Wang Zhi | 27,680,000 | 27,680,000 | - | - |
| Wang Yaoyu | - | - | 13,387,118 | 13,387,118 |

# DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

**Directors' interests in shares or debentures (Continued)**

Mr. Wang Zhi, who by virtue of his interests of not less than 20% of the issued capital of the Company is deemed to have an interest in the whole of the share capital of the Company's wholly owned subsidiaries and in ordinary shares held by the Company in the following subsidiaries that are not wholly owned by the Group:

| | Deemed interests | |
|---|---|---|
| | At 1 January 2019 | At 31 December 2019 |
| **Wuhan Kaidi Water Services Co., Ltd** | | |
| *Ordinary shares* | 36,000,000 | 36,000,000 |
| **Darco Environmental (Philippines) Inc.** | | |
| *Ordinary shares* | 65,000 | 65,000 |
| **Puzer Asia Pte. Ltd.** | | |
| *Ordinary shares* | 140,000 | 140,000 |
| **Darco Infraco Vietnam Water Pte. Ltd.** | | |
| *Ordinary shares* | - | 1,040,816 |
| **Darco Ba Lai Water Supply Co., Ltd** | | |
| *Ordinary shares* | - | 76,500,000,000 |
| **Darco Nghe An Co., Ltd** | | |
| *Ordinary shares* | - | 9,000,000,000 |
| **Darco Ha Tinh Co., Ltd** | | |
| *Ordinary shares* | - | 9,000,000,000 |
| **PT Panghegar Energy Indonesia** | | |
| *Ordinary shares* | - | 6,000 |
| **PT Jabar Bersih Lestari** | | |
| *Ordinary shares* | - | 96,000 |

There was no change in any of the above-mentioned interests in the Company or its related corporations between the end of the financial year and 21 January 2020.

# DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

**Arrangements to enable directors to acquire benefits by means of the acquisition of shares and debentures**

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

**Share options**

On 6 November 2014, the shareholders of the Company have approved the proposed Darco Performance Share Plan ("Share Plan") as part of a remuneration and compensation plan for attracting as well as retaining executive personnel and Directors.

Directors of the Company and its subsidiaries (including Non-Executive Directors) and Directors and employees of an associated company where the Company has control over the associated company are eligible in the Share Plan.

The number of shares available under the said Share Plan will be subject to the maximum limit of 15% of the Company's total issued shares.

As at the date of this report, no shares have been granted under the Share Plan.

During the financial year, there were:

- no options granted by the Company or its subsidiaries to any person to take up unissued shares in the Company or its subsidiaries;

- no shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries; and

- no unissued shares of the Company or its subsidiaries under option.

**Audit committee**

The members of the Audit Committee at the end of the financial year are as follows:

| | |
|---|---|
| Tay Lee Chye Lester | (Chairman of the Audit Committee and Independent Director) |
| Tay Von Kian | (Independent Director) |
| Gn Jong Yuh, Gwendolyn | (Independent Director) |
| Ong Joo Mien | (Independent Director) |

# DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

**Audit committee (Continued)**

The Audit Committee carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act, Cap. 50, the Listing Manual of the Singapore Exchange Securities Trading Limited and the Code of Corporate Governance. In performing those functions, the Audit Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditors and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditors;
- the periodic results announcements prior to their submission to the Board for approval;
- the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2019 prior to their submission to the Board of Directors, as well as the independent auditor's report on the statement of financial position of the Company and the consolidated financial statements of the Group; and
- interested person transactions (as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited).

The Audit Committee has recommended to the Board of Directors that the independent auditors, Crowe Horwath First Trust LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company. The Audit Committee has conducted an annual review of non-audit services provided by the auditors to satisfy itself that the nature and extent of such services will not affect the independence and objectivity of the external auditors before confirming their re-nomination.

In appointing the external auditors for the Company and subsidiaries, the Company has complied with Rules 712 and 715 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Further details regarding the Audit Committee are disclosed in the Corporate Governance Report.

**Independent auditors**

The independent auditors, Crowe Horwath First Trust LLP, have expressed their willingness to accept re-appointment as auditors of the Company.

**On behalf of the Board of Directors**

| | |
|---|---|
| **WANG ZHI** | **POH KOK HONG** |
| Director | Director |

3 June 2020

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED

Crowe Horwath First Trust LLP
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#05-01 AXA Tower
Singapore 068811
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www.crowe.sg

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED**

## Report on the Audit of the Financial Statements

***Opinion***

We have audited the financial statements of Darco Water Technologies Limited ("the Company") and its subsidiaries ("the Group"), set out on pages 70 to 168, which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 ("the Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

***Basis for Opinion***

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

***Key Audit Matter***

Key audit matter is the matter that, in our professional judgement, was of most significant in our audit of the financial statements of the current year. The matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED

Crowe

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED (Continued)**

***Key Audit Matter (Continued)***

<table>
<tr><td colspan="2">Revenue recognition using input method<br>Refer to following notes to the financial statements<br>~ Note 2 "Significant accounting policy" and "Critical accounting estimates, assumptions and judgement"<br>~ Note 17 "Revenue"</td></tr>
<tr><td>The key audit matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>In the Engineered Environmental Systems segment, the Group recognised revenue from its contract revenue over time. Such revenue amounted to $53.7 million (2018: $63.7 million) for the current financial year, representing 72% (2018: 76%) of the Group's revenue.<br><br>Input method (cost method) is used to estimate the progress to complete the performance obligation, and that involves a number of significant estimates and judgements by the management, including:<br>• estimating the total contract costs, including the costs to complete the contract; and<br>• appropriately provide for impairment loss in onerous contracts.<br><br>We focused on this area in view of significant judgements involved in estimating total contract costs, which is susceptible to management bias.</td><td>We have discussed with management and project managers to obtain understanding of the nature of the projects. Our key audit procedures in relation to the accuracy of the revenue recognised over time are as summarised below:<br>• Examined significant contract revenue and reviewed them to obtain an understanding of the key terms of the contracts and the contract sum;<br><br>• Reviewed management's conclusion that such contracts fulfils over-time recognition criteria in accordance with SFRS(I) 15 and the choice of method in measuring the progress;<br><br>• Assessed the design and implementation of the Group's internal controls over the accuracy of allocation of actual costs to the respective contracts;<br><br>• Assessed the completeness of the total contract costs estimated by management, taking into account the actual costs incurred, estimation of costs to complete, historical accuracy of past estimates in respect of those contracts;<br><br>• Discussed with management on potential significant costs overruns which may result in provision for onerous contracts; and<br><br>• Recalculated management's computation of the progress, and assessed reasonableness against other measurement of progress.<br><br>Based on the results of above procedures, we considered that the management judgement in revenue recognition policy for these contracts and in estimating the progress of the completion of performance obligation using input method to be reasonable.<br><br>We have also considered the disclosures of the sensitivity of the estimation uncertainty in the financial statements to be appropriate.</td></tr>
</table>

INDEPENDENT
# AUDITOR'S REPORT
TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED (Continued)**

***Other Information***

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

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

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

***Responsibilities of Management and Directors for the Financial Statements***

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

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

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

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

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

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED (Continued)**

***Auditor's Responsibilities for the Audit of the Financial Statements (Continued)***

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

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

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

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

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

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

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

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

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DARCO WATER TECHNOLOGIES LIMITED (Continued)**

***Auditor's Responsibilities for the Audit of the Financial Statements (Continued)***

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

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

## Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Kow Wei-Jue Duncan.

**Crowe Horwath First Trust LLP**
Public Accountants and
Chartered Accountants
Singapore

3 June 2020

# STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Note | Group | | Company | |
|---|---|---|---|---|---|
| | | 2019 | 2018 | 2019 | 2018 |
| | | $'000 | $'000 | $'000 | $'000 |
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| Property, plant and equipment | 3 | 7,630 | 5,176 | - | - |
| Right-of-use assets | 4 | 715 | - | - | - |
| Intangible assets | 5 | 3,593 | 5,666 | - | - |
| Investment in subsidiaries | 6 | - | - | 19,739 | 14,645 |
| Deferred tax assets | 7 | 653 | 114 | - | - |
| Other receivables | 9 | - | 613 | - | - |
| | | 12,591 | 11,569 | 19,739 | 14,645 |
| **Current assets** | | | | | |
| Inventories | 8 | 6,186 | 2,997 | - | - |
| Trade and other receivables | 9 | 62,507 | 68,971 | 15,487 | 15,060 |
| Income tax recoverable | | 143 | 365 | - | - |
| Cash and bank balances | 10 | 27,420 | 27,925 | 6,341 | 13,577 |
| | | 96,256 | 100,258 | 21,828 | 28,637 |
| **TOTAL ASSETS** | | 108,847 | 111,827 | 41,567 | 43,282 |
| **LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Trade and other payables | 11 | 52,592 | 47,443 | 1,411 | 1,985 |
| Borrowings | 12 | 10,940 | 8,284 | 5,349 | 4,000 |
| Lease liabilities | 13 | 323 | - | - | - |
| Derivative financial instrument | 14 | 3 | - | - | - |
| Income tax payable | | 264 | 450 | - | - |
| | | 64,122 | 56,177 | 6,760 | 5,985 |
| **Non-current liabilities** | | | | | |
| Borrowings | 12 | 1,310 | 917 | - | - |
| Lease liabilities | 13 | 242 | - | - | - |
| Deferred tax liabilities | 7 | 28 | 581 | - | - |
| | | 1,580 | 1,498 | - | - |
| **TOTAL LIABILITIES** | | 65,702 | 57,675 | 6,760 | 5,985 |
| **NET ASSETS** | | 43,145 | 54,152 | 34,807 | 37,297 |

# STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Note | Group | | Company | |
|---|---|---|---|---|---|
| | | 2019 | 2018 | 2019 | 2018 |
| | | $'000 | $'000 | $'000 | $'000 |
| **EQUITY** | | | | | |
| **Capital and reserves attributable to equity holders of the Company** | | | | | |
| Share capital | 15 | 76,766 | 76,766 | 76,766 | 76,766 |
| Other reserves | 16(a) | (3,395) | (3,261) | - | - |
| Accumulated losses | 16(b) | (33,487) | (24,658) | (41,959) | (39,469) |
| | | 39,884 | 48,847 | 34,807 | 37,297 |
| **Non-controlling interests** | 6(g)(ii) | 3,261 | 5,305 | - | - |
| **TOTAL EQUITY** | | 43,145 | 54,152 | 34,807 | 37,297 |

The accompanying notes are an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF
# PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Note | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|---|
| Revenue | 17 | 74,801 | 83,832 |
| Cost of sales | | (64,802) | (69,874) |
| Gross profit | | 9,999 | 13,958 |
| Other income | 18 | 451 | 679 |
| Distribution expenses | | (1,733) | (2,147) |
| Administrative expenses | | (16,294) | (13,117) |
| Impairment loss on financial assets | 21 | (3,771) | (506) |
| Finance costs | 19 | (550) | (585) |
| **Loss before income tax** | 21 | (11,898) | (1,718) |
| Income tax credit / (expense) | 22 | 417 | (92) |
| **Loss for the financial year** | | (11,481) | (1,810) |
| **Other comprehensive loss** | | | |
| Items that may be reclassified subsequently to profit or loss | | | |
| Currency translation differences arising from consolidation | | (442) | (812) |
| **Other comprehensive loss, net of tax** | | (442) | (812) |
| **Total comprehensive loss for the financial year** | | (11,923) | (2,622) |
| **Loss attributable to:** | | | |
| Equity holders of the Company | | (8,829) | (1,441) |
| Non-controlling interests | | (2,652) | (369) |
| | | (11,481) | (1,810) |
| **Total comprehensive loss attributable to:** | | | |
| Equity holders of the Company | | (9,200) | (2,101) |
| Non-controlling interests | | (2,723) | (521) |
| | | (11,923) | (2,622) |
| **Loss per share attributable to equity holders of the Company (cents)** | 23 | | |
| Basic | | (9.41) | (1.67) |
| Diluted | | (9.41) | (1.67) |

The accompanying notes are an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Attributable to equity holders of the Company | | | | | |
|---|---|---|---|---|---|---|
| | Share capital | Other reserves | Accumulated losses | Total | Non-controlling | Total |
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Balance at 1.1.2019** | 76,766 | (3,261) | (24,658) | 48,847 | 5,305 | 54,152 |
| Loss for the financial year | - | - | (8,829) | (8,829) | (2,652) | (11,481) |
| Other comprehensive loss for the financial year, net of tax | | | | | | |
| - Currency translation differences arising from consolidation | - | (371) | - | (371) | (71) | (442) |
| Total comprehensive loss for the financial year | - | (371) | (8,829) | (9,200) | (2,723) | (11,923) |
| Change in ownership interests in subsidiaries | | | | | | |
| Partial disposal of a subsidiary without a change in control (Note 6(f)) | - | 237 | - | 237 | 763 | 1,000 |
| Acquisition of subsidiaries (Note 6(b)) | - | - | - | - | (84) | (84) |
| **Balance at 31.12.2019** | 76,766 | (3,395) | (33,487) | 39,884 | 3,261 | 43,145 |

# CONSOLIDATED STATEMENT OF
# CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Attributable to equity holders of the Company | | | | | |
|---|---|---|---|---|---|---|
| | Share capital | Other reserves | Accumulated losses | Total | Non-controlling | Total |
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Balance at 1.1.2018** | 54,274 | (3,312) | (23,109) | 27,853 | 8,189 | 36,042 |
| Loss for the financial year | - | - | (1,441) | (1,441) | (369) | (1,810) |
| Other comprehensive loss for the financial year, net of tax | | | | | | |
| - Currency translation differences arising from consolidation | - | (660) | - | (660) | (152) | (812) |
| Total comprehensive loss for the financial year | - | (660) | (1,441) | (2,101) | (521) | (2,622) |
| <u>Contributions by and distribution to owners</u> | | | | | | |
| Issuance of shares, net (Note 15) | 22,492 | - | - | 22,492 | - | 22,492 |
| Transfer to statutory reserve (Note 16(a)) | - | 108 | (108) | - | - | - |
| Total contributions by and distribution to owners | 22,492 | 108 | (108) | 22,492 | - | 22,492 |
| <u>Change in ownership interests in subsidiaries</u> | | | | | | |
| Acquisition of non-controlling interests without a change in control | - | 603 | - | 603 | (2,363) | (1,760) |
| **Balance at 31.12.2018** | 76,766 | (3,261) | (24,658) | 48,847 | 5,305 | 54,152 |

The accompanying notes are an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Note | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Loss before income tax | | (11,898) | (1,718) |
| Adjustments: | | | |
| Amortisation of intangible assets | 21 | 1,669 | 1,752 |
| Depreciation of property, plant and equipment | 21 | 650 | 754 |
| Depreciation of right-of-use assets | 21 | 320 | - |
| Fair value loss on derivatives | 21 | 3 | - |
| Gain on disposal of property, plant and equipment | 21 | (6) | (3) |
| Impairment loss on intangible assets | 21 | 2,920 | - |
| Property, plant and equipment written off | 21 | 6 | 6 |
| Inventories written off | 21 | 78 | 148 |
| Impairment loss on financial assets | 21 | 3,771 | 506 |
| Reversal of payables | 18 | - | (128) |
| Interest expenses | 19 | 550 | 585 |
| Interest income | 18 | (151) | (90) |
| Exchange differences | | 1,611 | 25 |
| Operating (loss) / profit before working capital changes | | (477) | 1,837 |
| Inventories | | (3,267) | (1,089) |
| Contract assets / (liabilities) | | 17,969 | (4,597) |
| Trade and other receivables | | (16,602) | (3,900) |
| Trade and other payables | | 2,660 | 3,778 |
| Placement of fixed deposits and bank balances pledged | 10 | (1,369) | (2,009) |
| Cash used in operations | | (1,086) | (5,980) |
| Income taxes paid | | (374) | (946) |
| Net cash used in operating activities | | (1,460) | (6,926) |
| **Cash flows from investing activities** | | | |
| Acquisition of subsidiaries, net of cash acquired | 6(b) | (1,674) | - |
| Placement of fixed deposits with tenure more than 3 months | | (114) | - |
| Purchase of property, plant and equipment | A | (2,032) | (454) |
| Proceeds from disposal of property, plant and equipment | | 28 | 3 |
| Interest received | | 151 | 90 |
| Net cash used in investing activities | | (3,641) | (361) |

# CONSOLIDATED STATEMENT OF
# CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

| | Note | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|---|
| **Cash flows from financing activities** | | | |
| Proceeds from issuance of new shares, by way of cash | 15 | - | 16,148 |
| Share issuance cost | 15 | - | (260) |
| Partial disposal of a subsidiary without a change in control | 6(f) | 1,000 | - |
| Proceeds from borrowings | | 5,624 | 3,581 |
| Repayment of borrowings | | (2,911) | (4,285) |
| Principal repayment of lease liabilities (2018: finance lease obligations) | | (319) | (43) |
| Interest paid | | (562) | (375) |
| Net cash from financing activities | | 2,832 | 14,766 |
| **Net (decrease) / increase in cash and cash equivalents** | | (2,269) | 7,479 |
| **Cash and cash equivalents at beginning of financial year** | | 22,673 | 15,379 |
| **Effect of exchange rate changes on cash and cash equivalents** | | (225) | (185) |
| **Cash and cash equivalents at end of financial year** | 10 | 20,179 | 22,673 |

Note A

For the purpose of the consolidated statement of cash flows, the Group's additions to property, plant and equipment during the financial year comprised of:

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Property, plant and equipment purchased during the financial year (Note 3) | 2,322 | 551 |
| Less: | | |
| Deposit paid in previous financial year (Note 9(ii)) | (290) | - |
| Finance lease obligations | - | (97) |
| Cash payment to acquire property, plant and equipment | 2,032 | 454 |

The accompanying notes are an integral part of the financial statements.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

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

## 1. GENERAL INFORMATION

Darco Water Technologies Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"). The address of the Company's registered office and its principal place of business is located at Harvest @ Woodlands, 280 Woodlands Industrial Park E5, #09-36, Singapore 757322.

The principal activities of the Company are those of investment holding and acting as a corporate manager and adviser and administrative centre to support business of the Company's subsidiaries. The principal activities of the subsidiaries are disclosed in Note 6.

The financial statements for the financial year ended 31 December 2019 were authorised for issue in accordance with a resolution of the Board of Directors on 3 June 2020.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Basis of preparation

The financial statements are prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below and are drawn up in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)"). The financial statements are presented in Singapore dollars ("$") and all values are recorded to nearest thousand ($'000) as indicated.

The preparation of the financial statements in conformity with SFRS(I)s requires management to exercise its judgements in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. Critical accounting estimates and assumptions used that are significant to the financial statements and areas involving a higher degree of judgement or complexity, are disclosed in this Note.

### Adoption of new and revised standards

On 1 January 2019, the Group adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("SFRS(I) INT") that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT. The adoption of these new or amended SFRS(I) and SFRS(I) INT did not result in substantial changes to the Group's and Company's accounting policies and had no material effect on the amounts reported for the current or prior financial years, except as disclosed below:

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Adoption of new and revised standards (Continued)**

**Adoption of SFRS(I) 16 *Leases***

This new standard on leases supersedes the previous standard (SFRS(I) 1-17) and interpretations and brings in a new definition of a lease that will be used to identify whether a contract is, or contains, a lease. For lessees, SFRS(I) 16 reforms lessee accounting by introducing a single model similar to the existing finance lease model. Specifically, lessees are required to recognise all leases on their statements of financial position to reflect their rights to use leased assets and the associated obligations for lease payments, with limited exemptions. However, lessor accounting, with the distinction between operating and finance leases, remains largely unchanged. SFRS(I) 16 is effective for annual reporting periods beginning on or after 1 January 2019, and the Group adopted SFRS(I) 16 retrospectively with any cumulative effect of initially applying the standard as an adjustment to the opening retained earnings at the date of initial application, 1 January 2019. Under this approach, comparatives are not restated.

The Group, as lessee, has leases previously classified under operating leases. Lease liabilities at 1 January 2019 are measured at present value of remaining lease payments discounted using incremental borrowing rate on that date. For all such leases, the Group elect to measure the Right-of-Use ("ROU") assets at amounts equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application.

<u>Practical expedients applied</u>

As allowed by SFRS(I) 16, the Group applies definition of leases under SFRS(I) 16 only to contracts entered on or after 1 January 2019 to determine whether or not the contracts contain a lease. For contracts determined to be a lease as at 31 December 2018 using SFRS(I) 1-17 and SFRS(I) INT 4, the Group applied transition requirements in SFRS(I) 16 as described above.

In addition, the Group also elect to apply the following practical expedients to leases previously classified as operating leases, and hence, the Group:

- did not recognise lease liabilities and ROU assets to leases with a lease terms ended during the current financial year or for leases of low value assets
- determined lease term on 1 January 2019 using hindsight of the actual extension or termination options exercised
- excluded initial direct costs from the measurement of ROU assets at 1 January 2019

The Group has performed impairment review for the ROU assets on 1 January 2019 and has concluded that there is no indication that the ROU assets are impaired.

The following table explains the differences between the operating lease commitments previously disclosed in the financial statements as at 31 December 2018 and the lease liabilities recognised in the statements of financial position as at 1 January 2019:

(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Adoption of new and revised standards (Continued)**

**Adoption of SFRS(I) 16 *Leases (Continued)***

| | Group |
|---|---|
| | $'000 |
| Operating lease commitments as at 31 December 2018, as previously disclosed | 306 |
| Add: Finance lease obligations recognised as at 31 December 2018 | 102 |
| Add: Operating lease commitments previously not disclosed | 290 |
| Less: Short-term lease recognised as expense | (70) |
| Less: Effect of discounting at weighted average incremental borrowing rate at 1 January 2019 | (9) |
| Lease liabilities as at 1 January 2019 | 619 |

The weighted average incremental borrowing rate applied to the lease liabilities recognised in the statements of financial positions on 1 January 2019 ranged from 3.28% to 5.25% per annum.

