

The background of the cover is a vibrant, abstract composition of numerous small triangles. These triangles are arranged in a way that creates a sense of depth and movement, with colors ranging from deep purples and blues at the bottom to bright yellows and oranges at the top. Overlaid on this geometric pattern are several white and orange arrows pointing upwards, symbolizing growth and progress.

INNOTEK

STRENGTHENING
GROWTH

ANNUAL REPORT **2019**



MISSION STATEMENT



Our mission is to provide innovative products, technologies and business solutions for our customers to help them achieve their operating and business goals.

We will continuously invest in technology and develop an operational structure that allows our customers to meet their cost targets while simultaneously assuring a good return to our shareholders. We always respect the value of our employees and invest in them, our most important asset, as they are the fuel for our growth as an organisation.

INNOTEK

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ACHIEVEMENT

- Drive towards excellence in all that we do
- Growth in profitability and shareholder value are our measures of success
- Respect is earned, not granted, regardless of position



- If it's not fun, change it – we are probably not doing it right
- Respect for the family as well as the business
- Realise the equal value of all functions within the organisation
- Balance the organisational success with the caring of people

BALANCE

COMMUNICATION

- Don't be defensive – assume good intentions from others
- Reveal your issues – no hidden agendas and don't keep problems internally
- Be a good listener – attack the problem, not the person



CORE VALUES



- Do what you say you will do, in all relationships
- Continuous customer satisfaction – embrace the customers and suppliers as our partners
- Take the time to develop our employees

COMMITMENT

TEAMWORK

- Zero tolerance for political behaviour
- Be vested in the success of our subordinates, peers and superiors
- Build consensus as much as possible without hindering decision making
- Respect for the individual, as all team members provide something of value



- Encourage "out-of-the box" thinking among employees
- Challenge existing paradigms in all that we do
- Create an environment that encourages new ideas from employees, while fostering teamwork

CREATIVITY

CORPORATE INFORMATION



▲ Sun Mansfield Plant

REGISTERED OFFICE

160 Robinson Road
#24-12 SBF Center
Singapore 068914
Telephone : (65) 6535 0689
Facsimile : (65) 6533 2680
Website : www.innotek.com.sg

PLACE OF INCORPORATION

Singapore

COMPANY REGISTRATION NUMBER

199508431Z

DATE OF INCORPORATION

28 November 1995

BOARD OF DIRECTORS

Mr. Neal Manilal Chandaria, Chairman
Mr. Lou Yiliang
Mr. Steven Chong Teck Sin
Mr. Sunny Wong Fook Choy
Mr. Teruo Kiriya

COMPANY SECRETARIES

Ms. Linda Sim Hwee Ai
Ms. Goh Siew Geok

AUDIT & RISK MANAGEMENT COMMITTEE

Mr. Steven Chong Teck Sin, Chairman
Mr. Neal Manilal Chandaria
Mr. Teruo Kiriya

NOMINATING COMMITTEE

Mr. Teruo Kiriya, Chairman
Mr. Neal Manilal Chandaria
Mr. Sunny Wong Fook Choy

REMUNERATION COMMITTEE

Mr. Sunny Wong Fook Choy, Chairman
Mr. Teruo Kiriya
Mr. Steven Chong Teck Sin

AUDITORS

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

Audit Partner-in-charge:
Ms. Tee Huey Yenn
(since financial year ended 31 December 2019)

PRINCIPAL BANKER

Overseas-Chinese Banking Corporation Limited
Bank of Singapore Limited
Bank of China Limited
The Hongkong and Shanghai Banking Corporation Limited

SHARE REGISTRAR

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

CHAIRMAN'S LETTER TO SHAREHOLDERS



MR. NEAL MANILAL CHANDARIA

Chairman, Non-Executive and Non-Independent Director

DEAR SHAREHOLDERS,

On behalf of the Board of Directors (the "Board"), I present to you the annual report of InnoTek Limited ("InnoTek" or the "Group") for the financial year ended 31 December 2019 ("FY'19"). This message is reaching you amidst the exceptional circumstances brought about by the ongoing impact of the COVID-19 novel coronavirus. The disruptions to business and economic sentiment, supply chain and even workplace safety and health will continue to be felt in the coming months.