**Standards issued but not yet effective**

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

| Description | Effective for annual periods beginning on or after |
|---|---|
| Amendments to SFRS(I) 3: *Definition of a Business* | 1 January 2020 |
| Amendments to SFRS(I) 1-1 and SFRS(I) 1-8: *Definition of Material* | 1 January 2020 |
| Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7: *Interest Rate Benchmark Reform* | 1 January 2020 |
| SFRS(I) 17 *Insurance Contracts* | 1 January 2021 |
| Amendments to SFRS(I) 10 Consolidated Financial Statements and SFRS(I) 1-28 Investments in Associates and Joint Ventures: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* | To be determined |

The directors expect that the adoption of the other standards and interpretations above will have no material impact on the financial statements in the period of initial application.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Group accounting**

**(i) Subsidiaries**

*(a) Basis of consolidation*

Subsidiaries are entities (including special purpose entities) over which the Group has power to govern the financial and operating policies so as to obtain benefits from its activities, generally accompanied by a shareholding giving rise to a majority of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

*(b) Acquisition of businesses*

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement. Acquisition-related costs, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with SFRS(I)1-39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured until it is finally settled within equity.

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

For 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, the Group elects on an acquisition-by-acquisition basis whether to recognise them either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets, at the date of acquisition.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Group accounting (Continued)**

**(i) Subsidiaries (Continued)**

*(b) Acquisition of businesses (Continued)*

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

*(c) Disposals of subsidiaries or businesses*

The assets and liabilities of the subsidiary, including any goodwill, are derecognised when a change in the Company's ownership interest in a subsidiary result in a loss of control over the subsidiary. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained investment at the date when control is lost and its fair value is recognised in profit or loss. Subsequently, the retained interest is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

**(ii) Transactions with non-controlling interests**

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owner of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with owners of the Group. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised in a separate reserve within equity attributable to the owners of the Company.

**Investment in subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of investments in subsidiaries, the difference between disposal proceeds and the carrying amounts of the investments is recognised in profit or loss.

**Currency translation**

**(i) Functional and presentation currency**

The individual financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements are presented in Singapore dollars ("$"), which is also the functional currency of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Currency translation (Continued)**

**(ii) Transactions and balances**

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

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

**(iii) Translation of the Group's financial statements**

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

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss.

**Property, plant and equipment**

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The cost of an item of property, plant and equipment including subsequent expenditure is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance expenses are recognised in profit or loss when incurred.

After initial recognition, property, plant and equipment except for freehold lands are stated at cost less accumulated depreciation and any accumulated impairment losses.

Construction in progress includes all cost of construction and other direct costs. Construction in progress is reclassified to the appropriate category of property, plant and equipment when complete and ready to use.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Property, plant and equipment (Continued)**

Freehold lands and construction in progress are not depreciated. All other items of property, plant and equipment are depreciated using the straight-line method to write-off the cost over their estimated useful lives as follows:

| | Useful lives (Years) |
|---|---|
| Freehold buildings | 50 |
| Leasehold lands and buildings | 30 to 50 |
| Renovations | 5 |
| Motor vehicles | 5 |
| Plant and equipment | 3 to 10 |

The estimated useful life and depreciation method are reviewed, and adjusted as appropriate, at each reporting date to ensure that the amount, method and period of depreciation are consistent with the expected pattern of economic benefits from items of property, plant and equipment. Fully depreciated assets are retained in the financial statements until they are no longer in use.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss on retirement or disposal is determined as the difference between any sales proceeds and the carrying amounts of the asset and is recognised in the profit or loss within "Other income / (expenses)".

**Intangible assets**

**(i) Goodwill on acquisitions**

Goodwill on acquisition of subsidiaries or businesses represents the excess of (i) the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquire and the acquisition-date fair value of any previously-held equity interest in the acquiree over (ii) the fair value of the net identifiable assets acquired net of the fair values of the liabilities and any contingent liabilities assumed.

Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the entity sold. Certain portion of goodwill arose from a change in parent's ownership interests in a subsidiary (after control is obtained) before July 2009. The revised FRS 27 which was issued on 1 July 2009 did not require retrospective adjustment be made on goodwill that was recognised prior to 1 July 2009 and allowed the goodwill be stated at carrying value as of 1 July 2009.

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Intangible assets (Continued)**

**(i) Goodwill on acquisitions (Continued)**

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

Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

**(ii) Other intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost, which includes the purchase price and other directly attributable cost of preparing the asset for its intended use. The cost of intangible assets acquired in a business combination is their fair values at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and are recognised in profit or loss in the year in which the expenditure is incurred.

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

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

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

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

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Intangible assets (Continued)**

**(ii) Other intangible assets (Continued)**

*(a) Trade name and trademarks*

Trade name and trademarks are measured at fair value less accumulated amortisation and accumulated impairment losses. The costs are amortised to profit or loss using the straight-line method over the estimated useful lives of 7 years.

*(b) Patented technologies and license*

Patented technologies are measured at fair value less accumulated amortisation and accumulated impairment losses. The costs are amortised to profit or loss using the straight-line method over the estimated useful lives of 5 years.

*(c) Computer software and others*

Computer software and others are measured at fair value less accumulated amortisation and accumulated impairment losses. The costs are amortised to profit or loss using the straight-line method over the estimated useful lives of 3 to 5 years.

**Impairment of non-financial assets**

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

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

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecasts calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth years.

Impairment losses are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

**Financial assets and liabilities**

**(i) Initial recognition and measurement**

Trade receivables are initially recognised when they are originated. Other financial assets and financial liabilities are recognised on the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

Trade receivables without financing component is initially measured at the transaction price in accordance with SFRS(I) 15. Other financial assets or financial liabilities are initially recognised at fair value plus, in the case of financial assets or liabilities not at fair value through profit or loss, directly attributable transaction costs.

**(ii) Classification and subsequent measurement**

Financial assets

Financial assets are classified and subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, at the following categories:

- Amortised costs
- Fair value through Other Comprehensive Income (FVOCI) – Debt investments
- FVOCI – Equity investments
- Fair value through profit or loss (FVPL)

Financial assets are not reclassified after initial recognition unless the Group changes its business model for managing financial assets, in which case such reclassification will be applied prospectively from the reclassification date.

*Financial assets at amortised costs*

Unless designated at FVPL, financial assets are measured at amortised costs if:

- It is held within a business model with an objective to hold the assets to collect contractual cash flows; and

- Its contractual cash flows comprise of solely principal and interest on the principal amount outstanding.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Financial assets and liabilities (Continued)**

**(ii) Classification and subsequent measurement (Continued)**

Financial assets (Continued)

*Financial assets at amortised costs (Continued)*

These assets, mainly trade and other receivables which (exclude prepayments, advances to suppliers and GST / VAT receivables), contract assets, cash and cash equivalents, are subsequently measured at amortised costs using the effective interest rate method, which is reduced by impairment losses. Interest income, foreign exchange differences, and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

*Debt investments at FVOCI*

Unless designated at FVPL, a debt investment is measured at FVOCI if:

- It is held within a business model with objectives of both collecting contractual cash flows and selling financial assets; and

- Its contractual cash flows comprise of solely principal and interest on the principal amount outstanding.

These assets are subsequently measured at fair value. Interest income calculated on effective interest rate method, foreign exchange differences and impairment are recognised in profit or loss. Other net gains and losses (including changes in fair value) are recognised in OCI. The cumulative amounts in OCI are reclassified to profit or loss upon derecognition.

*Equity investments at FVOCI*

Unless held-for-trading, the Group may irrevocably elect on initial recognition, on an investment-by-investment basis, to present subsequent changes of fair value of the equity investments in OCI.

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses (including changes in fair value) are recognised in OCI which will never be reclassified to profit or loss.

*Financial assets at FVPL*

All financial assets not at amortised cost or FVOCI as described above are measured at fair value through profit or loss. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI to be measured at FVPL, if doing so eliminates or significantly reduce accounting mismatch that would otherwise arise.

Financial assets held for trading or are managed and whose performance is evaluated on a fair value basis would be mandatorily measured at FVPL.

These assets are subsequently measured at fair value. Net gains or losses, including any interest income or dividend income are recognised in profit or loss.

As at the reporting date, the Group does not have other categories of financial assets other than financial assets at amortised cost.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Financial assets and liabilities (Continued)**

**(ii) Classification and subsequent measurement (Continued)**

Financial liabilities

Financial liabilities are subsequently measured at amortised costs unless it is held for trading (including derivative liabilities), or designated as financial liabilities at FVPL on initial recognition to significantly reduce accounting mismatch or when a group of financial liabilities are managed whose performance is evaluated on a fair value basis.

Financial liabilities at amortised costs are subsequently measured at amortised costs using the effective interest rate method. Interest expense and foreign exchange differences are recognised in profit or loss. These financial liabilities mainly comprise trade and other payables (excludes advances and provision for unutilised leave), contract liabilities and borrowings.

Financial liabilities at FVPL are measured at fair value with net gains and losses (including interest expense) recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

**(iii) Derecognition**

Financial assets

Financial assets are derecognised when the contractual rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets. On derecognition of a financial asset in its entirety, the difference between the carrying amount measured at the derecognition date and the sum of the consideration received is recognised in profit or loss.

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

Financial liabilities

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. The Group also derecognise a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount of the financial liabilities extinguished, or transferred and the consideration paid (including non-cash transferred or liabilities assumed) is recognised in profit or loss.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Financial assets and liabilities (Continued)**

**(iv) Offsetting**

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

**Impairment of financial assets**

The Group applies impairment model in SFRS(I) 9 to measure the Expected Credit Losses ("ECL") of the following categories of assets:

- Financial assets at amortised costs (including trade and other receivables and cash and cash equivalents)
- Contract assets (determined in accordance with SFRS(I) 15)
- Debt investments at FVOCI
- Intragroup financial guarantee contracts

As at the reporting date, the Group does not have other categories of financial assets except for financial assets at amortised costs.

ECLs are probability-weighted estimates of credit losses, which are measured at the present value of all cash shortfalls (difference between the cash flows due to the Group in accordance with the contracts and the cash flows that the Group expects to receive), discounted at effective interest rate of the financial asset. The expected cash flows include cash flows from the sale of collaterals held, if any, or other credit enhancements that are integral to the contractual terms.

*Simplified approach*

The Group applies simplified approach to all trade receivables and contract assets. Impairment loss allowance is measured at life time ECL, which represents ECLs that result from all possible default events over the expected life of a financial instrument ('Life-time ECL').

The Group have established a provision matrix that is based on historical credit loss experience, adjusted for forward-looking factors specific to those customers and the economic environment as well as uses qualitative and quantitative information like geographical location, profile of customers and historical repayment trends to group debtors with similar characteristics for purposes of ECL assessment by using probability of default from external rating agencies and historical loss rates, where applicable.

*General approach*

The Group applies general approach on all other financial instruments and financial guarantee contracts, and recognise a 12-month ECL on initial recognition. 12-months ECL are ECLs that result from possible default events within 12 months after the reporting date or up to the expected life of the instrument, if shorter.

Impairment loss allowance or reversals are recognised in profit or loss. Loss allowance on financial assets at amortised cost and contract assets are deducted from the gross carrying amount of those asset. Loss allowance on debt investments at FVOCI are recognised in OCI, and does not reduce the carrying amount of the financial assets.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Impairment of financial assets (Continued)**

Significant increase in credit risk (Stage 2)

For credit exposures for which there has been a significant increase in credit risk since initial recognition, impairment loss allowance is measured at life-time ECL. When a financial asset is determined to have a low credit risk at reporting date, the Group assumes that there has been no significant increase in credit risk since initial recognition. For other cases, the Group uses reasonable and supportable forward-looking information available without undue cost or effort to determine, at each reporting date, whether there is significant increase in credit risk since initial recognition. In assessing whether there has been significant increase in credit risks, the Group takes into account factors such as:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant change in the debtor's ability to meet its debt obligations
- actual or expected significant adverse change in the regulatory, economic, or technological environment that are expected to cause a significant change in the debtor's ability to meet its debt obligations
- an actual or expected significant change in the operating results of the debtors

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

If credit risk has not increased significantly since initial recognition or if the credit quality improves such that there is no longer significant increase in credit risk since initial recognition, loss allowance is measured at 12-month ECL.

Definition of default

The Group considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligation in full, without recourse by the Group; or
- The financial asset is more than 90 days past due, unless otherwise indicated in credit risk note (Note 28(iii)).

The Group considers a contract asset to be in default when the customer is unlikely to pay the contractual obligations to the Group in full without recourse by the Group.

Credit-impaired (Stage 3)

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

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

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Impairment of financial assets (Continued)**

Write-off policy

The Group write off the gross carrying amount of a financial assets to the extent that there is no realistic prospect of recovery, for example when the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the Group.

**Derivative financial instruments**

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered onto and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates each hedge as either (a) fair value hedge; (b) cash flow hedge; or (c) net investment hedge. As at reporting date, the Group has only cash flow hedge.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

**Inventories**

Inventories are stated at the lower of cost and net realisable value. Raw materials and trading goods comprise of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. These costs are assigned on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to be incurred for selling and distribution.

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

**Provisions**

A provision is recognised when the Group has a present obligation, legal or constructive, as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. Where the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for onerous contracts on uncompleted contracts is recognised immediately in profit or loss when it is determinable.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Financial guarantees**

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantee contracts as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantee contracts are initially recognised as a liability at their fair values, adjusted for transaction costs directly attributable to the issuance of the guarantees.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and

(b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

**Borrowings**

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the reporting date, in which case they are presented as non-current liabilities.

Borrowings are initially recorded at fair value, net of transaction costs and subsequently carried for at amortised costs using the effective interest method.

Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings which are due to be settled within twelve months after the reporting date are included in the current borrowings in the statement of financial position even though the original term was for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting date and before the financial statements are authorised for issue.

**Leases**

The Group assess whether a contract is or contains a lease, at inception of the contract. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Leases (Continued)**

**(i) As lessee (SFRS(I) 16, applicable on or after 1 January 2019)**

At the lease commencement date, the Group recognises a Right-of-Use ("ROU") asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases and low-value leases as described below.

ROU asset

ROU assets are initially measured at cost, which comprise initial amount of lease liability, any lease payment made at or before commencement date, plus initial direct costs incurred, less lease incentives received. Initial direct costs are costs that would not have been incurred if the lease had not been obtained.

Whenever the Group incurs obligations for costs to dismantle and remove a leased asset, restore the site or the underlying asset to the condition required by the terms and conditions of the lease contract, a provision is recognised and measured under SFRS(I) 1-37; and included in the carrying amount of the ROU assets to the extent that the costs relate to a ROU asset.

ROU assets are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from commencement date to the earlier of end of lease terms and useful life of the ROU assets. In addition, the ROU assets are also adjusted for certain remeasurement of lease liability.

ROU assets are presented as a separate line item on the statement of financial position.

Lease liability

Lease liability is initially measured at the present value of lease payments discounted using interest rate implicit in the lease, or if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the incremental borrowing rate as the discount rate, which is estimated by reference to interest rates from various external financing sources for similar terms such as lease terms, type of assets leases and economic environment.

The following lease payments are included in the measurement of lease liability:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease liability is measured at amortised cost using effective interest method. Remeasurement of lease liability (and corresponding adjustment to ROU asset, or to profit or loss when the ROU asset has been reduced to zero) is required when there is:

- a change in future lease payments arising from changes in an index or rate, in which case the initial discount rate is used;
- a change in the Group's assessment of whether it will exercise an extension or termination option, in which case a revised discount rate is used; or
- modification in the scope or the consideration of the lease that was not part of the original term and not accounted for as separate lease, in which case a revised discount rate at effective date of modification is used.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Leases (Continued)**

**(i) As lessee (SFRS(I) 16, applicable on or after 1 January 2019) (Continued)**

Lease liability (Continued)

The Group presents the lease liabilities are presented as a separate line item on the statement of financial position.

Exemption / exclusion

The following leases/ lease payments are not included in lease liabilities and ROU asset:

- The Group has elected not to recognise ROU asset and lease liabilities for short term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For such leases, the Group recognises the lease payments in profit or loss as an operating expense on a straight-line basis over the lease term.

**(ii) As lessee (SFRS(I) 1-17, applicable prior to 1 January 2019)**

Finance leases, which transfers to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased item or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred. Capitalised lease assets are depreciated over the shorter of the estimated useful life of the asset or the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

**Share capital and issuance expenses**

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

**Revenue from contracts with customers**

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customers, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Unless otherwise mentioned, the Group concludes that it is acting as a principal in the provision of goods or services in its contracts with customers.

*(a) Sale of goods*

Revenue from sale of goods is recognised upon transfer of control to the customers usually at the point in time when the goods have been delivered to customers. The Group normally invoices the customers upon delivery of the goods with 30 to 120 days credit term.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Revenue from contracts with customers (Continued)**

*(b) Revenue from contract revenue - Engineered Environmental Systems*

Revenue from contract revenue is recognised over time as it creates or enhances assets controlled by the customers. The progress of completion is measured by reference of contract costs incurred in proportion to the total estimated contract costs for each contract. Management considers that this input method is an appropriate measure of the progress towards complete satisfaction of these performance obligations under SFRS(I) 15. Costs that are not related to the contracts or do not contribute to the progress of satisfying the performance obligation are excluded when calculating the progress, and are expensed as incurred.

Progress billing to customers are based on milestone/ payments schedule set out in the contracts. When the value of revenue recognised exceeds payments received from the customers, the Group recognises the difference as a contract asset. A contract liability is recognised in the reverse situation.

The incremental costs of obtaining the contract, mainly sales commission, is capitalised if the Group expects to recover those costs. The tender costs are expensed out as incurred. The Group uses the practical expedient to recognise incremental costs of obtaining a contract as an expense when incurred if the amortisation period of the asset would have been one year or less. For costs to fulfil the contracts not within the scope of other SFRS(I), the Group capitalise the costs as contract costs assets only if (a) the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify; (b) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (c) the costs are expected to be recovered. Costs that does not fulfil the above criteria is expensed immediately as incurred.

Capitalised contract costs are amortised on a systematic basis that is consistent with the revenue recognised. An impairment loss is recognised in profit or loss to the extent that the carrying amount of capitalised contract costs exceeds the expected remaining consideration (net of direct costs to be incurred).

Allowance is made where necessary to account for onerous contracts. To determine the total costs, the Group monitors and reviews constantly the progress of contracts taking into consideration all inputs from both internal project team and external customers. The review includes evaluating any potential risks and factors which may affect the timely completion of the contracts. The review also includes review of total budgeted costs whereby both actual costs incurred and future costs to complete are critically examined.

*(c) Revenue from rendering of services - Water Management Services*

Revenue from rendering of servicing and maintenance support services are recognised over time on a straight-line basis for contracts with fixed rate per month as these represent series of repetitive services. When the service contracts provide fixed rate per service or visit, the revenue is recognised on invoiced value per month as it represents an amount that corresponds directly with the value to the customer of the Group's performance completed to date, as allowed by practical expedient in SFRS(I) 15. Otherwise, revenue is recognised at point in time when the customer obtains control of the assets or services.

**Other income**

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the effective interest rates applicable.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all terms and conditions relating to the grants have been complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

When the grant relates to an expense item, it is recognised in profit or loss over the period necessary to match them on a systematic basis to the costs that it is intended to compensate.

**Dividends**

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

**Employees' benefits**

**(i) 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 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.

**(ii) Retirement benefits**

The Group and the Company participate in the national schemes as defined by the laws of the countries in which it has operations.

Singapore

The Company and certain subsidiaries make contribution to the Central Provident Fund ("CPF") Scheme in Singapore, a defined contribution pension scheme.

Foreign subsidiaries

The subsidiaries, incorporated and operating in Malaysia, the People's Republic of China, Philippines and Taiwan, are required to provide certain retirement plan contribution to their employees under the existing regulations. Contribution are provided at the rates stipulated by the regulations in the countries where the subsidiaries operate.

Obligations for contributions to defined contribution retirement plans are recognised as an expense in the period in which the related service is performed.

**(iii) Employee leave entitlement**

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability as a result of services rendered by employees up to the reporting date.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Borrowing costs**

All borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

**Income tax**

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income taxes for current and prior periods are recognised at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been substantively enacted by the reporting date in the countries where the Group operates and generates taxable income. Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is also dealt with in other comprehensive income or equity.

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Related parties**

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and the Company if that person:

(i) Has control or joint control over the Company;
(ii) Has significant influence over the Company; or
(iii) Is a member of the key management personnel of the Group or the Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
(iii) Both entities are joint ventures of the same third party;
(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
(v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company;
(vi) The entity is controlled or jointly controlled by a person identified in (a);
(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, deposits with financial institutions, and short-term, highly liquid investments readily convertible to known amounts of cash which have an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents are presented net of bank overdraft and pledged fixed deposits and bank balances.

**Contingencies**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

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

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

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Segment information**

An operating segment is a component of the Group that engages in business activities from which it may earn resources and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, which in the case is the Chief Executive Officer of the Group, to make decision about resources to be allocated and to assess performance of the operating segments.

**Critical accounting estimates, assumptions and judgement**

Estimates, assumptions and judgement are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**(i) Critical accounting estimates and assumptions**

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

*(a) Contract revenue – measuring progress*

The Group recognise revenue from contract revenue over time using input method. The progress is measured by reference to the contract costs incurred to date to the estimated total costs for the contract. Significant assumptions are required to estimate the total contract costs that will affect the measure of progress towards complete satisfaction of the performance obligations; and to estimate the variable consideration that is not constrained. In making these estimates, management relied on past experiences and the knowledge of the project engineers.