This crisis has come upon us since early 2020, after what was already a challenging period under review. Shareholders have been updated about the impact of the U.S.-China trade war and the slowdown in domestic consumption which had been impacting our performance in recent quarters. Despite these challenges, I am pleased to share that the company recorded a positive performance in FY'19 with Net Profit after Tax of S\$16.7 million, compared with S\$20.2 million a year earlier.

This is our fourth consecutive year of profitability – an achievement that is even more special in the context of the above challenges and the top-line reduction. FY'19 revenue declined to S\$186.7 million from S\$218.3 million in FY'18 due to several factors. Domestic car sales have continued to slow in China while the implementation of new standards for this sector at large has affected our auto division. Once the new standards are in place, we will look forward to new production programmes.

The TV panel division is witnessing a shift from metal to plastic for TV bezels under 55-inches. In the Office Automation ("OA") sector, the migration of production for some brands has continued to shift from China to Southeast Asia.

While we have responded to OA customer needs by setting up a production facility in Thailand, this plant did not commence mass production in 2019 due to ongoing stringent audits and checks to meet the company's quality standards. Mass production began in January 2020, and we will be looking to ramp up production in the year ahead.

The net profit performance against this backdrop underscores the Group's relentless efforts to improve productivity and margin efficiency. From procurement, shopfloor workflow, and energy savings to automation, the significance is not the individual processes but the determination and cultural shift which we have been implementing for the past several years. We have consistently improved efficiencies at various levels and channelled more resources to serve customers better in terms of pre-sales engagement and quality measures.



▲ Mansfield Wuhan Plant

CHAIRMAN'S LETTER TO SHAREHOLDERS



I would like to show my appreciation to Mr Lou Yiliang, our CEO, and his senior management team for their commitment to preserving and enhancing shareholder value under such trying circumstances. The COVID-19 situation is pointing towards a worsening of these circumstances for FY'20 and possibly beyond. Hence, the entire team will once again be asked to redouble efforts to better engage customers while striving for further productivity gains.

But let us remain positive. Not only do we have a track record of corporate recovery, but we also have a healthy balance sheet. As of 31 December 2019, we had cash and deposit balance of S\$48.4 million, including cash generated from operations in FY'19 of S\$17.9 million.

DIVIDEND

I am pleased to announce a final full-year dividend of 1.5 Singapore cents, subject to approval at the upcoming Annual General Meeting. This is comparable with the 1.5 Singapore cent paid out for FY'18 and 1.0 Singapore cent for FY'17. This dividend reflects our commitment to rewarding shareholders for their patience and loyalty.

APPRECIATION

On behalf of the Board, I would like to extend my gratitude to our customers, business partners, shareholders, the management as well as employees for all your contributions over the past year. Apart from Mr Lou himself, I also wish to thank my fellow directors whose wise counsel and experience have contributed much to the enhancement of shareholder value, especially in the past four years.

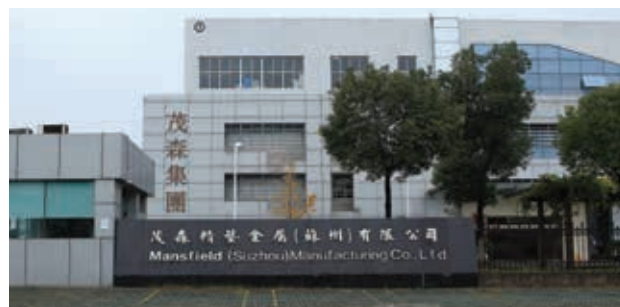
I look forward to building upon what we have, and to continue enhancing value to all our shareholders.

MR. NEAL MANILAL CHANDARIA

Chairman, Non-Executive and Non-Independent Director



▲ Mansfield Thailand Plant



▲ Mansfield Suzhou Plant



▲ Magix Mechatronics (Dongguan) Plant



▲ Feng Chuan Tooling (Dongguan) Plant

CEO MESSAGE



Mr. Lou Yiliang
CEO, Executive and Non-Independent Director

DEAR VALUED SHAREHOLDERS,

The financial year ended 31 December 2019 ("FY'19") marks my fourth year as Executive Director on InnoTek's Board and Chief Executive Officer of the Group. As we all know, the economic environment in 2019 was very challenging due to the Sino-US trade dispute which impacted our operating environment significantly. While I am pleased to announce that we have closed a fourth consecutive year of profitability, the impact of COVID-19 pandemic worldwide, occurring after 2019, has posed a further major challenge.