The carrying amounts of contract assets and contact liabilities arising from contract revenue as at 31 December 2019 are disclosed in Note 17(b).

If the estimated total contract costs of major contracts increase / decrease by 5% from management's estimates, the Group's revenue will decrease / increase by $3,129,000 (2018: $2,400,000).

*(b) Impairment of non-financial assets*

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Critical accounting estimates, assumptions and judgement (Continued)**

**(i) Critical accounting estimates and assumptions (Continued)**

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

The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate included in the budget.

The carrying amount of goodwill and further details of the key assumptions applied in the impairment assessment of goodwill are disclosed in Note 5.

The carrying amount of property, plant and equipment, right-of-use assets and investment in subsidiaries are disclosed in Note 3, Note 4 and Note 6 respectively.

*(c) Impairment of financial assets*

Impairment allowance for financial assets measured at amortised costs are applied using the ECL model, which requires assumptions of risk of default and expected loss rates. The Group uses judgement in making these assumptions and determining key inputs to the impairment calculation, taking into account the Group's past history, existing market conditions as well as forward-looking information relating to industry, market development and macroeconomic factors. Expected loss rate is based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, geographical location, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. The amount of ECL allowance, key assumptions and inputs used are disclosed in Note 28(iii).

*(d) Income tax*

Current tax

The Group has exposure to income taxes in numerous jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. In determining the income tax liabilities of a routine tax assessment year, management estimated the amount of capital allowance and the deductibility of certain expenses at each tax jurisdiction. Where the final tax outcome is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's income tax recoverable and payable as at 31 December 2019 amounted to $143,000 and $264,000 (2018: $365,000 and $450,000) respectively.

Deferred tax - recognised

Changes in income tax laws and rates may affect recorded deferred tax assets and liabilities in the future. As at 31 December 2019, a subsidiary in The People's Republic of China which enjoys a concessionary tax rate of 15% (2018: 15%), had recognised deferred tax assets and liabilities of approximately $371,000 and Nil (2018: $58,000 and $595,000) respectively on the basis that the concessionary tax rate will still be available at the timing of reversal of the temporary differences.

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Critical accounting estimates, assumptions and judgement (Continued)**

**(i) Critical accounting estimates and assumptions (Continued)**

*(d) Income tax (Continued)*

*Deferred tax – unrecognised*

The Group and Company have not recognised deferred tax assets relating to tax losses of approximately $18,027,000 and $5,426,000 (2018: $10,379,000 and $4,074,000) respectively that are available to be carried forward. As disclosed in Note 7, these losses relate to the Company and certain subsidiaries that have a history of losses and may not be used to offset taxable income elsewhere in the Group. The Group and the Company have deductible temporary differences of approximately $681,000 and $15,000 (2018: $768,000 and Nil) respectively which are not recognised as deferred tax assets. The Company and the respective subsidiaries have neither temporary taxable differences nor any tax planning opportunities available that could support the recognition of any of these losses and deductible temporary differences as deferred tax assets. If the Group was able to recognise all unrecognised deferred tax assets, the resulting deferred tax income of approximately $3,322,000 (2018: $2,020,000) would reduce the Group's loss for the financial year.

**(ii) Critical judgement in applying the entity's accounting policies**

*Revenue recognition on contract revenue*

The Group has assessed its contracts in EE system as a single performance obligation due to the inter-dependence of services provided in these contracts.

Significant judgement is required in determining whether the performance obligations are distinct. Such considerations include the Group's assessment of whether the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customers and the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contracts.

For contracts with variable considerations (such as liquidated damages and discounts), the Group has applied judgement in determining the transaction price for the recognition of revenue. Such judgement includes assessment of the evaluation of any potential risks and factors which may affect the timely completion of the project as well as the quality of the output delivered to the customer.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

3. **PROPERTY, PLANT AND EQUIPMENT**

| **Group** | Freehold lands | Freehold buildings | Leasehold lands and buildings | Renovations | Construction in progress | Motor vehicles | Plant and equipment | Total |
|---|---|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Cost** | | | | | | | | |
| As at 1.1.2018 | 270 | 917 | 3,108 | 698 | 194 | 1,194 | 2,708 | 9,089 |
| Additions | - | - | - | 3 | 9 | 151 | 388 | 551 |
| Transfers | - | - | - | - | (47) | - | 47 | - |
| Disposals | - | - | - | - | - | (10) | (1) | (11) |
| Written off | - | - | - | - | - | - | (322) | (322) |
| Currency translation differences | 1 | 2 | (88) | (10) | 1 | (11) | (13) | (118) |
| As at 31.12.2018 | 271 | 919 | 3,020 | 691 | 157 | 1,324 | 2,807 | 9,189 |
| As at 1.1.2019 | 271 | 919 | 3,020 | 691 | 157 | 1,324 | 2,807 | 9,189 |
| Additions | 1,300 | - | - | - | 875 | 76 | 71 | 2,322 |
| Reclassification | - | - | - | - | (122) | - | 122 | - |
| Transfer to right-of-use assets (Note 4) | - | - | (182) | - | - | (115) | - | (297) |
| Acquisition of a subsidiary | - | - | - | - | 1,123 | - | 18 | 1,141 |
| Disposals | - | (16) | - | - | - | (68) | (4) | (88) |
| Written off | - | - | - | - | (6) | (83) | (4) | (93) |
| Currency translation differences | (7) | (4) | (66) | (10) | (2) | (4) | (15) | (108) |
| As at 31.12.2019 | 1,564 | 899 | 2,772 | 681 | 2,025 | 1,130 | 2,995 | 12,066 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

3. **PROPERTY, PLANT AND EQUIPMENT (Continued)**

| Group (Continued) | Freehold lands | Freehold buildings | Leasehold lands and buildings | Renovations | Construction in progress | Motor vehicles | Plant and equipment | Total |
|---|---|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Accumulated depreciation** | | | | | | | | |
| As at 1.1.2018 | - | 264 | 189 | 275 | - | 665 | 2,214 | 3,607 |
| Charge for the financial year (Note 21) | - | 21 | 221 | 63 | - | 215 | 234 | 754 |
| Disposals | - | - | - | - | - | (10) | (1) | (11) |
| Written off | - | - | - | - | - | - | (316) | (316) |
| Currency translation differences | - | 2 | (10) | (1) | - | (7) | (5) | (21) |
| As at 31.12.2018 | - | 287 | 400 | 337 | - | 863 | 2,126 | 4,013 |
| As at 1.1.2019 | - | 287 | 400 | 337 | - | 863 | 2,126 | 4,013 |
| Charge for the financial year (Note 21) | - | 18 | 118 | 121 | - | 155 | 238 | 650 |
| Transfer to ROU assets (Note 4) | - | - | (44) | - | - | (8) | - | (52) |
| Acquisition of a subsidiary | - | - | - | - | - | - | 7 | 7 |
| Disposals | - | (16) | - | - | - | (47) | (3) | (66) |
| Written-off | - | - | - | - | - | (83) | (4) | (87) |
| Currency translation differences | - | (3) | (11) | (4) | - | (3) | (8) | (29) |
| As at 31.12.2019 | - | 286 | 463 | 454 | - | 877 | 2,356 | 4,436 |
| **Net carrying amount** | | | | | | | | |
| As at 31.12.2019 | 1,564 | 613 | 2,309 | 227 | 2,025 | 253 | 639 | 7,630 |
| As at 31.12.2018 | 271 | 632 | 2,620 | 354 | 157 | 461 | 681 | 5,176 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**3. PROPERTY, PLANT AND EQUIPMENT (Continued)**

Assets held under finance leases under SFRS(I) 1-17 as at 31 December 2018

During the previous financial year, the Group had acquired motor vehicles with an aggregate amount of $97,000 by means of finance lease.

The carrying amount of motor vehicles held under finance leases at 31 December 2018 was $158,000. Leased assets were pledged as security for the related finance lease liabilities (Note 12).

Assets pledged as security

The Group's freehold lands, freehold buildings and leasehold lands and buildings with an aggregate carrying amount of $4,619,000 (2018: $3,523,000) are mortgaged to the banks in Malaysia and The People's Republic of China to secure the Group's bank loans and facilities (Note 12).

The properties held by the Group as at 31 December 2019 and 31 December 2018 are as follows:

| Location | Description | Gross land area (sqm) | Gross built-in area (sqm) | Remaining tenure | Use of property |
|---|---|---|---|---|---|
| **Malaysia** | | | | | |
| Lot 10645, Jalan Permata 1/6, Arab Malaysian Industrial Park, 71800 Nilai, Negeri Sembilan Darul Khusus, Malaysia | Freehold land and building | 4,572 | 1,512 | Freehold | Office, factory and warehouse |
| Lot 16140, No.117, Jalan Nilai 3/12, Kawasan Perindustrian Nilai 3, 71800 Nilai, Negeri Sembilan, Malaysia | Freehold land and building | 669 | 223 | Freehold | Factory |
| Lot No. 6546, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang, Malaysia | Leasehold land and building | 1,009 | 984 | Ending on 30 September 2045 | Office, factory and warehouse |
| Lot No. 6547, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang, Malaysia | Leasehold land and building | 1,009 | 984 | Ending on 30 September 2045 | Office, factory and warehouse |
| Lot 16681 in Mukim Setul, District Seremban, 71800 Nilai, Negeri Sembilan, Malaysia | Freehold land | 5,233 | - | Freehold | Office, factory and warehouse |
| **China** | | | | | |
| Building 20, Guanggu Witpark, Financial Harbour 1st Road, Guanggu Road, East Lake New-Tech Development Zone, Wuhan, Hubei, PRC | Leasehold land and building | 63,415 | 1,494 | Ending on 11 March 2061 | 4-storey office and warehouse |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 4. RIGHT-OF-USE ASSETS

| Group | Leasehold lands | Motor vehicles | Leasehold properties | Plant and equipment | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Cost** | | | | | |
| As at 1 January 2019 | - | - | - | - | - |
| Recognition of ROU assets on adoption of SFRS(I) 16 | - | 34 | 531 | 18 | 583 |
| Transfer from property, plant and equipment (Note 3) | 182 | 115 | - | - | 297 |
| Additions | - | 80 | 129 | - | 209 |
| Currency translation differences | (1) | (1) | * | - | (2) |
| As at 31 December 2019 | 181 | 228 | 660 | 18 | 1,087 |
| **Accumulated depreciation and impairment loss** | | | | | |
| As at 1 January 2019 | - | - | - | - | - |
| Transfer from property, plant and equipment (Note 3) | 44 | 8 | - | - | 52 |
| Charge for the year | 4 | 36 | 276 | 4 | 320 |
| Currency translation differences | * | * | * | - | * |
| As at 31 December 2019 | 48 | 44 | 276 | 4 | 372 |
| **Net carrying amount** | | | | | |
| As at 31 December 2019 | 133 | 184 | 384 | 14 | 715 |

* Amount less than $1,000.

The Group leases several assets such as leasehold lands, office premises / warehouse / hostel, plant and equipment and motor vehicles. The average remaining lease term as 1 January 2019 is 1 to 5 years except for a lease of land for 25 years which has been fully paid up front. There are no restrictions or covenants imposed by the lease contracts. The corresponding lease liabilities is disclosed in in Note 13.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 5. INTANGIBLE ASSETS

| Group | Goodwill on consolidation | Trade name and trademarks | Patented technologies and license | Computer software and others | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Cost** | | | | | |
| Balance at 1.1.2018 | 924 | 4,468 | 5,171 | 142 | 10,705 |
| Currency translation differences | - | (156) | (176) | (5) | (337) |
| Balance at 31.12.2018 | 924 | 4,312 | 4,995 | 137 | 10,368 |
| Balance at 1.1.2019 | 924 | 4,312 | 4,995 | 137 | 10,368 |
| Acquisition of a subsidiary | 2,535 | - | - | - | 2,535 |
| Currency translation differences | - | (112) | (130) | (4) | (246) |
| Balance at 31.12.2019 | 3,459 | 4,200 | 4,865 | 133 | 12,657 |
| **Accumulated amortisation and impairment losses** | | | | | |
| Balance at 1.1.2018 | (19) | (1,117) | (1,897) | (75) | (3,108) |
| Amortisation for the financial year (Note 21) | - | (634) | (1,075) | (43) | (1,752) |
| Currency translation differences | - | 57 | 96 | 5 | 158 |
| Balance at 31.12.2018 | (19) | (1,694) | (2,876) | (113) | (4,702) |
| Balance at 1.1.2019 | (19) | (1,694) | (2,876) | (113) | (4,702) |
| Amortisation for the financial year (Note 21) | - | (614) | (1,041) | (14) | (1,669) |
| Impairment loss for the financial year (Note 21) | - | (1,995) | (925) | - | (2,920) |
| Currency translation differences | - | 103 | 119 | 5 | 227 |
| Balance at 31.12.2019 | (19) | (4,200) | (4,723) | (122) | (9,064) |
| **Net carrying amount** | | | | | |
| As at 31.12.2019 | 3,440 | - | 142 | 11 | 3,593 |
| As at 31.12.2018 | 905 | 2,618 | 2,119 | 24 | 5,666 |

(Amounts in thousands of Singapore dollars ("$'000"))

**5. INTANGIBLE ASSETS (Continued)**

**Impairment loss**

During the financial year, the Group carried out a review of the recoverable amount of its intangible assets in Engineered Environmental ("EE") Systems segment because Wuhan Kaidi Water Services Co., Ltd ("WHKD"), a major subsidiary of the Group has recorded a net loss. The Group's financial performance and financial position are mainly contributed by WHKD. Management considered WHKD as a cash-generating unit ("CGU") that generates cash flows from Engineered Environmental ("EE") Systems segment that are largely independent from other subsidiaries in the segment.

An impairment loss of $2,920,000, representing the write-down to the recoverable amount was recognised in "administrative expenses" in profit or loss for the current financial year. The recoverable amount of the CGU is determined based on its value in use with a pre-tax discount rate of 11.06%.

**Amortisation**

Amortisation expenses included in the profit or loss are analysed as follows:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Administrative expenses | 1,669 | 1,752 |

The carrying amount and the remaining amortisation period of the intangible assets are mainly as follows:

| | Group | | | |
|---|---|---|---|---|
| | Carrying amount | | Remaining amortisation period | |
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | Months | Months |
| Trade name and trademarks | - | 2,618 | - | 51 |
| Patented technologies | - | 1,531 | - | 27 |
| Licence to use technology | 142 | 588 | 9 | 21 |

Impairment testing of goodwill

Goodwill acquired through business combinations are allocated to the Group's cash-generating units ("CGUs") that are expected to benefit from that business combinations. The carrying amount of goodwill before impairment is as follows:

(Amounts in thousands of Singapore dollars ("$'000"))

**5. INTANGIBLE ASSETS (Continued)**

Impairment testing of goodwill (Continued)

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Indonesia [i] | 2,535 | - |
| Singapore [ii] | 905 | 905 |
| Malaysia [iii] | 4 | 4 |
| PRC [iii] | 15 | 15 |
| | 3,459 | 924 |

[i] This pertains to PT Panghegar Energy Indonesia ("PEI") (Note 6(b)).
[ii] This pertains to PV Vacuum Engineering Pte. Ltd. ("PV Vacuum").
[iii] Fully impaired in the previous financial years.

PT Panghegar Energy Indonesia and its subsidiary ("PEI Group")

The recoverable amount of the CGU is determined based on value-in-use calculations.

In determining value-in-use, the Group prepares 25-year cash flows projections which are based on the following key assumptions:

| | Group<br>2019 |
|---|---|
| Conversion rate [1] | 35% |
| Gross margin [2] | 53% |
| Discount rate [3] | 8% |

[1] Conversion rate from solid waste into a specific type of fuel
[2] Budgeted gross margin
[3] Pre-tax discount rate applied to the pre-tax cash flow projections

Cash flows projection are based on the 25-years financial budgets approved by the management because revenue is calculated based on terms of the 25-years concession agreement with the regional government and terms of the fuel off-take agreement with a third party, which includes guaranteed quantities and prices over the contractual period.

Gross margin is budgeted based on the projected gross margin for the operations.

Sensitivity to changes in assumptions

The management believes that there is no reasonably possible change in the above key assumptions applied that is likely to materially cause the respective cash-generating unit carrying amount to exceed its recoverable amount.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**5. INTANGIBLE ASSETS (Continued)**

Impairment testing of goodwill (Continued)

PV Vacuum Engineering Pte. Ltd. ("PV") – "EE" segment

The recoverable amount of the CGU is determined based on value-in-use calculations.

In determining value-in-use, the Group prepares 10-year cash flows projections based on the most recent financial budgets approved by the management covering a five-year period, which are based on the following key assumptions:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | % | % |
| Growth rate (1) | | |
| - Municipal | - | - |
| - Industrial | 0 to 5 | 0 to 5 |
| Gross margin (2) | | |
| - Municipal | 29 | 33 |
| - Industrial | 48 | 49 |
| Discount rate (3) | 6 | 6 |

(1) Growth rate in revenue
(2) Budgeted gross margin
(3) Pre-tax discount rate applied to the pre-tax cash flow projections

*Municipal projects*

Revenue from municipal projects is budgeted based on secured and estimated tendered contract value of project as at reporting date, which will be completed over the next 1 - 3 years (2018: 1 - 3 years). Gross margin is budgeted based on the historical track records for the past 4 years (2018: 3 years) for those projects.

*Industrial*

Management expects that PV Vacuum will be able to achieve annual organic growth rate of 5% (2018: 5%) for the next 5 years for vacuum system projects from industrial customers, which is consistent with the industry growth rate forecast. In extrapolating the cash flows beyond the budget periods, the Management assumed zero growth rate. Gross margin is budgeted based on the historical track records for the past 4 years (2018: 3 years).

The discount rates used are pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs.

Sensitivity to changes in assumptions

The outcome of the tender of municipal projects are still pending as at the date of the report. However, management is confident that PV Vacuum will be able to continue to secure municipal projects having established track records with its existing projects and expects PV Vacuum to at least achieve revenue from municipal projects at the recorded level for the past 4 years (2018: 3 years). With such budget and expectation, management believes that no reasonably possible changes in any of the above key assumptions individually or in combination would cause the carrying amount of the CGU to materially exceed its recoverable amount.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 6. INVESTMENT IN SUBSIDIARIES

| | Company | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| **Unquoted equity shares, at cost** | | |
| At beginning of the financial year | 17,324 | 14,889 |
| Add: | | |
| - Acquisition of shares from non-controlling interests (Note (c)) | - | 1,760 |
| - Acquisition of subsidiaries (Note (b)) | 2,053 | - |
| - Additional equity interest in subsidiary (Note (e)) | 2,000 | - |
| - Capital contribution by capitalising loan (Note (d) and Note (f)) | 1,041 | 675 |
| At end of the financial year | 22,418 | 17,324 |
| **Less: Impairment losses** | | |
| At beginning and end of the financial year | (2,679) | (2,679) |
| **Net carrying amount** | 19,739 | 14,645 |

(a) Details of the subsidiaries are as follows:

| Name | Principal activities | Country of incorporation and place of business | Proportion (%) of ownership interests | |
|---|---|---|---|---|
| | | | 2019 | 2018 |
| **Held by the Company** | | | % | % |
| Darco Engineering Pte. Ltd. [(1)] | Investment holding, design and fabrication of water treatment systems and providing consultancy services in relation to such business | Singapore | 100 | 100 |
| Darco Water Systems Sdn. Bhd. ("DWS") [(2)] | Investment holding, design and fabrication of water treatment systems and providing consultancy services in relation to such business and trading in related industrial products | Malaysia | 100 | 100 |
| PV Vacuum Engineering Pte. Ltd. [(1)] | Design and supply of environmental related equipment, centralised vacuum systems, refuse conveying system and any other engineering systems making use of vacuum technologies | Singapore | 100 | 100 |
| Darco Infraco Vietnam Water Pte. Ltd. [(1)] | Investment holding | Singapore | 51 (Note (f)) | 100 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(a) Details of the subsidiaries are as follows (Continued):

| Name | Principal activities | Country of incorporation and place of business | Proportion (%) of ownership interests | |
|---|---|---|---|---|
| | | | 2019 | 2018 |
| | | | % | % |
| **Held by the Company (Continued)** | | | | |
| Wuhan Kaidi Water Services Co., Ltd. (2) | Provision of comprehensive and integrated engineering solutions for water purification, water supply and wastewater treatment | The People's Republic of China ("PRC") | 72 | 72 (Note (c)) |
| Darco Environment Vietnam Co. Ltd. (5) | Investment holding, design and fabrication of water treatment systems and providing consultancy services in relation to such business | Vietnam | 100 | 100 |
| PT Panghegar Energy Indonesia (6) (8) | Investment holding | Indonesia | 75 (Note (b)) | - |
| **Held by subsidiaries** | | | | |
| Darco Environmental (Philippines) Inc. (3) | Design, installation and commissioning of treatment systems for water purification, treatment of waste water and other waste discharge for industrial use, providing services and supplying chemicals and components used in manufacturing and maintenance water treatment systems | Philippines | 65 | 65 |
| Shanghai Darco Engineering Co., Ltd. (4) | Design and fabrication of water treatment systems and provision of consultancy services in relation to such business | PRC | 100 | 100 |
| Darco Industrial Water Sdn. Bhd. (2) | Designing, installing, setting up and maintaining of industrial waste treatment plant ultra-pure system, testing of waste water and processed water, rendering of other related waste treatment plant services and trading in industrial water treatment equipment, spare parts and chemicals | Malaysia | 100 | 100 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(a) Details of the subsidiaries are as follows (Continued):

| Name | Principal activities | Country of incorporation and place of business | Proportion (%) of ownership interests | |
|---|---|---|---|---|
| | | | 2019 % | 2018 % |
| **Held by subsidiaries (Continued)** | | | | |
| WWMG Environmental Sdn. Bhd. (2) | Investment holding | Malaysia | 100 | 100 |
| Ness Plus Trading Sdn. Bhd. (2) | Designing, fabricating and constructing pure and waste water treatment plants and trading in related industrial products | Malaysia | 100 | 100 |
| Grober Industrial Services Sdn. Bhd. (2) | Supplying of all kinds of industrial equipment and industrial services | Malaysia | 100 | 100 |
| Darco Remediation Technologies Inc. (2) | Design and fabrication of water treatment systems and providing consultancy services in relation to such business; solid waste disposal treatment and incineration; noise and vibration prevention engineering; soil pollution control engineering; environmental monitoring system | Taiwan | 100 | 100 |
| Puzer Asia Pte. Ltd. (1) | Trading in vacuum cleaning systems and provision of related services | Singapore | 56 | 56 |
| Darco Viet Water Company Limited (5) | Design and fabrication of water treatment systems and providing consultancy services in relation to such business | Vietnam | 100 | 100 |
| Darco Ba Lai Water Supply Limited (5) | Design and fabrication of water treatment systems and providing consultancy services in relation to such business | Vietnam | 90 | 90 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(a) Details of the subsidiaries are as follows (Continued):

| Name | Principal activities | Country of incorporation and place of business | Proportion (%) of ownership interests | |
|---|---|---|---|---|
| | | | 2019 | 2018 |
| | | | % | % |
| **Held by subsidiaries (Continued)** | | | | |
| Darco Nghe An Company Limited [5] | Design and fabrication of water treatment systems and providing consultancy services in relation to such business | Vietnam | 90 | 90 |
| Darco Ha Tinh Company Limited [7] | Design and fabrication of water treatment systems and providing consultancy services in relation to such business | Vietnam | 90 | - |
| PT Jabar Bersih Lestari [6] [8] | Provision of Regional Final Waste Management and Treatment Infrastructure | Indonesia | 80 | - |

(1) Audited by Crowe Horwath First Trust LLP, Singapore.
(2) Audited by member firms of Crowe Global in the respective countries.
(3) Audited by Fernandez, Santos & Lopez, Philippines.
(4) Audited by a CPA firm in the PRC.
(5) Audited by BDO, Vietnam.
(6) Audited by Kantor Akuntan Publik, Indonesia.
(7) Newly incorporated during the financial year.
(8) Newly acquired during the financial year.

(b) Acquisition in financial year 2019

On 1 November 2019, the Company announced that on the same date, the Company had entered into a conditional sale and purchase agreement ("SPA") with Emsus Co., Ltd. ("Emsus") to acquire 75% of the total equity interest in the registered capital of PT Panghegar Energy Indonesia ("PEI") for cash consideration of USD1,500,000 approximately $2,053,000.

Emsus was the owner of 6,800 shares (representing in aggregate 85% of the total number of issued and paid up share capital) in PEI, while PEI is the owner of 40,000 shares (representing in aggregate approximately 80% of the total number of issued and paid up share capital) in PT Jabar Bersih Lestari ("JBL").

PEI is purely an investment holding company, which owns the Project Company – JBL.

JBL is an Indonesia-incorporated company that specialises in the operation of waste management facilities. JBL has entered into a cooperation agreement (the "Cooperation Agreement") with the West Java Province Regional Government of Indonesia to provide waste management services in Bogor City, Bogor Regency and Depok City in Indonesia (the "Project").

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(b) Acquisition in financial year 2019 (Continued)

As of 12 December 2019, the 75% equity shares in PEI has been transferred to the Company and the Company has majority board representative. Management has determined that control has been obtained as of this date (the "Acquisition date"). Upon the Acquisition date, PEI and its 80% owned subsidiary, JBL (collectively known as "PEI Group") became subsidiaries of the Group.

The Group has elected to measure the non-controlling interest at the non-controlling interest's proportionate share of PEI Group's identifiable net assets. The provisional fair value of the identifiable assets and liabilities of PEI Group as at the acquisition date were:

| | $'000 |
|---|---|
| Cash and cash equivalents | 109 |
| Property, plant and equipment | 1,134 |
| Deferred tax assets | 282 |
| Trade and other receivables | 262 |
| Trade and other payables | (2,353) |
| Total identifiable net liabilities at carrying amount | (566) |
| Purchase consideration | 2,053 |
| Non-controlling interest measured at the non-controlling interest's proportionate share of PEI Group's net identifiable liabilities | (84) |
| Less: Total identifiable net liabilities at carrying amount | 566 |
| Goodwill arising from acquisition | 2,535 |

* The acquisition occurred close to the end of the financial year, the fair value of assets acquired and liabilities recognised presented and the resultant goodwill is provisionally determined based on the management's best estimate of the likely values and may be subject to changes upon the completion and finalisation of the purchase price allocation exercise within the subsequent measurement period for a maximum of one year as allowed by SFRS(I) 3 *Business Combinations*.

<u>Effect of the acquisition of PEI Group</u>

| | $'000 |
|---|---|
| Total consideration paid in cash as at 31 December 2019 [(i)] | 1,783 |
| Less: Cash and cash equivalents of subsidiaries acquired | (109) |
| Net cash outflows on acquisition of subsidiaries | 1,674 |

[(i)] The final payment of US$200,000 (equivalent to $270,000, included in other payables) is payable after fulfilment of all 'conditions subsequent' as stated in the conditional sale and purchase agreement, including satisfactory completion of the Company's business, environmental, financial, tax and legal due diligence (in the Company's sole discretion) on PEI and JBL, as announcement by the Company. The Company has the option to reverse and unwind the sale and purchase of the shares in PEI if the 'conditions subsequent' are not satisfied by their stipulated deadlines.

(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(b) Acquisition in financial year 2019 (Continued)

Effect of the acquisition of PEI Group (Continued)

PEI did not contribute any revenue or profit to the consolidated profit or loss for the current year since acquisition in December 2019 as the Project is still under development and has yet to commence commercial operation. For the same reason, there would not have been any material changes to the consolidated profit or loss had the acquisition been completed at the beginning of financial year.

(c) Financial year 2018

On 16 June 2017, the Company announced that on the same date, the Company had entered into a conditional sale and purchase agreement ("SPA") with Hong Kong Meidi Investments Holdings Co., Ltd ("HKMI") to acquire 12%of the total equity interest in the registered capital of WHKD ("Proposed Acquisition").

Pursuant to the terms and conditions of the SPA, the Proposed Acquisition was to be satisfied solely via the allotment and issuance of 3,824,891 shares in the capital of the Company at an original issue price of $0.50 per share ("Consideration Shares") to HKMI.

On 1 February 2018 and 21 March 2018, the Company announced that they had obtained the in-principle approval for the listing and quotation of the Consideration Shares on the mainboard of SGX-ST and the Proposed Acquisition had been approved by the Shareholders at the extraordinary general meeting respectively.

Accordingly, on 21 March 2018, the Company has completed the acquisition of the additional 12% equity interest in the registered capital of WHKD from HKMI for an approximately of $1,760,000 via the allotment and issuance of 3,824,891 new ordinary shares in the share capital of the Company at a fair value issue price of $0.46 per share to HKMI.

Immediately prior to the purchase, the carrying amount of the existing 40% non-controlling interest in WHKD was approximately $7,878,000. The Group recognised a decrease in non-controlling interest of $2,363,000 and an increase in equity attributable to owners of the parent of $603,000. The effect on the equity attributable to the owners of the Company during the financial year is summarised below:

| | Group |
|---|---|
| | 2018 |
| | $'000 |
| Carrying amount of non-controlling interest acquired | 2,363 |
| Share consideration paid to non-controlling interest | (1,760) |
| Difference directly recognised in equity (Note 16(a)) | (603) |

(d) In the previous financial year ended 31 December 2018, the Company capitalised outstanding loan amount of approximately $675,000 due from Darco Environment Vietnam Co., Ltd. The effective equity interest in the subsidiary remains the same.

(e) During the financial year, the Company has further subscribed for an additional 2,000,000 new ordinary shares in its wholly owned subsidiary, PV Vacuum Engineering Pte. Ltd. for an amount of $2,000,000.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(f) During the financial year, Darco Infraco Vietnam Water Pte. Ltd. ("DIVW") issued and allotted 2,040,815 new ordinary shares at the subscription price of $1.00 for each new ordinary share. The Company capitalised outstanding loan amount of approximately $1,041,000 due from DIVW and disposed of 49% of the equity interest in DIVW for a cash consideration of $1,000,000 without a change in the controls over DIVW.

| | Group |
|---|---|
| | 2019 |
| | $'000 |
| Carrying amount of non-controlling interest created | 763 |
| Cash consideration paid by non-controlling interest | (1,000) |
| Difference directly recognised in equity (Note 16(a)) | (237) |

(g) Interest in subsidiaries with non-controlling interest ("NCI")

(i) The Group has the following subsidiaries that have NCI to the Group.

| Name of subsidiary | Proportion (%) of ownership interests and voting rights held by NCI | |
|---|---|---|
| | 2019 | 2018 |
| | % | % |
| With material NCI | | |
| Wuhan Kaidi Water Services Co., Ltd ("WHKD") | 28 | 28 |
| With immaterial NCI | | |
| Darco Environmental (Philippines) Inc. | 35 | 35 |
| Puzer Asia Pte. Ltd. | 44 | 44 |
| Darco Infraco Vietnam Water Pte. Ltd. | 49 | - |
| Darco Ba Lai Water Supply Limited | 10 | 10 |
| Darco Nghe An Company Limited | 10 | 10 |
| Darco Ha Tinh Company Limited | 10 | - |
| PT Panghegar Energy Indonesia | 25 | - |
| PT Jabar Bersih Lestari | 20 | - |

(ii) The carrying value of NCI to the Group is as follow:

| | 2019 | 2018 |
|---|---|---|
| | $'000 | $'000 |
| WHKD | 2,742 | 5,336 |
| Other subsidiaries with immaterial NCI | 519 | (31) |
| Total | 3,261 | 5,305 |

(Amounts in thousands of Singapore dollars ("$'000"))

**6. INVESTMENT IN SUBSIDIARIES (Continued)**

(g) Interest in subsidiaries with non-controlling interest ("NCI") (Continued)

(iii) The following summarises the financial information of WHKD, based on its respective financial statements prepared in accordance with SFRS(I), modified for fair value adjustment on acquisition.

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Revenue | 29,997 | 43,998 |
| Profit / (Loss) | (9,018) | (951) |
| Other comprehensive loss | (70) | (152) |
| **Total comprehensive loss** | (9,088) | (1,103) |
| Attributable to NCI: | | |
| - Loss | (2,525) | (367) |
| - Other comprehensive loss | (20) | (42) |
| **Total comprehensive loss** | (2,545) | (409) |
| Non-current assets | 2,833 | 9,120 |
| Current assets | 53,680 | 57,930 |
| Non-current liabilities | (259) | (1,077) |
| Current liabilities | (46,600) | (46,917) |
| **Net assets** | 9,654 | 19,056 |
| **Accumulated NCI of the subsidiaries at end of financial year** | 2,742 | 5,336 |
| Cash flows from / (used in) operating activities | 2,586 | (1,819) |
| Cash flows used in investing activities | (3) | (5) |
| Cash flows (used in) / from financing activities | (944) | 3,552 |

(iv) Significant restrictions

The nature and extent of significant restriction of the Group's ability to use or access assets and settle liabilities of subsidiaries with material NCI are:

Cash and bank balances of WHKD amounting to approximately $7,671,000 (2018: $6,976,000) as at 31 December 2019 held in PRC are subject to local exchange control regulations. These regulations place restriction on the amount of currency being exported other than through dividends, of which bank balances of WHKD of approximately $2,747,000 (2018: $3,564,000) are pledged to banks for the purpose as disclosed in Note 10 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 7. DEFERRED TAX ASSETS / (LIABILITIES)

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| At beginning of the financial year | (467) | (793) |
| Addition arising from acquisition of a subsidiary | 282 | - |
| Recognised in the profit or loss (Note 22) | 827 | 328 |
| Currency translation differences | (17) | (2) |
| At end of the financial year | 625 | (467) |
| Presented after appropriate offsetting as follows: | | |
| Deferred tax assets | 653 | 114 |
| Deferred tax liabilities | (28) | (581) |
| | 625 | (467) |

The components and movement of deferred tax assets and liabilities during the financial year prior to offsetting are as follows:

| **Deferred tax assets of the Group** | Allowance of doubtful debts | Others * | Total |
|---|---|---|---|
| | $'000 | $'000 | $'000 |
| **2019** | | | |
| At beginning of the financial year | 117 | 55 | 172 |
| Addition arising from acquisition of a subsidiary | - | 282 | 282 |
| Recognised in the profit or loss | 260 | (51) | 209 |
| Currency translation differences | (10) | * | (10) |
| At end of the financial year | 367 | 286 | 653 |
| **2018** | | | |
| At beginning of the financial year | 112 | 20 | 132 |
| Recognised in the profit or loss | 6 | 36 | 42 |
| Currency translation differences | (1) | (1) | (2) |
| At end of the financial year | 117 | 55 | 172 |

* Others mainly comprised of unutilised tax losses and provision.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**7. DEFERRED TAX ASSETS / (LIABILITIES) (Continued)**

| Deferred tax liabilities of the Group | Fair value adjustments on acquisition of a subsidiary | Tax over book depreciation | Total |
|---|---|---|---|
| | $'000 | $'000 | $'000 |
| **2019** | | | |
| At beginning of the financial year | 590 | 49 | 639 |
| Recognised in the profit or loss | (590) | (28) | (618) |
| Currency translation differences | - | 7 | 7 |
| At end of the financial year | - | 28 | 28 |
| **2018** | | | |
| At beginning of the financial year | 878 | 47 | 925 |
| Recognised in the profit or loss | (287) | 1 | (286) |
| Currency translation differences | (1) | 1 | - |
| At end of the financial year | 590 | 49 | 639 |

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

| Group | 2019 | 2018 | Jurisdiction | Expiring year |
|---|---|---|---|---|
| | $'000 | $'000 | | |
| Unabsorbed tax losses | 14,761 | 6,944 | Singapore / Philippines / Malaysia / Taiwan | Indefinite |
| * Unabsorbed tax losses arising from financial year of: | | | | |
| - 2014 | - | 428 | PRC | 2019 |
| - 2015 | 600 | 600 | PRC | 2020 |
| - 2016 | 779 | 779 | PRC | 2021 |
| - 2017 | 515 | 515 | PRC | 2022 |
| - 2018 | 1,113 | 1,113 | PRC / Vietnam | 2023 |
| - 2019 | 259 | - | PRC / Vietnam | 2024 |
| | 3,266 | 3,435 | | |
| | 18,027 | 10,379 | | |
| Unabsorbed capital allowances | 60 | 2 | Malaysia | Indefinite |
| Provisions | 850 | 917 | Singapore / Malaysia | Indefinite |
| Tax over book depreciation | (233) | (161) | Singapore / Malaysia | |
| Others | 4 | 10 | Malaysia | Indefinite |
| | 18,708 | 11,147 | | |

* The tax losses expired by the end of 5 years from the losses recorded in the respective financial years.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 7. DEFERRED TAX ASSETS / (LIABILITIES) (Continued)

| **Company** | 2019 | 2018 | Jurisdiction | Expiring year |
|---|---|---|---|---|
| | $'000 | $'000 | | |
| Unabsorbed tax losses | 5,426 | 4,074 | Singapore | Indefinite |

The unabsorbed tax losses, capital allowances and other deductible temporary differences that can be carried forward and used to offset against future taxable income are subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries. Deferred tax assets have not been recognised in respect of these items due to the uncertainty of its recoverability in foreseeable future.

## 8. INVENTORIES

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Raw materials | 4,810 | 1,771 |
| Trading goods | 1,376 | 1,226 |
| | 6,186 | 2,997 |

## 9. TRADE AND OTHER RECEIVABLES

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| **Non-current** | | | | |
| Other receivables: | | | | |
| - A third party [(i)] | - | 613 | - | - |
| **Current** | | | | |
| Trade receivables: | | | | |
| - Third parties | 34,125 | 20,375 | - | - |
| Less: Allowance for impairment losses (Note 28(iii)) | (1,896) | (1,184) | - | - |
| Trade receivables, net (Note 17(b)) | 32,229 | 19,191 | - | - |

(Amounts in thousands of Singapore dollars ("$'000"))

## 9. TRADE AND OTHER RECEIVABLES (Continued)

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| **Current (Continued)** | | | | |
| Contract assets | 18,565 | 37,095 | - | - |
| Less: Allowance for impairment losses (Note 28(iii)) | (2,244) | (417) | - | - |
| Contract assets, net (Note 17(b)) | 16,321 | 36,678 | - | - |
| Other receivables: | | | | |
| - Third parties [(i)] | 2,181 | 1,424 | 1 | - |
| - Subsidiaries (non-trade) | - | - | 24,866 | 23,029 |
| | 2,181 | 1,424 | 24,867 | 23,029 |
| Less: Allowance for impairment losses (Note 28(iii)) | | | | |
| - Third parties | (1,677) | (1,107) | - | - |
| - Subsidiaries (non-trade) | - | - | (10,756) | (9,327) |
| Other receivables, net | 504 | 317 | 14,111 | 13,702 |
| Refundable deposits [(ii)] | 4,227 | 4,458 | 1,349 | 1,347 |
| Less: Allowance for impairment losses (Note 28(iii)) | (97) | - | - | - |
| Refundable deposits, net | 4,130 | 4,458 | 1,349 | 1,347 |
| Staff loans | 820 | 441 | - | - |
| Prepayments | 380 | 88 | 19 | 2 |
| Advances to suppliers | 7,859 | 4,797 | - | - |
| GST / VAT receivables | 264 | 3,001 | 8 | 9 |
| | 62,507 | 68,971 | 15,487 | 15,060 |

[(i)] Included in gross carrying amount of amount owing from a third party is a loan to a former subsidiary of the Group amounting to $617,000 (2018: $613,000) included in current assets (2018: non-current assets), with the following terms:

- Bears fixed interest at then Taiwan's base lending rate 2.616% per annum, payable at maturity.
- 3-years terms with a maturity date on 19 December 2020.
- guaranteed by an individual who is the director of the former subsidiary.

Full ECL allowance has been recognised during the year as that former subsidiary entered into bankruptcy proceedings and the Group does not expect to recover any balance from the proceedings or guarantor.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**9. TRADE AND OTHER RECEIVABLES (Continued)**

(ii) Included in the refundable deposits comprise mainly of the following:

Group and Company

- an amount of US$1,000,000, equivalent to approximately $1,349,000 (2018: US$1,000,000, equivalent to approximately $1,347,000) being paid as part-payment under a framework agreement entered into by the Group with a counterparty ("Vendor") with the intention to acquire 90% equity interest in a company in Vietnam ("intended acquisition") for a total purchase consideration of US$2,970,000 (equivalent to approximately $4,007,000) (2018: US$2,970,000, equivalent to approximately $4,051,000). This would allow the Group to carry out due diligence and valuation work before entering into a definitive Sale and Purchase Agreement with the vendor. Based on the due diligence and valuation work results, the Group has determined that the project is not viable due to a number of technical issues and unable to proceed with the intended acquisition. On 27 April 2020, the Group has come into an agreement with the vendor to repay the deposits over 66 monthly instalments commencing from June 2020.

Group

- an amount of RMB6,000,000, equivalent to approximately $1,159,000 (2018: RMB6,000,000, equivalent to approximately $1,191,000) being paid to a Director of the Company, Wang Zhi under a non-binding Letter of Intent dated 5 November 2018 in respect of a proposed investment in a Build-Operate-Transfer ("BOT") project in Hebei, China for a total consideration of RMB60,000,000, equivalent to approximately $11,588,000 (2018 RMB60,000,000 equivalent to approximately $11,909,000), as announced by the Company on the same date. The transaction is subject to the findings of the due diligence by the Group before entering into a legal binding agreement, which is on-going at the date of this report. The proposed investment is part of the Director's obligation to transfer the Group a BOT water treatment asset within 24 months upon the Company's share placement to him on 27 March 2018, which is further extended for 24 months from the initial deadline of 23 March 2020 to 23 March 2022, the details of which are in the Company's announcement dated 9 September 2019.

- in the previous financial year, an amount of approximately MYR879,000 equivalent to approximately $290,000 was paid as a deposit and part payment with a third party vendor for the purchase of an industrial land in Negeri Sembilan, Malaysia for approximately MYR3,943,000, equivalent to approximately $1,301,000, in accordance with a SPA entered into during the previous financial year. The remaining sum of MYR3,064,000, equivalent to approximately $1,011,000 are payable upon completion of the purchase, within from 4 months from 23 August 2018 (Note 25(iii)), which is financed by internal working capital. During the financial year, the acquisition of the industrial land has been completed, financed by term loan (Note 12) and the Group has obtained the land title which is pledged to the bank.

Trade receivables

Trade receivables are non-interest bearing with credit term of 30 to 90 days (2018: 30 to 90 days).

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Retention sum receivables arising from contract revenue | | |
| - to be recoverable within 1 year | - | 1 |

Subsidiaries (non-trade)

These are unsecured, interest-free and repayable on demand.

Staff loans

These are unsecured, interest-free and repayable on demand.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 10. CASH AND BANK BALANCES

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| Cash at bank and on hand | 21,523 | 23,341 | 2,944 | 9,554 |
| Fixed deposits [(i)] | 5,897 | 4,584 | 3,397 | 4,023 |
| Cash and bank balances as per statements of financial position | 27,420 | 27,925 | 6,341 | 13,577 |
| Less: Fixed deposits pledged | (2,236) | (50) | | |
| Less: Bank balances pledged | (2,747) | (3,564) | | |
| | (4,983) | (3,614) | | |
| Less: Fixed deposits with tenure more than 3 months | (114) | - | | |
| Less: Bank overdraft (Note 12) | (2,144) | (1,638) | | |
| Cash and cash equivalents as per consolidated statement of cash flows | 20,179 | 22,673 | | |

(i) Fixed deposits of the Group and the Company bear interest rates ranging from 0.05% to 5.02% and 0.60% to 1.45% (2018: 0.05% to 3.10% and 0.60% to 1.45%) per annum respectively and have a maturity period ranging from 1 to 7 months and 1 month (2018: 1 month and 1 month) respectively from the reporting date.

The movement in pledged fixed deposits and bank balances:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| At beginning of the financial year | 3,614 | 1,605 |
| Placement of pledged bank balances | 5,584 | 3,009 |
| Withdrawn of pledged fixed deposits and bank balances | (4,137) | (894) |
| Currency translation differences | (78) | (106) |
| At end of the financial year | 4,983 | 3,614 |

These amounts are pledged in connection with the credit facilities by way of performance, banker and tender guarantees granted by the banks.

As at 31 December 2019, the Group has bank balances placed with banks in PRC denominated in Chinese Renminbi ("RMB") amounting to $7,671,000 or RMB39,730,000 (2018: $6,976,000 or RMB35,581,000). The RMB is not freely convertible into foreign currencies. Under PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 11. TRADE AND OTHER PAYABLES

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| Trade payables: | | | | |
| - Third parties | 18,754 | 30,386 | - | - |
| Contract liabilities (Note 17(b)) | 27,378 | 14,354 | - | - |
| Other payables: | | | | |
| - Third parties | 3,324 | 462 | 309 | 52 |
| - Subsidiaries (non-trade) (i) | - | - | 227 | 1,407 |
| Amount owing to a director (ii) | 12 | - | - | - |
| Accruals | 2,951 | 2,105 | 856 | 522 |
| GST payables | 33 | 2 | - | - |
| Provision for unutilised leave | 140 | 134 | 19 | 4 |
| | 52,592 | 47,443 | 1,411 | 1,985 |

(i) Amount due to subsidiaries are unsecured, interest-free and repayable on demand.

(ii) Amount due to a director is unsecured, interest-free and repayable on demand.

## 12. BORROWINGS

| | | Current | Non-current | Total |
|---|---|---|---|---|
| **Group** | | $'000 | $'000 | $'000 |
| **2019** | | | | |
| Secured | Final maturity | | | |
| Bank overdraft (Note 10) | On demand | 2,144 | - | 2,144 |
| Term loan I (i) | 26 November 2032 | 5 | 90 | 95 |
| Term loan III (i) | 20 December 2030 | 51 | 31 | 82 |
| Term loan V (i) | 16 March 2022 | 251 | 259 | 510 |
| Term loan VII (i) | 30 April 2034 | 50 | 930 | 980 |
| Term loan VIII (i) | 7 August 2020 | 579 | - | 579 |
| Trust receipts (iii) | 2020 | 1,959 | - | 1,959 |
| Unsecured | | | | |
| Loans from directors of the Company: | | | | |
| - Mr. Wang Zhi (v) | 22 March 2022 | 4,000 | - | 4,000 |
| - Mr. Wang Zhi (vi) | 21 November 2020 | 1,349 | - | 1,349 |
| - Wang Yaoyu (vii) | 21 May 2020 | 218 | - | 218 |
| Loan from a related party (viii) | 5 September 2020 | 334 | - | 334 |
| | | 10,940 | 1,310 | 12,250 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**12. BORROWINGS (Continued)**

| | | Current | Non-current | Total |
|---|---|---|---|---|
| **Group** | | $'000 | $'000 | $'000 |
| **2018** | | | | |
| Secured | Final maturity | | | |
| Bank overdraft (Note 10) | On demand | 1,638 | - | 1,638 |
| Obligations under finance leases | 2019 | 39 | 78 | 117 |
| Term loan I (i) | 26 November 2032 | 5 | 98 | 103 |
| Term loan III (i) | 20 December 2030 | 62 | 70 | 132 |
| Term loan IV (ii) | 30 March 2019 | 992 | - | 992 |
| Term loan V (i) | 16 March 2022 | 272 | 485 | 757 |
| Term loan VI (i) | 1 November 2022 | 56 | 186 | 242 |
| Trust receipts (iii) | 2019 | 317 | - | 317 |
| Unsecured | | | | |
| Term loan II (iv) | 31 May 2019 | 357 | - | 357 |
| Loans from directors of the Company: | | | | |
| - Mr. Wang Zhi (v) | 22 March 2020 | 4,000 | - | 4,000 |
| - Mr. Wang Yaoyu (vii) | 21 May 2019 | 208 | - | 208 |
| Loan from a related party (viii) | 5 September 2019 | 338 | - | 338 |
| | | 8,284 | 917 | 9,201 |

| | | Current |
|---|---|---|
| **Company** | | $'000 |
| **2019** | | |
| Unsecured | Final maturity | |
| Loan from a director of the Company: | | |
| - Mr. Wang Zhi (v) | 22 March 2022 | 4,000 |
| - Mr. Wang Zhi (vi) | 21 November 2020 | 1,349 |
| | | 5,349 |
| **2018** | | |
| Unsecured | Final maturity | |
| Loan from a director of the Company: | | |
| - Mr. Wang Zhi (v) | 22 March 2020 | 4,000 |

(i) These term loans are secured by pledges over freehold lands, freehold buildings and leasehold lands and buildings of the Group (Note 3 and Note 4). In addition, the Company provided corporate guarantee for Term loan I, III and VII (2018: Term loan I and VI). Included in these loans is Term loan VII and VIII which are 15-year and 1-year term loans obtained by DWS and WHKD in the financial year to finance the acquisition of leasehold land and operation cash flows, which are payable in 180 monthly instalments and as at the maturity date respectively.

(ii) Term loan IV was obtained by WHKD in the financial year ended 31 December 2017. The repayment date was initially due in 27 March 2018 as at 31 December 2017 but it has been extended to 30 March 2019 in the previous financial year ended 31 December 2018. A related party, which is one of non-controlling interest of WHKD (Note 24) has provided guarantee for this loan. During the financial year, the loan has been fully repaid.

# NOTES TO THE
# FINANCIAL STATEMENTS

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**12. BORROWINGS (Continued)**

(iii) Trust receipts are drawn for a period ranging from 20 days to 90 days (2018: 45 days to 150 days) and bear effective interest rates ranging from 0.05% to 7.20% (2018: 0.15% to 5.12%) per annum. The trust receipts are secured by way of corporate guarantee from the Company, the fixed deposits of the Group, certain freehold lands and buildings of the Group (Note 3, Note 4 and Note 10).

(iv) Term loan II is a term loan obtained by WHKD for working capital purposes. The term loan has been fully repaid during the financial year.

(v) Loan from an individual, Mr. Wang Zhi, amounting to $4,000,000 ("the Loan"), is granted as part of the conditions precedent to the placement of placement of 27,680,000 new shares by the Company to Mr. Wang ("WZ Placement"), which has been completed on 23 March 2018 and Mr. Wang has been appointed as director of the Company on 3 April 2018. The Loan was for working capital of the WHKD.

The Loan shall be repayable within 24 months from the completion date of WZ Placement (i.e. March 2020) or upon completion of the transfer of a water treatment asset or concession by him to the Group, whichever is earlier, and shall be subject to an interest of 5% (2018: 5%) per annum, to be paid quarterly in arrears. The Loan has been fully repaid subsequent to the financial year end.

(vi) Loan from a director, Mr. Wang Zhi, amounting to US$1,000,000 ("the Loan"), equivalent to approximately $1,349,000 is granted for the purpose of funding the costs and expenses incurred in relation to the acquisition of an effective interest of not less than 60% of PT Jabar Bersih Lestari through the acquisition of PT Panghegar Energy Indonesia from Emsus Co., Ltd. ("the Proposed Transaction"), which was completed on 12 December 2019 (Note 6(b)).

The Loan shall be subject to an interest of 5% per annum and to be repaid on 21 November 2020.

(vii) This amount is unsecured and bears interest at 8% (2018: 8%) per annum. Full repayment has been made as of date of these financial statements.

(viii) This amount is due to WHLK (Note 24), unsecured and bears interest at 4.35% (2018:4.35%) per annum. The repayment date has been extended for a year to 5 September 2020.

Bank overdraft (Floating rate)

The bank overdrafts are secured by freehold land and building of a subsidiary and by corporate guarantee from the Company and bears an effective interest rate of 7.70% to 8.14% (2018: 7.95% to 8.35%) per annum.

Term loans

The term loans bear the interest rates as follows:

| | Interest rate (per annum) | Group | |
|---|---|---|---|
| | | 2019 | 2018 |
| Term loan I | Bank Lending Rate - 2.1% | 4.62% | 4.87% |
| Term loan II | Fixed rate | - | 6.09% |
| Term loan III | Bank Lending Rate - 2.0% | 4.70% | 4.85% |
| Term loan IV | Fixed rate | - | 6.09% |
| Term loan V | Loan Prime Rate x 1.25 | 5.94% | 5.94% |
| Term loan VI | Fixed rate | - | 6.25% |
| Term loan VII | Bank Lending Rate - 2.3% | 4.40% | - |
| Term loan VIII | Fixed rate | 6.09% | - |

(Amounts in thousands of Singapore dollars ("$'000"))

**12. BORROWINGS (Continued)**

Reconciliation of liabilities arising from financing activities

| | | | | | Non-cash changes | | |
|---|---|---|---|---|---|---|---|
| **Group** | As at 31 December 2018 | Application of SFRS(I) 16 | As at 1 January 2019 | Financing cash flows [i] | New leases | Currency translation difference | As at 31 December 2019 |
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| Borrowings | 7,446 * | - | 7,446 | 2,713 | - | (53) | 10,106 |
| Lease liabilities (Note 13) | 117 | 502 | 619 | (319) | 268 | (3) | 565 |
| | 7,563 | 502 | 8,065 | 2,394 | 268 | (56) | 10,671 |

| | | | | Non-cash changes | |
|---|---|---|---|---|---|
| **Group** | As at 1 Jan 2018 | Additions | Financing cash flows [i] | Foreign exchange movement | As at 31 Dec 2018 |
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| Borrowings – Loans and trust receipts | 8,225 * | - | (704) | (75) | 7,446* |
| Obligations under finance leases | 64 | 97 | (43) | (1) | 117 |
| | 8,289 | 97 | (747) | (76) | 7,563 |

(i) The cash flows show the net amount of proceeds from borrowings and repayments of borrowings presented in the consolidated statement of cash flows.

* Amount excludes bank overdraft as it is part of cash and cash equivalents (Note 10).

Obligations under finance leases under SFRS(I) 1-17 as at 31 December 2018

These obligations are secured by a charge over the leased assets (Note 3). The average discount rate implicit in the leases is at 3.49% per annum.

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**12. BORROWINGS (Continued)**

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

| **Group** | Minimum lease payments | Present value of payments |
|---|---|---|
| **2018** | $'000 | $'000 |
| Current portion: | | |
| - Not later than 1 year | 45 | 39 |
| Non-current portion: | | |
| - Later than 1 year and not later than 5 years | 86 | 78 |
| | 131 | 117 |
| Less: Amounts representing finance charges | (14) | - |
| | 117 | 117 |

**13. LEASE LIABILITIES**

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Current liabilities | 323 | - |
| Non-current liabilities | 242 | - |
| | 565 | - |

The total cash outflows for the year for all lease contracts amounted to $582,000, which includes leases expenses not included in lease liabilities, as disclosed in Note 21.

**14. DERIVATIVE FINANCIAL INSTRUMENT**

| | Group | |
|---|---|---|
| | Contract notional amount | Fair value liability |
| | $'000 | $'000 |
| **2019** | | |
| *Non-hedging instruments* | | |
| Currency forwards | 385 | 3 |

Derivatives financial instruments comprise of the United States dollars / Singapore dollars currency used to manage the exposure from highly probable forecast transactions expected to occur at various dates within 6 months from the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 15. SHARE CAPITAL

| | Group and Company | | | |
|---|---|---|---|---|
| | 2019 | | 2018 | |
| | Number of ordinary shares | $'000 | Number of ordinary shares | $'000 |
| **Issued and fully paid ordinary shares** | | | | |
| At beginning of the financial year | 93,831,492 | 76,766 | 57,326,601 | 54,274 |
| Placement of ordinary shares (i) | - | - | 32,680,000 | 20,992 |
| Issued for acquisition of a subsidiary (ii) | - | - | 3,824,891 | 1,760 |
| Shares issue expenses | - | - | - | (260) |
| At end of the financial year | 93,831,492 | 76,766 | 93,831,492 | 76,766 |

(i) 2018
On 8 February 2018, 21 March 2018 and 23 March 2018, the Company issued a total of 3,500,000, 1,500,000 and 27,680,000 placement shares at an issue price of $0.60, $0.60 and $0.65 for each placement share respectively. Out of the total amount of $20,992,000, $4,844,000 was collected in the financial year ended 31 December 2017, which was classified as placement monies received in advance and the remaining $16,148,000 was fully received in the previous financial year ended 31 December 2018.

(ii) On 21 March 2018, the Company issued 3,824,891 shares at a fair value issue price of $0.46 for the acquisition of additional 12% equity interest in Wuhan Kaidi Water Services Co., Ltd. (Note 6(c)).

The newly issued shares rank pari passu in all respects with previously issued shares. The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

Share option

On 6 November 2014, the shareholders of the Company have approved the proposed Darco Performance Share Plan ("Share Plan") as part of a remuneration and compensation plan for attracting as well as retaining executive personnel and Directors.

Directors of the Company and its subsidiaries (including Non-Executive Directors) and Directors and employees of an associated company where the Company has control over the associated company are eligible in the Share Plan. The number of shares available under the said Share Plan will be subject to the maximum limit of 15% of the Company's total issued shares.

As at the date of this report, no shares have been granted under the Share Plan.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**16(a). OTHER RESERVES**

| Group | Capital reserve ** | Foreign currency translation reserve ** | Statutory reserve * | Total |
|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 |
| **2019** | | | | |
| At beginning of the financial year | 603 | (4,348) | 484 | (3,261) |
| Disposal of shares from non-controlling interests without a change in control (Note 6(f)) | 237 | - | - | 237 |
| Net exchange differences on translation of financial statements of foreign subsidiaries | - | (442) | - | (442) |
| Non-controlling interests | - | 71 | - | 71 |
| At end of the financial year | 840 | (4,719) | 484 | (3,395) |
| **2018** | | | | |
| At beginning of the financial year | - | (3,688) | 376 | (3,312) |
| Acquisition of shares from non-controlling interests without a change in control (Note 6(c)) | 603 | - | - | 603 |
| Net exchange differences on translation of financial statements of foreign subsidiaries | - | (812) | - | (812) |
| Non-controlling interests | - | 152 | - | 152 |
| Allocation to statutory reserve | - | - | 108 | 108 |
| At end of the financial year | 603 | (4,348) | 484 | (3,261) |

* In accordance with the Foreign Enterprise Law of The People's Republic of China ("PRC"), the subsidiary, being part of a foreign-owned enterprise is required to make contributions to a statutory reserve fund. At least 10 per cent of the statutory after-tax profits as determined in accordance with the applicable PRC accounting standards and regulations is required to be allocated to the statutory reserve fund. If the cumulative total of the statutory reserve fund reaches 50% of the subsidiary's registered capital, the enterprise will not be required to make any additional contribution.

The statutory reserve fund may be used to offset accumulated losses or increase the registered capital of the subsidiary, subject to approval from the relevant PRC authorities and is not available for dividend distribution to the shareholders. The PRC enterprise is prohibited from distributing dividends unless the losses (if any) of previous years have been made up.

** No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

(Amounts in thousands of Singapore dollars ("$'000"))

**16(b). ACCUMULATED LOSSES**

| | Company | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| At beginning of the financial year | (39,469) | (38,358) |
| Loss for the financial year | (2,490) | (1,111) |
| At end of the financial year | (41,959) | (39,469) |

**17. REVENUE**

(a) Disaggregation of revenue

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major type of goods and services and geographical location based on location of customers.

| | Group | | | |
|---|---|---|---|---|
| | Contract revenue | Rendering of services | Sale of goods | Total |
| | $'000 | $'000 | $'000 | $'000 |
| **2019** | | | | |
| **Geographical markets** | | | | |
| PRC | 29,998 | - | - | 29,998 |
| Malaysia | 9,123 | 7,154 | 12,048 | 28,325 |
| Singapore | 14,246 | 322 | 482 | 15,050 |
| Taiwan | - | 742 | - | 742 |
| Vietnam | - | 128 | 225 | 353 |
| Others | 333 | - | - | 333 |
| | 53,700 | 8,346 | 12,755 | 74,801 |
| **Timing of revenue recognition** | | | | |
| At a point of time | - | 5,247 | 12,755 | 18,002 |
| Over time | 53,700 | 3,099 | - | 56,799 |
| | 53,700 | 8,346 | 12,755 | 74,801 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**17. REVENUE (Continued)**

(a) Disaggregation of revenue (Continued)

| | Group | | | |
|---|---|---|---|---|
| | Contract revenue | Rendering of services | Sale of goods | Total |
| | $'000 | $'000 | $'000 | $'000 |
| **2018** | | | | |
| **Geographical markets** | | | | |
| PRC | 43,998 | - | - | 43,998 |
| Malaysia | 11,179 | 7,340 | 10,865 | 29,384 |
| Singapore | 6,851 | 326 | 688 | 7,865 |
| Taiwan | - | 718 | - | 718 |
| Others | 1,695 | - | 172 | 1,867 |
| | 63,723 | 8,384 | 11,725 | 83,832 |
| **Timing of revenue recognition** | | | | |
| At a point of time | - | 5,418 | 11,725 | 17,143 |
| Over time | 63,723 | 2,966 | - | 66,689 |
| | 63,723 | 8,384 | 11,725 | 83,832 |
| Reportable segment (Note 27) | EE Systems | WM Services | Trading | |

(b) Contract balances

Contract with customers give rise to the following balances as at the reporting date:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Trade receivables (Note 9) | 32,229 | 19,191 |
| Contract assets (Note 9) | 16,321 | 36,678 |
| Contract liabilities (Note 11) | (27,378) | (14,354) |

(Amounts in thousands of Singapore dollars ("$'000"))

**17. REVENUE (Continued)**

(b) Contract balances (Continued)

The timing of revenue recognition, billings and cash collections results in billed accounts receivable (included in trade receivables), unbilled receivables (contract assets), and contract liabilities.

Contract assets relate to the Group's right to consideration for work completed but yet to be billed at reporting date on contract revenue, which will be transferred to trade receivables when the rights become unconditional upon invoicing. Invoicing is in accordance with milestones payments set out in the contract, normally first 10% to 20% (2018: 10% to 20%) of contract sum is payable by customers within 14 to 30 days (2018: 14 to 30 days) of signing of contracts and furnishing performance bond if required. Normally the last payment is billable upon final acceptance, or within 12 months from final acceptance. The payments terms for contract revenue in Singapore is normally based on payment claims certified on a monthly basis.

Contract liabilities relating to contract revenue represents the excess of milestone payments over the revenue recognised to date and advances received from customers.

These assets and liabilities are reported as contract assets or liabilities on a contract by contract basis at the end of each reporting period.

Significant changes in the contract assets and liabilities balances during the year are:

| | Contract assets | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Amount included in contract asset balances at beginning of the year reclassified to trade receivables | 28,820 | 13,383 |

| | Contract liabilities | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Revenue recognised in current year that was included in the contract liabilities balances at beginning of the year | 11,308 | 9,925 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**17. REVENUE (Continued)**

(c) Performance obligations

As at reporting date, the transaction price allocated to remaining performance obligations in contracts that are unsatisfied which is expected to be recognised as revenue for the future periods are as follows:

| | Group | | |
|---|---|---|---|
| | Within 1 year<br>$'000 | Within 2 to 5 years<br>$'000 | Total<br>$'000 |
| Revenue expected to be recognised on unsatisfied performance obligations of this contract as of 31 December 2019 | 57,255 | 14,429 | 71,684 |
| Revenue expected to be recognised on unsatisfied performance obligations of this contract as of 31 December 2018 | 47,031 | 27,220 | 74,251 |

**18. OTHER INCOME**

| | Group | |
|---|---|---|
| | 2019<br>$'000 | 2018<br>$'000 |
| Gain on disposal of property, plant and equipment | 8 | 3 |
| Gain on foreign exchange, net | 8 | 35 |
| Government grants | 248 | 389 |
| Interest income | 151 | 90 |
| Reversal of payables | - | 128 |
| Miscellaneous income | 36 | 34 |
| | 451 | 679 |

**19. FINANCE COSTS**

| | Group | |
|---|---|---|
| | 2019<br>$'000 | 2018<br>$'000 |
| Interest expenses on: | | |
| - amount owing to a related party (Note 24) | 15 | 22 |
| - amount due to directors of the Company (Note 24) | 219 | 230 |
| - borrowings | 256 | 252 |
| - lease liabilities (2018: finance lease obligations) | 25 | 4 |
| - trust receipts | 24 | 77 |
| - other payables | 11 | - |
| | 550 | 585 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 20. PERSONNEL EXPENSES

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Directors of the Company: | | |
| - Directors' fees | 113 | 138 |
| - Directors' remuneration and related costs | 280 | 489 |
| - Defined contributions plan expenses | 28 | 43 |
| Directors of the subsidiaries: | | |
| - Directors' fees | 179 | 206 |
| - Directors' remuneration and related costs | 618 | 404 |
| - Defined contributions plan expenses | 41 | 26 |
| Other key management personnel (non-directors): | | |
| - Salaries and related costs | 362 | 85 |
| - Defined contributions plan expenses | 35 | 14 |
| Total key management personnel remuneration | 1,656 | 1,405 |
| **Other personnel:** | | |
| - Salaries and related costs | 9,117 | 8,853 |
| - Defined contributions plan expenses | 656 | 1,035 |
| | 9,773 | 9,888 |
| | 11,429 | 11,293 |
| **Total personnel expenses comprise:** | | |
| - Salaries and related costs | 10,669 | 10,175 |
| - Defined contributions plan expenses | 760 | 1,118 |
| | 11,429 | 11,293 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 20. PERSONNEL EXPENSES(Continued)

Total key management personnel remuneration included as above include:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Short-term employee benefits | 1,552 | 1,322 |
| Defined contributions plan expenses | 104 | 83 |
| | 1,656 | 1,405 |

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company and respective subsidiaries, including all directors of the Company and respective subsidiaries.

## 21. LOSS BEFORE INCOME TAX

This is determined after charging / (crediting) the following:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Amortisation of intangible assets (Note 5) | 1,669 | 1,752 |
| Auditors' remuneration paid / payable to: | | |
| - auditor of the Company | 168 | 192 |
| - other auditors | 133 | 175 |
| Direct material costs included in cost of sales | 36,132 | 39,562 |
| Sub-contractor costs | 3,890 | 3,989 |
| Depreciation of property, plant and equipment (Note 3) | 650 | 754 |
| Depreciation of right-of-use assets (Note 4) | 320 | - |
| Fair value loss on derivatives | 3 | - |
| Inventories written off | 78 | 148 |
| Legal and other professional fees | 591 | 1,072 |
| Leases expenses not included in lease liabilities – short term leases (2018: operating lease expenses) | 237 | 556 |
| Personnel expenses (Note 20) | 11,429 | 11,293 |
| Property, plant and equipment written off | 6 | 6 |
| Gain on disposal of property, plant and equipment | (6) | (3) |
| Loss on foreign exchange, net | 269 | 260 |
| Impairment loss on financial asset, net (Note 28(iii)) | 3,771 | 506 |
| Impairment loss on intangible assets (Note 5) | 2,920 | - |
| Research and development fees | 1,392 | 1,409 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 22. INCOME TAX (CREDIT) / EXPENSE

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

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Current tax | | |
| - Current year | 322 | 458 |
| - Under / (Over) provision in the previous financial years | 88 | (38) |
| | 410 | 420 |
| Deferred tax (Note 7) | | |
| - Current year | (871) | (244) |
| - Under / (Over) provision in the previous financial years | 44 | (84) |
| | (827) | (328) |
| Income tax (credit) / expense | (417) | 92 |

The reconciliation of income tax (credit) / expense and the product of accounting loss multiplied by the applicable rate is as follows:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Accounting loss | (11,898) | (1,718) |
| Tax at the applicable tax rate of 17% (2018: 17%) | (2,023) | (292) |
| Tax effects of: | | |
| - different tax rates in other countries | (20) | (46) |
| - tax incentives | (203) | (170) |
| - expenses not deductible for tax purposes | 260 | 336 |
| - income not subject to tax | (120) | (96) |
| - deferred tax asset not recognised | 1,611 | 495 |
| - utilisation of previously unrecognised tax losses | (54) | (13) |
| - under / (over) provision of current tax in the previous financial years | 88 | (38) |
| - under / (over) provision of deferred tax in the previous financial years | 44 | (84) |
| Income tax (credit) / expense | (417) | 92 |

<u>The Company and Singapore subsidiaries</u>
The Company and Singapore subsidiaries are subject to an applicable tax rate of 17% (2018: 17%). The Company and certain subsidiaries are in a tax loss position for both the financial years ended 31 December 2019 and 2018 and hence they are not subject to tax in the respective years.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 22. INCOME TAX (CREDIT) / EXPENSE (Continued)

Wuhan Kaidi Water Services Co., Ltd.
In accordance with the Income Tax Law of The People's Republic of China ("PRC") for New and High Technology Enterprise and various documents issued by the Tax Bureau of the PRC, the subsidiary, being awarded the "High Technology Enterprise" status, enjoys a concessionary tax rate of 15%, from year 2017 to 2020 as compared to the statutory tax rate for PRC companies of 25%.

Malaysia subsidiaries
Malaysia subsidiaries are subject to an applicable tax rate of 24% (2018: 24%). Certain subsidiaries are in a tax loss position for both the financial years ended 31 December 2019 and 2018 and hence they are not subject to tax in the respective years.

Taiwan subsidiary
Taiwan subsidiary are subject to an applicable tax rate of 20% (2018: 17%).

Shanghai Darco Engineering Co., Ltd. (PRC)
This subsidiary is subject to an applicable tax rate of 25% (2018: 25%). It is in a tax loss position for both the financial years ended 31 December 2019 and 2018 and hence it is not subject to tax.

Darco Environmental (Philippines) Inc.
This subsidiary is subject to an applicable tax rate of 30% (2018: 30%). It is in a tax loss position for the financial years ended 31 December 2019 and 2018 and hence it is not subject to tax.

## 23. LOSS PER SHARE

Basic loss per share is calculated by dividing the net loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year. The calculation of loss per share is based on the following:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| Net loss attributable to equity holders of the Company ($'000) | (8,829) | (1,441) |
| Weighted average number of ordinary shares outstanding for basic earnings per share | 93,831,492 | 86,071,899 |
| Basic and diluted loss per share (cents) | (9.41) | (1.67) |

Diluted loss per share is the same as the basic loss per share as there were no share options, warrants or other compound financial instruments with dilutive effect were granted during the financial year or outstanding at the end of the financial year.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 24. RELATED PARTY TRANSACTIONS

Some of the arrangements with related parties (as defined in Note 2) and the effects of these bases determined between the parties are reflected elsewhere in this report. Transactions between the Company and its subsidiaries, which are related companies of the Company, have been eliminated on consolidation and are disclosed in this note.

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| Interest paid to a related party [(i)] | 15 | 22 | - | - |
| Interest paid to directors of the Company | | | | |
| - Mr. Wang Yaoyu [(i)] | 19 | 20 | - | - |
| - Mr. Wang Zhi [(ii)] | 200 | 210 | 200 | 210 |

[(i)] Wuhan Liankai Investment Co., Ltd. ("WHLK") is considered a related party to the Group as it owns 14.27% (2018: 14.27%) of the Company's shares as at 31 December 2019. The director / controlling shareholder of WHLK is Mr Wang Yaoyu, who is also a director of the Company. WHLK remains as the non-controlling interest of WHKD, which is a 72% (2018: 72%) owned subsidiary acquired by the Group in financial year 2016 from vendors including WHLK.

Included in borrowings of the Group (Note 12) as at 31 December 2019 and 2018 were amounts owing by WHKD to WHLK and amounts due to a director of the Company. In addition, WHLK also provides guarantees, at no charges, for the bank loans of WHKD which has been fully paid during the financial year, as disclosed in Note 12.

[(ii)] Included in borrowings (Note 12) as at 31 December 2019 was an amount owing to Mr. Wang Zhi, who is a director of the Company.

## 25. CONTINGENCIES AND COMMITMENTS

### (i) Contingent liabilities

The Group has provided the following guarantees as at 31 December:

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| Corporate guarantees provided to banks and financial institutions for credit facilities granted to subsidiaries (Note 28(ii)) – amount utilised | - | - | 5,258 | 2,242 |

The Company has assessed that those subsidiaries have strong financial capacity to meet the contractual cash flows obligation by the repayment due dates and hence, does not expect significant credit losses arising from these guarantees. As a result, the financial effects of SFRS(I) 9 relating to financial guarantee contracts issued by the Company are not material to the financial statements of the Company and therefore are not recognised as a liability as at 31 December 2019.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

## 25. CONTINGENCIES AND COMMITMENTS(Continued)

### (i) Contingent liabilities (Continued)

The Company has also given undertakings to continue to provide financial support to certain subsidiaries as and when required to allow them to meet their obligations.

### (ii) Non-cancellable operating lease commitments as at 31 December 2018 (SFRS(I) 1-17)

The Group leases lands, staff hostels, factories, warehouses and offices from non-related parties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights. Lease terms do not contain restrictions on the Group's activities concerning dividends, additional debts or further leasing.

The future minimum lease payables under non-cancellable operating leases contracted for at the reporting date but not recognised as liabilities, are as follows:

| | Group |
|---|---|
| | 2018 |
| | $'000 |
| Future minimum lease payments | |
| - Not later than 1 year | 222 |
| - Later than 1 year and not later than 5 years | 84 |
| | 306 |

### (iii) Capital commitments

Capital expenditure contracted for as at 31 December 2019 but not recognised in the financial statements is as follows:

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| In respect of property, plant and equipment: | | |
| - construction of leasehold building (2018: purchase of an industrial land) (Note 9(ii)) | 1,186 | 1,011 |

## 26. INTERESTS IN A JOINT OPERATION

The Group has a 33.33% ownership interest in a joint operation, Darco Q2 Fitama Consortium, with Q2 A/S and PT. Fitama Putri Mandiri for the execution and completion of work and remedy defects therein in full compliance with the provision of the works contract. The work is related to landfill gas recovery and conversion at Jari Barang Landfill, Semarang, Central Java, Indonesia.

The Group's share of the revenue contribution and net profit from the joint operation amounting to $226,000 and $43,000 (2018: $851,000 and $170,000) respectively. As at 31 December 2019, included in the consolidated statement of financial position is trade and other receivables and cash and cash equivalents of the joint operation totalling to $498,000 (2018: $540,000).

(Amounts in thousands of Singapore dollars ("$'000"))

## 27. SEGMENT INFORMATION

For management purposes, the Group has three operating and reportable segments – Engineered Environmental Systems ("EE Systems"), Water Management Services ("WM Services") and Trading. The principal activities of the Group's operating segments are summarised as follows:

(i) EE Systems – Construction contract on designs, fabricates, assembles, installs and commission engineered water systems for industrial application;
(ii) WM Services – Services and maintains water and wastewater treatment plants; and
(iii) Trading – Trades and supplies of goods comprising chemicals, electrical controls and related instruments used in water treatment systems.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated by the Chief Executive Officer (the chief operating decision maker) based on gross profit or loss of the respective segment. Segment assets and liabilities reported to the CEO represent total assets and liabilities of the reportable segment excluding the corporate functions and any unallocated amount recorded in subsidiaries with multiple segment businesses and subsidiaries that have yet to commence operations.

**Business segments**

The information for the reportable segments for the financial years ended 31 December 2019 and 2018 is as follows:

| **2019** | EE Systems | WM Services | Trading | Eliminations | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| Revenue | | | | | |
| Sales to external customers | 53,700 | 8,346 | 12,755 | - | 74,801 |
| Inter-segment sales | - | - | 608 | (608) | - |
| Total | 53,700 | 8,346 | 13,363 | (608) | 74,801 |
| **Segment profit** | 5,179 | 2,148 | 2,672 | - | 9,999 |
| Other information: | | | | | |
| Additions to property, plant and equipment | 7 | 9 | 55 | - | 71 |
| Impairment loss on financial assets, net | 2,734 | 731 | 351 | - | 3,816 |
| Impairment loss on intangible assets | 2,920 | - | - | - | 2,920 |
| Amortisation of intangible assets | 1,669 | - | - | - | 1,669 |
| Depreciation of property, plant and equipment | 375 | 49 | 60 | - | 484 |
| Depreciation of right-of-use assets | 7 | - | 30 | - | 37 |
| Finance costs | 249 | 50 | 48 | - | 347 |
| Interest income | 48 | 12 | 18 | - | 78 |
| Loss / (Gain) on disposal of property, plant and equipment | 1 | (8) | - | - | (7) |
| Legal and other professional fees | 72 | 7 | 34 | - | 113 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**27. SEGMENT INFORMATION (Continued)**

**Business segments (Continued)**

| **2019** | EE Systems | WM Services | Trading | Eliminations | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Assets** | | | | | |
| Segment assets | 78,254 | 5,213 | 8,639 | - | 92,106 |
| **Liabilities** | | | | | |
| Segment liabilities | 52,063 | 1,436 | 1,377 | - | 54,876 |

| **2018** | EE Systems | WM Services | Trading | Eliminations | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| Revenue | | | | | |
| Sales to external customers | 63,723 | 8,384 | 11,725 | - | 83,832 |
| Inter-segment sales | 185 | - | 346 | (531) | - |
| Total | 63,908 | 8,384 | 12,071 | (531) | 83,832 |
| **Segment profit** | 6,754 | 3,703 | 4,380 | (879) | 13,958 |
| Other information: | | | | | |
| Additions to property, plant and equipment | 338 | 3 | 151 | - | 492 |
| Impairment loss on financial assets, net | 559 | (6) | (47) | - | 506 |
| Amortisation of intangible assets | 1,752 | - | - | - | 1,752 |
| Depreciation of property, plant and equipment | 189 | 55 | 72 | - | 316 |
| Finance costs | 496 | 38 | 31 | - | 565 |
| Interest income | 17 | 19 | 7 | - | 43 |
| Loss / (Gain) on disposal of property, plant and equipment | (1) | 5 | (1) | - | 3 |
| Legal and other professional fees | 122 | 154 | 21 | - | 297 |
| **Assets** | | | | | |
| Segment assets | 77,396 | 3,663 | 5,670 | - | 86,729 |
| **Liabilities** | | | | | |
| Segment liabilities | 45,483 | 2,168 | 2,652 | - | 50,303 |

(Amounts in thousands of Singapore dollars ("$'000"))

**27. SEGMENT INFORMATION (Continued)**

**Reconciliation**

**(i) Segment profits**

The following items are added to / (deducted from) segment profit to arrive at "loss before income tax" as presented in the consolidated statement of profit or loss and other comprehensive income:

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Segment profit from the reportable segments | 9,999 | 13,958 |
| Other income | 451 | 679 |
| Distribution expenses | (1,733) | (2,147) |
| Administrative expenses | (16,294) | (13,117) |
| Impairment loss on financial assets | (3,771) | (506) |
| Finance costs | (550) | (585) |
| Loss before income tax | (11,898) | (1,718) |

**(ii) Other material information**

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| <u>Additions to property, plant and equipment</u> | | |
| Segment total | 71 | 492 |
| Unallocated: | | |
| - Relates to general and corporate assets | 3,392 | 59 |
| | 3,463 | 551 |
| <u>Depreciation of property, plant and equipment</u> | | |
| Segment total | (484) | (316) |
| Unallocated: | | |
| - Relates to general and corporate assets | (166) | (438) |
| | (650) | (754) |
| <u>Depreciation of right-of-use assets</u> | | |
| Segment total | (37) | - |
| Unallocated: | | |
| - Relates to general and corporate assets | (283) | - |
| | (320) | - |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**27. SEGMENT INFORMATION (Continued)**

**Reconciliation (Continued)**

**(ii) Other material information (Continued)**

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Impairment loss on financial assets | | |
| Segment total | (3,816) | (506) |
| Unallocated: | | |
| - Relates to general and corporate assets | 45 | - |
| | (3,771) | (506) |
| Legal and other professional fees | | |
| Segment total | (113) | (297) |
| Unallocated: | | |
| - Arising from general and corporate activities | (478) | (775) |
| | (591) | (1,072) |
| Interest income | | |
| Segment total | 78 | 43 |
| Unallocated: | | |
| - Arising from general and corporate used bank balances | 73 | 47 |
| | 151 | 90 |
| Finance costs | | |
| Segment total | (347) | (565) |
| Unallocated: | | |
| - Relating to borrowings for general working capital purpose and lease liabilities for general and corporate assets | (203) | (20) |
| | (550) | (585) |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**27. SEGMENT INFORMATION (Continued)**

**Reconciliation (Continued)**

**(iii) Segment assets**

Segment assets are reconciled to total assets as follows:

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Segment assets for reportable segments | 92,106 | 86,729 |
| Unallocated assets: | | |
| - Deferred tax assets | - | 114 |
| - Property, plant and equipment | 4,740 | 4,374 |
| - Right-of-use assets | 272 | - |
| - Other receivables | 3,544 | 5,442 |
| - Income tax recoverable | 14 | 46 |
| - Cash and bank balances | 8,171 | 15,122 |
| | 108,847 | 111,827 |

**(iv) Segment liabilities**

Segment liabilities are reconciled to total liabilities as follows:

| | 2019<br>$'000 | 2018<br>$'000 |
|---|---|---|
| Segment liabilities for reportable segments | 54,876 | 50,303 |
| Unallocated liabilities: | | |
| - Deferred tax liabilities | - | 44 |
| - Income tax payable | - | 1 |
| - Other payables | 4,145 | 2,742 |
| - Lease liabilities | 281 | - |
| - Borrowings | 6,400 | 4,585 |
| | 65,702 | 57,675 |

**Geographical segments**

The Group's three operating segments operate in six main geographical areas:

(i) Taiwan – the operations in this area are principally the design, fabrication and installation of water and waste water pollution control engineering, air pollution control engineering ("EE Systems"), solid waste disposal treatment and incineration, noise and vibration prevention engineering, soil pollution control engineering and environmental monitoring system ("WM Services").

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**27. SEGMENT INFORMATION (Continued)**

**Geographical segments (Continued)**

(ii) Malaysia – the operations in this area are principally the designing, installing, setting up and maintaining of industrial waste treatment plant ultra-pure system ("EE Systems"), testing of waste water and processed water, rendering of other related waste treatment plant services ("WM Services") and trading in industrial water treatment, spare parts and chemicals ("Trading").

(iii) PRC – the operations in this area are principally the supply of potable water, design, fabrication, installation and commissioning of environmental engineering system and providing consultancy services in relation to such business as well as designing, installing, setting up and maintaining of industrial waste treatment plant ultra-pure system ("EE Systems").

(iv) Singapore – the Company is headquartered and has operations in Singapore. The operations in this area are principally investment holding, design and fabrication of water treatment systems ("EE Systems"), and providing consultancy services in relation to such business ("WM Services") and trading in industrial water treatment spare parts and chemicals ("Trading").

(v) Vietnam – the operations in this area are principally the designing, installing and commissioning of treatment systems for water purification ("EE Systems") as well as treatment of waste water and other waste discharge for industrial use ("WM Services") and supplying chemicals and components used in manufacturing and maintenance water treatment systems ("Trading").

(vi) Other countries – the operations in Philippines include the design, installation and commissioning of treatment systems for water purification, treatment of wastewater and other waste discharge for industrial use ("EE Systems"); and operations in Indonesia through acquisition of PEI group as disclosed in Note 6(b) is principally the provision of regional solid waste management and treatment infrastructure, which has yet to commence commercial operation.

Revenue and non-current assets information based on the geographical location of contracting customers (regardless of projects location for contract revenue) are as follows:

| | Revenue | | Non-current assets | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| PRC | 29,998 | 43,998 | 2,461 | 7,390 |
| Malaysia | 28,325 | 29,384 | 4,025 | 2,336 |
| Singapore | 15,050 | 7,865 | 1,259 | 1,022 |
| Taiwan | 742 | 718 | 52 | 93 |
| Vietnam | 353 | - | 472 | - |
| Other countries | 333 | 1,867 | 3,669 | 1 |
| | 74,801 | 83,832 | 11,938 | 10,842 |

Non-current assets presented above include property, plant and equipment, right-of-use assets and intangible assets based on the location of the assets.

**27. SEGMENT INFORMATION (Continued)**

**Geographical segments (Continued)**

Major customers

Revenue of approximately $9,081,000 (2018: $13,504,000), or 12% (2018:16%) of the Group's revenue in 2019, is derived from a listed power-producers group of companies based in the PRC, which is attributable to the "EE Systems" segment.

None of the customers in the "WM Services" and "Trading" segment contributed to more than 10% of the Group's total revenue.

**28. FINANCIAL INSTRUMENTS**

**Financial risk management objectives and policies**

The Group's activities expose it to market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

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

**(i) Market risk**

*(a) Foreign exchange risk*

The Group operates in Asia with dominant operations in Singapore, The People's Republic of China, Taiwan, Malaysia and Philippines. Entities in the Group regularly transact in currencies other than their respective functional currencies ("foreign currencies").

Foreign exchange risk arises for transactions that are mainly denominated in foreign currencies such as the United States dollars ("USD"), Malaysia ringgit ("MYR"), New Taiwan dollars ("NTD"), Chinese Renminbi ("RMB") and others.

In addition, the Group is exposed to currency translation risk on the net assets in foreign operations. Currency exposure to the net assets of the Group's foreign operations in The People's Republic of China, Malaysia and Taiwan is managed primarily through borrowings denominated in the relevant foreign currencies.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(i) Market risk (Continued)**

*(a) Foreign exchange risk (Continued)*

The Group's currency exposure based on the information provided to the key management is as follows:

| **Group**<br>**2019** | SGD | USD | MYR | NTD | RMB | Others * | Total |
|---|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Financial assets** | | | | | | | |
| Trade and other receivables | 6,089 | 1,620 | 8,429 | 115 | 36,128 | 1,623 | 54,004 |
| Cash and bank balances | 13,315 | 2,360 | 3,418 | 92 | 7,725 | 510 | 27,420 |
| Intragroup receivables | 23,416 | 1,737 | 2,478 | 1,347 | 2,064 | 572 | 31,614 |
| | 42,820 | 5,717 | 14,325 | 1,554 | 45,917 | 2,705 | 113,038 |
| **Financial liabilities** | | | | | | | |
| Trade and other payables | 3,101 | 583 | 3,395 | 378 | 14,859 | 2,725 | 25,041 |
| Borrowings | 4,517 | 2,215 | 3,741 | - | 1,641 | 136 | 12,250 |
| Lease liabilities | 258 | - | 307 | - | - | - | 565 |
| Intragroup payables | 23,416 | 1,737 | 2,478 | 1,347 | 2,064 | 572 | 31,614 |
| | 31,292 | 4,535 | 9,921 | 1,725 | 18,564 | 3,433 | 69,470 |
| Net financial assets / (liabilities) | 11,528 | 1,182 | 4,404 | (171) | 27,353 | (728) | 43,568 |
| Add: Currency forward contracts | - | 385 | - | - | - | - | 385 |
| Less: Net financial (assets) / liabilities denominated in the respective entities' functional currencies | (16,451) | - | (4,821) | 1,518 | (25,581) | 1,558 | (43,777) |
| Foreign currency exposure | (4,923) | 1,567 | (417) | 1,347 | 1,772 | 830 | 176 |

* Others are denominated in Euro, Pakistani Rupee, Indonesian rupiah, Vietnamese Dong, Philippines Peso and Danish Krone.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(i) Market risk (Continued)**

*(a) Foreign exchange risk (Continued)*

| **Group 2018** | SGD | USD | MYR | NTD | RMB | Others * | Total |
|---|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Financial assets** | | | | | | | |
| Trade and other receivables | 4,120 | 1,664 | 10,158 | 1,070 | 43,256 | 1,430 | 61,698 |
| Cash and bank balances | 17,595 | 1,193 | 1,470 | 39 | 7,064 | 564 | 27,925 |
| Intragroup receivables | 12,865 | 296 | 5,311 | 1,673 | 1,840 | 2 | 21,987 |
| | 34,580 | 3,153 | 16,939 | 2,782 | 52,160 | 1,996 | 111,610 |
| **Financial liabilities** | | | | | | | |
| Borrowings | 4,258 | 235 | 2,057 | - | 2,651 | - | 9,201 |
| Trade and other payables | 2,822 | 312 | 5,511 | 393 | 23,697 | 220 | 32,955 |
| Intragroup payables | 12,865 | 296 | 5,311 | 1,673 | 1,840 | 2 | 21,987 |
| | 19,945 | 843 | 12,879 | 2,066 | 28,188 | 222 | 64,143 |
| Net financial assets | 14,635 | 2,310 | 4,060 | 716 | 23,972 | 1,774 | 47,467 |
| Less: Net financial assets denominated in the respective entities' functional currencies | (14,707) | - | (4,128) | (716) | (23,780) | (224) | (43,555) |
| Foreign currency exposure | (72) | 2,310 | (68) | - | 192 | 1,550 | 3,912 |

* Others are denominated in Thailand baht, Euro, Australian dollars, Pakistani Rupee, Indonesian rupiah, Vietnamese Dong and Philippines Peso.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(i) Market risk (Continued)**

*(a) Foreign exchange risk (Continued)*

| **Company 2019** | SGD | USD | NTD | RMB | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Financial assets** | | | | | |
| Trade and other receivables | 11,608 | 2,505 | 1,347 | - | 15,460 |
| Cash and bank balances | 6,120 | 221 | - | - | 6,341 |
| | 17,728 | 2,726 | 1,347 | - | 21,801 |
| **Financial liabilities** | | | | | |
| Trade and other payables | 1,165 | 226 | - | 1 | 1,392 |
| Borrowings | 4,000 | 1,349 | - | - | 5,349 |
| | 5,165 | 1,575 | - | 1 | 6,741 |
| Net financial assets / (liabilities) | 12,563 | 1,151 | 1,347 | (1) | 15,060 |
| Less: Net financial assets denominated in the Company's functional currency | (12,563) | - | - | - | (12,563) |
| Foreign currency exposure | - | 1,151 | 1,347 | (1) | 2,497 |

| **Company 2018** | SGD | USD | NTD | RMB | Total |
|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Financial assets** | | | | | |
| Trade and other receivables | 11,341 | 2,370 | 1,338 | - | 15,049 |
| Cash and bank balances | 13,300 | 269 | - | 8 | 13,577 |
| | 24,641 | 2,639 | 1,338 | 8 | 28,626 |
| **Financial liabilities** | | | | | |
| Trade and other payables | 575 | 1,406 | - | - | 1,981 |
| Borrowings | 4,000 | - | - | - | 4,000 |
| | 4,575 | 1,406 | - | - | 5,981 |
| Net financial assets | 20,066 | 1,233 | 1,338 | 8 | 22,645 |
| Less: Net financial assets denominated in the Company's functional currency | (20,066) | - | - | - | (20,066) |
| Foreign currency exposure | - | 1,233 | 1,338 | 8 | 2,579 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(i) Market risk (Continued)**

*(a) Foreign exchange risk (Continued)*

Foreign exchange risk sensitivity

The following table details the sensitivity to a 5% (2018: 5%) increase and decrease in the functional currencies against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% (2018: 5%) change in foreign currency rates.

If the foreign currencies strengthen by 5% (2018: 5%) against the relevant functional currencies, with all other variables held constant, the Group's and the Company's loss for the financial year will increase / (decrease) by:

| | SGD | USD | MYR | NTD | RMB | Others* |
|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **2019** | | | | | | |
| **Group** | | | | | | |
| Loss for the financial year | 204 | (65) | 17 | (56) | (74) | (34) |
| **Company** | | | | | | |
| Loss for the financial year | - | (48) | - | (56) | ** | - |
| **2018** | | | | | | |
| **Group** | | | | | | |
| Loss for the financial year | 3 | (96) | 3 | - | (8) | (64) |
| **Company** | | | | | | |
| Loss for the financial year | - | (51) | - | (56) | ** | - |

* Others are denominated in Thailand baht, Euro, Australian dollars, Pakistani Rupee, Indonesian rupiah, Vietnamese Dong, Philippines Peso and Danish Krone.
** Amount less than $1,000.

A 5% (2018: 5%) weakening of foreign currencies against the respective functional currencies at the reporting date would have had the equal opposite effect on the above currencies to the amount shown above, on the basis that all other variables held constant.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(i) Market risk (Continued)**

*(b) Interest rate risk*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's exposure to cash flow interest rate risks arises mainly from non-current variable-rate borrowings.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments, as reported to the Management, is as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | Carrying amount | | Carrying amount | |
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| **Fixed rate instruments** | | | | |
| Financial assets | | | | |
| - Other receivables (Note 9) | * | 613 | - | - |
| - Fixed deposits (Note 10) | 5,897 | 4,584 | 3,397 | 4,023 |
| Financial liabilities | | | | |
| - Borrowings (Note 12) | (8,439) | (5,579) | (5,349) | (4,000) |
| - Lease liabilities (Note 13) | (565) | - | - | - |
| | (3,107) | (382) | (1,952) | 23 |
| **Variable rate instruments** | | | | |
| Financial liabilities | | | | |
| - Borrowings (Note 12) | (3,811) | (3,622) | - | - |

* Amount less than $1,000.

<u>Fair value sensitivity analysis for fixed rate instruments</u>

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, in respect of the fixed rate instruments, a change in interest rates at the reporting date would not affect profit or loss.

(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(i) Market risk (Continued)**

*(b) Interest rate risk (Continued)*

Sensitivity analysis for variable rate instruments

If the interest rates had been 50 basis point higher and all other variables held constant, the Group's and the Company's loss for the financial year will increase by:

| | Group | | Company | |
|---|---|---|---|---|
| | 2019<br>$'000 | 2018<br>$'000 | 2019<br>$'000 | 2018<br>$'000 |
| Loss for the financial year | 16 | 15 | - | - |

**(ii) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions at a short notice. At the end of the reporting period, assets held by the Group and the Company for managing liquidity risk included cash and bank balances as disclosed in Note 10.

Management monitors rolling forecasts of the Group's and the Company's liquidity reserve comprises borrowings (Note 12) and cash and bank balances (Note 10) on the basis of expected cash flow. This is generally carried out at local level in the operating companies of the Group in accordance with practice and limits set by the Group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these; monitoring liquidity ratios and maintaining debt financing plans.

The table below analyses the Group's and the Company's non-derivative financial liabilities into relevant maturity groupings based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group and the Company can be required to pay and includes both interest and principal cash flows.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(ii) Liquidity risk (Continued)**

| **Group** | Weighted average effective interest rate | On demand or not later than 1 year | Later than 1 year and not later than 5 years | Later than 5 years | Total |
|---|---|---|---|---|---|
| **2019** | % | $'000 | $'000 | $'000 | $'000 |
| Trade and other payables | | 25,041 | - | - | 25,041 |
| Borrowings | 0.05% - 8.14% | 10,988 | 873 | 1,247 | 13,108 |
| Lease liabilities | 3.28% - 5.25% | 341 | 253 | - | 594 |
| Derivative financial instruments | | 3 | - | - | 3 |
| | | 36,373 | 1,126 | 1,247 | 38,746 |
| **2018** | | | | | |
| Trade and other payables | | 32,955 | - | - | 32,955 |
| Borrowings | 2.48% - 7.95% | 8,356 | 1,093 | 109 | 9,558 |
| | | 41,311 | 1,093 | 109 | 42,513 |

| **Company** | On demand or within 1 year |
|---|---|
| | $'000 |
| **2019** | |
| Trade and other payables | 1,392 |
| Borrowings | 5,349 |
| Financial guarantee contracts (Note 25(i)) | 5,258 |
| | 11,999 |
| **2018** | |
| Trade and other payables | 1,981 |
| Borrowings | 4,175 |
| Financial guarantee contracts (Note 25(i)) | 2,242 |
| | 8,398 |

Trade and other payables of the Group are non-interest bearing and normally settled on a range of 30 to 90 days terms. Trade and other payables of the Company including balances owing to subsidiaries that are repayable on demand. These are included as liabilities payable on demand or within one year.

For financial guarantees issued to the banks by the Company, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee can be called. Out of this amount, an amount of $1,050,000 (2018: $286,000) relates to instalments due in 2 - 5 years based on the contractual payment schedule of the loans.

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are cash and bank balances and trade and other receivables. Cash and bank balances are placed with reputable financial institutions. Therefore, credit risk arises mainly from the inability of its customers to make payments when due. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the statements of financial position, except for guarantees as disclosed in Note 25(i).

Credit risk concentration included in the Group's trade receivables (Note 9) as at 31 December is:

- 2 debtors (2018: 3 debtors) in PRC in environmental engineering business that individually represented 9% to 22% (2018: 7% - 10%) of the Group's trade receivables, as part of "EE Systems" segment; and

- 5 debtors (2018: 3 debtors) in Malaysia that individually represented 3% - 4% (2018: 3% - 14%) of the Group's trade receivables, as part of "EE Systems" and "Trading System" segment.

Credit risk concentration included in the Group's contract assets (Note 9) as at 31 December 2019 is 6 debtors (2018: 3 debtors) in PRC in environmental engineering business that individually represented 7% - 26% (2018: 9% - 11%) of the Group's contract assets, as part of "EE Systems" segment.

As at 31 December 2019, cash and cash equivalents placed with 4 banks (2018: 4 banks) individually represented 12% - 19% (2018: 10% - 24%) of the Group's cash and cash equivalents.

Other than disclosed above and in Note 9(ii), there is no other credit risk concentration in financial assets of the Group and Company.

The Group manages credit loss based on Expected Credit Losses (ECL) model.

(a) Trade receivables and contract assets

The Group's exposure to credit risk from trade receivables are linked to the individual characteristics of each customer, and also influenced by the default risk specific to the industry or country brought about by the general economic condition.

To measure the ECL allowance, trade receivables and contract assets have been grouped together according to the main geographical areas in which the Group operates which has higher influence on credit risks than the reportable segments. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the expected loss rates for the trade receivables are a reasonable approximation of the loss rates for the contract assets.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables and contract assets (Continued)

Summarised below is the information about the credit risk exposure on the Group's trade receivables and contract assets grouped by geographical area:

| | Contract assets | | Trade receivables | |
|---|---|---|---|---|
| | Gross carrying amount $'000 | ECL $'000 | Gross carrying amount $'000 | ECL $'000 |
| **Group – As at 31 December 2019** | | | | |
| Singapore | 3,428 | - | 2,588 | 10 |
| PRC | 14,736 | 2,238 | 22,251 | 1,177 |
| Malaysia and Taiwan | 401 | 6 | 8,944 | 709 |
| Vietnam | - | - | 342 | - |
| | 18,565 | 2,244 | 34,125 | 1,896 |
| **Group – As at 31 December 2018** | | | | |
| Singapore | 2,307 | - | 816 | 57 |
| PRC | 33,498 | 414 | 9,185 | 520 |
| Malaysia and Taiwan | 1,290 | 3 | 10,374 | 607 |
| | 37,095 | 417 | 20,375 | 1,184 |

Singapore – 31 December 2019

The Group has applied the simplified approach to measure the lifetime expected credit losses for its trade receivables.

To measure the expected credit losses, trade receivables has been grouped based on credit risk characteristics and days past due.

The expected credit loss rates are based on the payment profile of sales and the corresponding historical credit losses experience. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables and contract assets (Continued)

Singapore – 31 December 2019 (Continued)

On that basis, the loss allowance as at 31 December 2019 was determined as follows:

| | Contract assets | Trade receivables | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Days past due | | | | | |
| **Group** | Current | Current | < 30 days | 31 – 60 days | 61 – 90 days | 91 – 120 days (credit-impaired) | Individually impaired | Total |
| **31 December 2019** | | | | | | | | |
| Expected credit loss rate (%) | 0.00% | 0.23%-1.98% | 0.64%-2.33% | 3.11%-10.02% | 10.71%-26.11% | 100.00% | 100.00% | |
| Gross carrying amount ($'000) | 3,428 * | 2,343 * | 162 | 77 | - | 6 | - | 2,588 |
| Expected credit loss ($'000) | - | 1 | 1 | 2 | - | 6 | - | 10 |

* Including an amount owing from a municipal customer of $5,120,000, with a very low credit risk.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables and contract assets (Continued)

Singapore – 31 December 2018

The Group computes the expected credit loss using probability of default from external rating agencies taking into account the nature of counterparty and the industry the customers operates in, as disclosed below. Management has assessed the appropriateness of the rate based on the payment patterns and historical loss rates.

| | Group | | | |
|---|---|---|---|---|
| | Gross carrying amount | | | |
| | Contract asset | Trade receivables | Probability of default rate | ECL allowance on trade receivables |
| | $'000 | $'000 | % | $'000 |
| **As at 31 December 2018** | | | | |
| Industrial customer's industry: | | | | |
| - Technology hardware, storage and peripherals | 18 | 291 | 1.09 | 5 |
| - Construction & engineering | 267 | 367 | 4.26 | 44 |
| - Industrial material | - | 81 | 4.27 | 3 |
| - Others [(i)] | 21 | 24 | 4.27-6.97 | 1 |
| | 306 | 763 | | 53 |
| Municipal: Statutory boards of the Singapore Government | 2,001 | 49 | 0.00 | - |
| | 2,307 | 812 | | 53 |
| Trade receivables subjected to specific impairment | - | 4 | | 4 |
| ECL allowance for third parties | 2,307 | 816 | | 57 |

[(i)] Others include technology distributors, interactive media and services, hotel, resort and cruise lines, environmental and facilities services, healthcare services, semiconductor and equipment and soft drink industries.

Vietnam

The Group computes the expected credit loss using probability of default from external rating agencies taking into account the nature of counterparty and the industry the customers operates in. Management has assessed the appropriateness of the rate based on the payment patterns and historical loss rates.

The management assess that there are no material ECL on trade receivables.

(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables and contract assets (Continued)

China

Due to the inherent nature of the construction industry in the China, the payment by the customers may be prolonged. The expected loss rates are based on the payment profiles of sales over a period of 5 years before 31 December and the corresponding historical credit losses experience within this period. The historical rates have been adjusted for forward-looking factors for the economic environment. On that basis, the loss allowance as at 31 December was determined via a provision matrix as follow for both trade receivables and contract assets:

| Group | Contract assets and trade receivables | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | Days past due | | | | | | |
| | | | | ← Credit-impaired | | → | | |
| | Current | < 1 year | 1 – 2 years | 2 – 3 years | 3 – 4 years | > 5 years | Individually impaired | Total |
| **31 December 2019** | | | | | | | | |
| Expected credit loss rate (%) | 1.20% | 4.18% | 9.90% | 14.00% | 23.24% | 45.05% | 100.00% | |
| Gross carrying amount ($'000) | 21,925 | 4,765 | 4,333 | 2,343 | 1,777 | 111 | 1,733 | 36,987 |
| Expected credit loss ($'000) | 263 | 199 | 429 | 328 | 413 | 50 | 1,733 | 3,415 |
| **31 December 2018** | | | | | | | | |
| Expected credit loss rate (%) | 1.24% | 3.83% | 8.01% | 9.77% | 13.15% | 69.45% | 100% | |
| Gross carrying amount ($'000) | 36,688 | 4,756 | 611 | 304 | 117 | 10 | 197 | 42,683 |
| Expected credit loss ($'000) | 454 | 182 | 49 | 30 | 15 | 7 | 197 | 934 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables contract assets (Continued)

Malaysia and Taiwan

The expected loss rates are based on the payment profiles of sales over the period of 1 year. The management have concluded that a 10% loss rate for customers was expected for trade receivables that are 90 days above credit terms based on past historical credit loss experiences. In assessing the expected loss rate, the management considers forward-looking factors specific to those customers and the economic outlook. On that basis, the loss allowance as at 31 December was determined via a provision matrix as follow for both trade receivables and contract assets.

| | Contract assets | Trade receivables | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Days past due | | | | | |
| **Group** | Current | Current | < 30 days | 30 – 60 days | 61 – 90 days | 91 – 120 days (credit-impaired) | Individually impaired | Total |
| **31 December 2019** | | | | | | | | |
| Expected credit loss rate (%) | 0.29% - 3.65% | 0.01% - 5.46% | 0.01% - 5.46% | 0.07% - 5.46% | 1.45% - 5.46% | 10.00% | 100.00% | |
| Gross carrying amount ($'000) | 401 | 3,616 | 1,981 | 2,163 | 226 | 429 | 529 | 8,944 |
| Expected credit loss ($'000) | 6 | 47 | 21 | 11 | 36 | 65 | 529 | 709 |
| **31 December 2018** | | | | | | | | |
| Expected credit loss rate (%) | 0.19% | 0.34% | 0.73% | 2.49% | 4.74% | 10% | 100% | |
| Gross carrying amount ($'000) | 1,290 | 5,106 | 2,541 | 951 | 319 | 1,015 | 442 | 10,374 |
| Expected credit loss ($'000) | 3 | 17 | 19 | 24 | 13 | 92 | 442 | 607 |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables contract assets (Continued)

When the receivables are determined to have no reasonable prospect of recovery, the Group write-off the balances while continuing to engage in enforcement activity to recover the balances.

The movement of the life-time ECL on trade receivables and contract assets are as follows:

| Group | Contract assets | Trade receivables | Total |
|---|---|---|---|
| | $'000 | $'000 | $'000 |
| **2019** | | | |
| Balance at 1 January 2019 | 417 | 1,184 | 1,601 |
| ECL allowance recognised / (write-back) during the year | | | |
| Changes in ECL allowance | 1,882 | 1,242 | 3,124 |
| Reversal of unutilised amount | - | (69) | (69) |
| | 1,882 | 1,173 | 3,055 |
| Written off | - | (428) | (428) |
| Currency translation differences | (55) | (33) | (88) |
| Balance at 31 December 2019 (Note 9) | 2,244 | 1,896 | 4,140 |
| **2018** | | | |
| Balance at 1 January 2018 | 95 | 1,019 | 1,114 |
| ECL allowance recognised / (write-back) during the year | | | |
| New assets originated | 334 | 412 | 746 |
| Reversal of unutilised amount | (4) | (236) | (240) |
| | 330 | 176 | 506 |
| Currency translation differences | (8) | (11) | (19) |
| Balance at 31 December 2018 (Note 9) | 417 | 1,184 | 1,601 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(a) Trade receivables and contract assets (Continued)

| Group | Non-credit impaired | Credit impaired | Total |
|---|---|---|---|
| | $'000 | $'000 | $'000 |
| **2019** | | | |
| Balance at 1 January 2019 | 866 | 735 | 1,601 |
| ECL allowance recognised / (write-back) during the year | | | |
| Changes in ECL allowance | 1,054 | 2,070 | 3,124 |
| Reversal of unutilised amount | (69) | - | (69) |
| | 985 | 2,070 | 3,055 |
| Written off | - | (428) | (428) |
| Currency translation differences | (44) | (44) | (88) |
| Balance at 31 December 2019 (Note 9) | 1,807 | 2,333 | 4,140 |
| **2018** | | | |
| Balance at 1 January 2018 | 404 | 710 | 1,114 |
| ECL allowance recognised / (write-back) during the year | | | |
| New assets originated | 716 | 30 | 746 |
| Reversal of unutilised amount | (240) | - | (240) |
| | 476 | 30 | 506 |
| Currency translation differences | (14) | (5) | (19) |
| Balance at 31 December 2018 (Note 9) | 866 | 735 | 1,601 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(b) Other receivables, including amounts owning by subsidiaries and financial guarantees to subsidiaries

For the purpose of impairment assessment, general 3-stages approach is applied in the ECL assessment of financial assets other than trade receivables and contract assets. The management is of view that determining whether there has been a significant increase in credit risk since initial recognition would require undue cost or effort, and hence life-time ECL is recognised as at each reporting date until derecognition.

Summarised below is the information about the credit risk exposure on the other receivables and deposits:

| | Group | | Company | |
|---|---|---|---|---|
| | 2019<br>$'000 | 2018<br>$'000 | 2019<br>$'000 | 2018<br>$'000 |
| **Non-current** | | | | |
| Other receivables – third party | - | 613 | - | - |
| **Current** | | | | |
| Other receivables: | | | | |
| - Third parties | 2,181 | 1,424 | 1 | - |
| - Subsidiaries (non-trade) | - | - | 24,866 | 23,029 |
| Refundable deposits | 4,227 | 4,458 | 1,349 | 1,347 |
| Staff loans | 820 | 441 | - | - |
| Gross carrying amount | 7,228 | 6,936 | 26,216 | 24,376 |
| Less: ECL allowance – credit impaired | (1,774) | (1,107) | (10,756) | (9,327) |
| | 5,454 | 5,829 | 15,460 | 15,049 |

- The Group has assessed that its staff have the financial capacity as well as the ability to repay their loan in the near future and accordingly determined that the amount of the allowance on staff loan was immaterial.

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(b) Other receivables, including amounts owning by subsidiaries and financial guarantees to subsidiaries (Continued)

The movement of the life-time ECL on other receivables are as follows:

| | Group | Company |
|---|---|---|
| | $'000 | $'000 |
| Balance at 1 January 2019 | 1,107 | 9,327 |
| ECL allowance recognised during the year | | |
| - Changes in ECL allowance | 717 | 1,429 |
| - Reversal of unutilised amount | (1) | - |
| | 716 | 1,429 |
| Currency translation differences | (49) | - |
| Balance at 31 December 2019 (Note 9) | 1,774 | 10,756 |

| | Group | Company |
|---|---|---|
| | $'000 | $'000 |
| Balance at 1 January 2018 | 1,117 | 8,869 |
| ECL allowance recognised during the year | | |
| - New assets originated | 1 | 458 |
| - Reversal of unutilised amount | (1) | - |
| | - | 458 |
| Currency translation differences | (10) | - |
| Balance at 31 December 2018 (Note 9) | 1,107 | 9,327 |

# NOTES TO THE
# FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Financial risk management objectives and policies (Continued)**

**(iii) Credit risk (Continued)**

(b) Other receivables, including amounts owning by subsidiaries and financial guarantees to subsidiaries (Continued)

The Group and the Company considers the above ECL to be Stage 3 ECL (credit impaired) considering that:

- Bankruptcy of the former subsidiary included in other receivables of the Group (Note 9(i)).
- Remaining other receivables of the Group which were fully provided had been overdue more than 1 year.
- Weak financial position of subsidiaries.

In measuring the ECL allowance on the remaining carrying amounts:

- The Group determined that the amount of the allowance on its deposits are immaterial, in view of the nature of the deposits, the progress of those transactions and the manner of recovery, as disclosed in Note 9.
- The Group has determined that the amount of the allowance on staff loan are immaterial, in view of the assessment that its staff have the financial capacity as well as the ability to repay their loan in the near future.

(c) Cash and bank balances

Bank deposits are placed with reputable financial institutions with high credit-ratings assigned by international credit-rating agencies. Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the financial institutions. The amount of the allowance on cash and cash equivalents are immaterial.

**(iv) Financial instruments by category**

| | Group | | Company | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| | $'000 | $'000 | $'000 | $'000 |
| Financial assets at amortised cost: | | | | |
| - Trade receivables | 32,229 | 19,191 | - | - |
| - Other receivables | 5,454 | 5,829 | 15,460 | 15,049 |
| - Contract assets | 16,321 | 36,678 | - | - |
| - Cash and bank balances | 27,420 | 27,925 | 6,341 | 13,577 |
| | 81,424 | 89,623 | 21,801 | 28,626 |
| Financial liabilities at amortised cost | 37,291 | 42,156 | 6,741 | 5,981 |
| Financial liabilities at FVPL | 3 | - | - | - |

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**28. FINANCIAL INSTRUMENTS (Continued)**

**Capital risk management objectives and policies**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on gearing ratio. The Group is also required by the banks to maintain a gearing ratio of not exceeding 2.5 times (2018: 1.7 times). The Group's strategy, which remains unchanged since 2013 is to maintain a gearing ratio below 1.7 times.

The gearing ratio is calculated as total debts (borrowings) divided by total tangible net worth. Total tangible net worth is calculated as total equity less non-controlling interests and intangible assets.

| | Group | |
|---|---|---|
| | 2019 | 2018 |
| | $'000 | $'000 |
| Total debts (Note 12) | 12,250 | 9,201 |
| Total tangible net worth | 36,291 | 43,181 |
| Gearing ratio | 0.34 times | 0.21 times |

The Group is in compliance with all externally imposed capital requirements for the financial years ended 31 December 2019 and 31 December 2018.

**29. FAIR VALUES OF ASSETS AND LIABILITIES**

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

Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

(Amounts in thousands of Singapore dollars ("$'000"))

**29. FAIR VALUES OF ASSETS AND LIABILITIES (Continued)**

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

Fair value hierarchy (Continued)

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

| | Group | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| | $'000 | $'000 | $'000 | $'000 |
| **2019** | | | | |
| **Financial liability** | | | | |
| Derivative financial instrument (Note 14) | - | 3 | - | 3 |

Determination of fair value

The fair value of financial instruments that are not traded in an active market (e.g. over-the-counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and make assumptions that are based on market conditions existing at each reporting date.

The fair value of the derivative financial instrument is determined by reference to current forward prices for contracts with similar maturity profiles.

There has been no transfer from Level 1 and Level 2 to Level 3 during the financial year ended 31 December 2019. The Group had no financial assets or liabilities carried at fair value in 2018.

The Company had no financial assets or liabilities carried at fair value in 2019 and 2018.

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

The carrying amounts of financial assets and financial liabilities reported on the reporting date are reasonable approximation of their fair values, either due to their short-term nature or that they are floating rate instruments that are repriced to market interest rate on or near the reporting date.

Non-current interest-bearing amount owing from a third party included in other receivables (Note 9(i)) as at 31 December 2018, which carrying amount approximate fair value as the contractual interest rate reflects the market rate as at the reporting date.

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

At the reporting date, there are no financial instruments in this category.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019
(Amounts in thousands of Singapore dollars ("$'000"))

**30. SUBSEQUENT EVENT**

**General offer by Mr. Wang Zhi**

On 5 May 2020, Mr. Wang Zhi, a director (the "Offeror") has purchased from Wuhan Liankai Investment Co. Ltd (the "Seller") an aggregate of 13,387,118 ordinary shares (the "Sale Shares") in the capital of the Company, for an aggregate consideration of $2,275,810.06 (the "Consideration"), being $0.17 for each Sale Share (the "Acquisition").

As a consequence of the Acquisition, the Offeror is required to make a mandatory general offer for all the Shares (excluding treasury shares and other than those already owned, controlled and agreed to be acquired by the Offeror) (the "Offer Shares"), in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of the Singapore Code on Take-overs and Mergers (the "Code").

The Offeror has on 5 May 2020, made an offer to the remaining shareholders, at the price of S$0.17 per share. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days, which to be end of 23 June 2020.

**COVID-19 outbreak**

Since January 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long periods of time.

The Group is expecting an adverse impact on the Group's financial performance for the financial year ending 31 December 2020 as Malaysia is accounted for about 40% of the Group's revenue as the country has been under a movement control order from March to May 2020.

PV Vacuum Engineering Pte. Ltd., one of the Group's subsidiaries in Singapore which may experience some effects from the COVID-19 outbreak as the subsidiary relies heavily on procurement of materials for installation from China. There will likely be delays in logistics, and therefore, implementation of the subsidiary's projects within the year.

Wuhan Kaidi Water Services Co., Ltd., another subsidiary of the Group in China, which typically contributes about 50% of the revenue, would likely be adversely affected by the outbreak of COVID-19. The subsidiary is based in Wuhan, which was identified as the epicentre of the outbreak, and the city has been under lock down from January 2020 and only resumed operation in April 2020.

The Group has determined that these events are non-adjusting subsequent events. Accordingly, the financial position and results of operations as of and for the year ended 31 December 2019 have not been adjusted to reflect their impact. Although the Group cannot estimate the length or gravity of the impact of the COVID-19 outbreak at this time, if the pandemic continues, it will have an adverse effect on the Group's results of future operations, financial position, liquidity and impairment assessment in year 2020.

# STATISTICS OF SHAREHOLDINGS

AS AT 22 MAY 2020

| | | |
|---|---|---|
| Class of Shares | – | Ordinary Share |
| Number of Issued Shares (excluding treasury shares and subsidiary holdings) | – | 93,831,492 |
| Voting Rights | – | One vote per share |
| Number of treasury shares held and percentage | – | Nil |
| Number of Subsidiary Holdings and percentage | – | Nil |

## DISTRIBUTION OF SHAREHOLDINGS

| SIZE OF SHAREHOLDINGS | NO. OF SHAREHOLDERS | % | NO. OF SHARES | % |
|---|---|---|---|---|
| 1 – 99 | 278 | 13.74 | 12,805 | 0.01 |
| 100 – 1,000 | 977 | 48.32 | 475,525 | 0.51 |
| 1,001 – 10,000 | 587 | 29.03 | 2,082,232 | 2.22 |
| 10,001 – 1,000,000 | 171 | 8.46 | 11,271,709 | 12.01 |
| 1,000,001 AND ABOVE | 9 | 0.45 | 79,989,221 | 85.25 |
| **TOTAL** | **2,022** | **100.00** | **93,831,492** | **100.00** |

## TWENTY LARGEST SHAREHOLDERS

| NO. | NAME | NO. OF SHARES | % |
|---|---|---|---|
| 1 | WANG ZHI | 41,067,918 | 43.77 |
| 2 | STONE ROBERT ALEXANDER | 10,957,000 | 11.68 |
| 3 | KGI SECURITIES (SINGAPORE) PTE. LTD | 9,562,227 | 10.19 |
| 4 | THYE KIM MENG | 7,155,485 | 7.63 |
| 5 | UOB KAY HIAN PRIVATE LIMITED | 4,232,991 | 4.51 |
| 6 | CAPITAL BOOM LIMITED | 2,500,000 | 2.66 |
| 7 | HELEN YANG | 1,608,640 | 1.71 |
| 8 | HUANG JIAN | 1,504,800 | 1.60 |
| 9 | HUANG LINGXI | 1,400,160 | 1.49 |
| 10 | BNP PARIBAS NOMINEES SINGAPORE PTE. LTD. | 745,210 | 0.79 |
| 11 | FENG JUN | 501,200 | 0.53 |
| 12 | CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD. | 482,095 | 0.51 |
| 13 | TAN TJIN GUAN @ JIO TJIN GUAN | 429,770 | 0.46 |
| 14 | DBS NOMINEES (PRIVATE) LIMITED | 396,564 | 0.42 |
| 15 | PHILLIP SECURITIES PTE LTD | 317,300 | 0.34 |
| 16 | ROBERT RONALD | 298,150 | 0.32 |
| 17 | YEO CHUNG CHEN JOHNNY @ TAN CHUNG CHEN JOHNNY | 293,300 | 0.31 |
| 18 | MAYBANK KIM ENG SECURITIES PTE. LTD | 280,951 | 0.30 |
| 19 | OCBC SECURITIES PRIVATE LIMITED | 271,290 | 0.29 |
| 20 | LEE SUE LIN | 269,296 | 0.29 |
| | **TOTAL** | **84,274,347** | **89.80** |

# STATISTICS OF SHAREHOLDINGS

AS AT 22 MAY 2020

## SUBSTANTIAL SHAREHOLDER AS AT 22 MAY 2020

(As recorded in the Register of Substantial Shareholders)

| | | Direct Interest | | Deemed Interests | |
|---|---|---|---|---|---|
| No. | Name | No. of Shares held | % | No. of Shares held | % |
| 1 | Wang Zhi | 41,067,918 | 43.77 | – | – |
| 2 | Stone Robert Alexander | 10,957,000 | 11.68 | – | – |
| 3 | Wah Lee Industrial Corp. | 7,649,782 | 8.15 | – | – |
| 4 | Thye Kim Meng | 7,155,485 | 7.63 | – | – |

## PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 22 May 2019, 25.05% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST which requires 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Darco Water Technologies Limited (the "**Company**") will be convened and held by way of electronic means on 26 June 2020 (Friday) at 2.00 p.m., for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Director's Statement of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **[Resolution 1]**

2. To approve the payment of Directors' fees of S$125,401 for the financial year ended 31 December 2019 (2018: S$96,000). **[Resolution 2]**

3. To approve the payment of Directors' fees of S$138,000 for the financial year ended 31 December 2020, payable quarterly in arrears. **[Resolution 3]**

4. To re-elect the following Directors retiring pursuant to Regulation 106 of the Company's Constitution:

   (a) Mr Wang Yaoyu **[Resolution 4(a)]**

   *Note: Mr. Wang Yaoyu will, upon re-election as a Director of the Company, remain as Executive Chairman of the Company.*

   (b) Mr Wang Zhi **[Resolution 4(b)]**

   *Note: Mr. Wang Zhi will, upon re-election as a Director of the Company, remain as Non-Executive Deputy Chairman of the Company and Chairman of the Investment Committee.*

   (c) Mr Poh Kok Hong **[Resolution 4(c)]**

   *Note: Mr Poh Kok Hong was appointed as Executive Director and Chief Executive Officer of the Company with effect from 1 July 2019 and will, upon election as a Director, remain as Executive Director and Chief Executive Officer of the Company.*

   (d) Mr Tay Lee Chye Lester **[Resolution 4(d)]**

   *Note: Mr. Tay Lee Chye Lester will, upon re-election as a Director of the Company, remains as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee, and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.*

   (e) Mr Tay Von Kian **[Resolution 4(e)]**

   *Note: Mr. Tay Von Kian will upon re-election as a Director of the Company, remains as the member of the Audit Committee, Nominating Committee and Remuneration Committee, and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.*

# NOTICE OF
# ANNUAL GENERAL MEETING

(f) Ms Ong Joo Mien Joanna **[Resolution 4(f)]**

*Note: Ms Ong Joo Mien Joanna was appointed as Non-Executive Independent Director of the Company with effect from 2 May 2019 and will, upon election as a Director, remain as Non-Executive Independent Director of the Company.*

(g) Ms Gn Jong Yuh Gwendolyn **[Resolution 4(g)]**

*Note: Ms Gn Jong Yuh Gwendolyn was appointed as Non-Executive Independent Director with effect from 2 May 2019 and will, upon election as a Director, remain as Non-Executive Independent Director of the Company.*

5. To re-appoint Crowe Horwath First Trust LLP, Public Accountants and Chartered Accountants, as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

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

7. **Authority to allot and issue new Shares in the capital of the Company and/or instruments**

That pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore (the "**Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue new shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require new Shares to be allotted and issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

# NOTICE OF ANNUAL GENERAL MEETING

(b) notwithstanding the authority conferred by this Resolution may have ceased to be in force, allot and issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

(1) the aggregate number of new Shares (including shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new Shares to be allotted and issued other than on a pro rata basis to Shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with subparagraph (2) below);

(2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-

(a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;

(b) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company for the time being; and

(4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
*[See Explanatory Note (1)]* **[Resolution 6]**

# NOTICE OF
# ANNUAL GENERAL MEETING

8. **Authority to grant options and to allot and issue Shares under the Darco Performance Share Plan**

That pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore (the "**Act**"), the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provision of the Darco Performance Share Plan (the "**Share Plan**") and to issue from time to time such number of shares in the capital of the Company (excluding treasury shares and subsidiary holdings) as may be required to be issued pursuant to the vesting of share awards under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
*[See Explanatory Note (2)]* **[Resolution 7]**

By Order of the Board

Tan Wei Jie Joel
Company Secretary
Singapore, 4 June 2020

**Explanatory Notes:**

1. The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing shareholders of the Company. For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time Resolution 6 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or the vesting of share awards which are outstanding or subsisting at the time when Resolution 6 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
2. The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of share awards under the Share Plan (for the entire duration of the Share Plan) provided that the aggregate additional shares to be issued pursuant to the Share Plan do not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

# NOTICE OF
# ANNUAL GENERAL MEETING

**Notes to Shareholders on arrangements for the Annual General Meeting:**

1. Printed copies of this Notice of Annual General Meeting and the Annual Report for the financial year ended 31 December 2019 (the "FY2019 Annual Report") will not be sent to members. Instead, this Notice of Annual General Meeting and the FY2019 Annual Report may be accessed at the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020. This Notice of Annual General Meeting and the FY2019 Annual Report are also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.

2. Alternative arrangements relating to attendance at the Annual General Meeting of the Company via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting of the Company, addressing of substantial and relevant questions at the Annual General Meeting of the Company and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting of the Company, are set out in the Company's accompanying announcement dated 4 June 2020. This announcement may be accessed at the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020 and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.

3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The Proxy Form for the Annual General Meeting of the Company may be accessed at the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020 and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid

4. The Chairman of the Meeting, acting as proxy, need not be a member of the Company.

5. The Proxy Form must be submitted to the Company in the following manners:

   (i) if submitted by post, be deposited at registered office of the Company at Harvest@Woodlands, 280 Woodlands Industrial Park E5, #09-36 Singapore 757322; or

   (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at AGM2020@darcowater.com.

   in either case, at least 72 hours before the time fixed for holding the Annual General Meeting of the Company and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for members to submit the completed Proxy Forms by post, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

**PERSONAL DATA PRIVACY:**

By submitting a proxy form appointing the Chairman of the Meeting as proxy 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 of service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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.

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# PROXY FORM

**IMPORTANT:**

1. The Annual General Meeting ("AGM") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. The Notice of AGM is also accessible (a) via publication on the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020; and (b) via publication on the SGX website at the URL https://www.sgx.com/securities/company-announcements.
3. CPF or SRS investors who wish to appoint the Chairman of the meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM.
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 4 June 2020.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM

## DARCO WATER TECHNOLOGIES LIMITED

(Company Registration Number: 200106732C)
(Incorporated in the Republic of Singapore)

*I/We, ____________________ (Name) ____________________ (NRIC/Passport/Company Registration Number*)

of ________________________________________________ (Address)

being member/members* of **DARCO WATER TECHNOLOGIES LIMITED** (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting of the Company ("**AGM**") as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the AGM to be convened and held by way of electronic means on Friday, 26 June 2020 at 2:00 p.m. and at any adjournment thereof in the following manner:

| | **Resolutions relating to:** | **For** | **Against** | **Abstain** |
|---|---|---|---|---|
| | **Ordinary Business** | | | |
| 1. | To adopt the Audited Financial Statements and Directors' Statement of the Company and the Group for the financial year ended 31 December 2019 | | | |
| 2. | Approval of Directors' fees amounting to S$125,401 for the financial year ended 31 December 2019 | | | |
| 3. | Approval of Directors' fees amounting to S$138,000 for the financial year ended 31 December 2020, payable quarterly in arrears | | | |
| 4(a). | Re-election of Mr Wang Yaoyu as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 4(b). | Re-election of Mr Wang Zhi as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 4(c). | Re-election of Mr Poh Kok Hong as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 4(d). | Re-election of Mr Tay Lee Chye Lester as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 4(e). | Re-election of Mr Tay Von Kian as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 4(f). | Re-election of Ms Ong Joo Mien Joanna as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 4(g). | Re-election of Ms Gn Jong Yuh Gwendolyn as a Director of the Company (Retiring pursuant to Regulation 106) | | | |
| 5. | Re-appointment of Crowe Horwath First Trust LLP, Public Accountants and Chartered Accountants, as the Company's auditors and to authorise the Directors to fix their remuneration | | | |
| | **Special Business** | | | |
| 6. | Authority to allot and issue new Shares in the capital of the Company and/or Instruments | | | |
| 7. | Authority to grant options and issue shares under the Darco Performance Share Plan | | | |

If you wish to appoint the Chairman of the Meeting as your proxy to cast all your votes For or Against a resolution, please tick with "√" in the "For" or "Against" box in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box in respect of that resolution. If you wish to appoint the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please tick with "√" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting, as your proxy, is directed to abstain from voting in the "Abstain" box in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.

Voting will be conducted by poll

Dated this ________ day of ____________________ 2020

| **Total Number of Shares** | **Number of Shares** |
|---|---|
| CDP Register | |
| Register of Members | |

______________________________
Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**

**NOTES:**

1. Printed copies of the Notice of AGM and the Annual Report for the financial year ended 31 December 2019 (the "**FY2019 Annual Report**") will not be sent to members. Instead, the Notice of AGM and the FY2019 Annual Report may be accessed at the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020. The Notice of AGM and the FY2019 Annual Report are also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.

2. Alternative arrangements relating to attendance at the AGM of the Company via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM of the Company, addressing of substantial and relevant questions at the AGM of the Company and voting by appointing the Chairman of the Meeting as proxy at the AGM of the Company, are set out in the Company's accompanying announcement dated 4 June 2020. This announcement may be accessed at the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020 and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.

3. Please insert the total number of shares held by you. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If no number is inserted, this Proxy Form shall be deemed to relate to all the shares held by you.

4. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form is also accessible (a) via the Company's website at the URL https://www.darcowater.com/Investor%20Information/company-info/agm-2020, and (b) via the SGX website at the URL https://www.sgx.com/securities/company-announcements. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.

6. The proxy form must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged with registered office of the Company at Harvest@Woodlands, 280 Woodlands Industrial Park E5, #09-36 Singapore 757322; or

   (b) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at AGM2020@darcowater.com,

   in either case, at least **72 hours** before the time for holding the AGM. A member who wishes to submit this Proxy Form must first download, complete and sign this Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

7. Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

8. Where the proxy form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Act.

**GENERAL:**

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register **72 hours before the time set for the AGM**.

**PERSONAL DATA PRIVACY:**

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM 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 of service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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SOLUTIONS TO WATER & WASTE

**DARCO WATER TECHNOLOGIES LIMITED**
Harvest @ Woodlands, 280 Woodlands Industrial Park E5 #09-36, Singapore 757322