BUSINESS REVIEW

As shareholders are aware, our products cater to three main sectors – Automobiles, TV Panels and Office Automation ("OA").

For the automotive business, China's car sales have declined for several consecutive quarters in 2019. Although we started mass production of some new

orders, the total number of orders continue to decrease in 2019. Entering 2020, China's economy was impacted by COVID-19 and will disrupt the global automobile production supply chain for a while. This, in turn, will have a greater impact on our production and supply plan. We will pay close attention to the customer's production adjustment trends to react with our response measures accordingly.

For precision machining business, the small TV market has basically switched from metal to plastic frames. However, the increased demand for larger-size metal frames gradually offset the decrease in orders for TV frames under 55 inches. This trend is expected to continue in 2020. We will maintain close contact with customers to assess whether demand will be affected by the COVID-19 pandemic. A year ago, the Company benefited from a sizeable commercial display project, but this project, along with heat sinks, ended in 2019. We are also actively looking for new projects in the precision machining business.

For the office automation ("OA") business, 2019 saw customers moving to Southeast Asia. In addition, the global demand for OA products is shrinking, resulting in a decline in our orders. However, the demand for our moulds increased due to customer recognition of our supply capability, making up for the overall order size in the OA business. This trend will continue in 2020. We are now also evaluating the impact of the COVID-19 pandemic in this area. In order to support our customers in the OA business, we established Mansfield (Thailand) Co., Ltd. in Rayong, Thailand. Of late we have been strengthening the production response capability and started mass production in January 2020. We will seek to gradually increase production in 2020.

In addition to pursuing stability and development for each business, one of our priorities is to improve the efficiency of the entire Group and transform the corporate culture into one that can inspire management and employees to achieve higher productivity. In the past few years, we have improved work processes and introduced more and more automation technologies. Hence, even under price pressure and intense competition resulting in declined revenue, our gross profit margin improved to 21.8% in FY'19 from 21.4% in FY'18. This is the fruit of our efforts to reduce costs and increase efficiency.



▲ Seat Belt Bracket Component



▼ Car Seat Component



▲ Brake Component



▼ 57" LCD TV Back Panel

In the past 4 years, we had worked hard to improve the business goals of QCDS, obtaining the understanding and support of existing customers to retain or increase their sale orders. At the same time, we are actively looking for new customers for new orders. Even when our major OA customers are moving to Southeast Asia on a large scale, our overall revenue decline is under control. We will continue to improve management, consolidate existing customers and actively develop new customers.

Reflecting the arduous efforts, our workforce as at the end of FY'19 stood at 2,090 compared to 4,393 in FY'15. Shareholders should note that these results have been achieved over four years of relentless efforts on various fronts. It is getting much harder to squeeze further savings, a situation which has been made more challenging due to the disruptions caused by COVID-19.

FINANCIAL PERFORMANCE

Our revenue for FY'19 was S\$186.7 million, compared with S\$218.3 million in FY'18. Even before the full impact of the health pandemic manifests itself, we have been feeling the effects of a slower domestic economy. In line with declining revenue, net profit in FY'19 declined to S\$16.7 million from S\$20.2 million in FY'18.

Due to the productivity efforts, we have maintained gross profit margin at 21.8% this year, up from last year's 21.4%.

InnoTek's earnings per ordinary share for FY'19 decreased to 7.36 Singapore cents from 8.98 Singapore cents in FY'18; conversely, our net asset value per share increased to 71.1 Singapore cents as at 31 December 2019 from 66.1 Singapore cents on 31 December 2018. We have a healthy balance sheet.

OUTLOOK

As I write this message, the world is experiencing an unprecedented event. The invisible enemy that is the virus has severely disrupted regular operations, with

workers delaying return to the factories, and new health procedures required to ensure workplace safety. We are pleased to report that to date, all companies in our Group have confirmed that there has been no case of infection, and the resumption of work and production has been relatively smooth.

FY'20 will be much more difficult than before. We are experiencing the significant impact of the global outbreak of the COVID-19 pandemic. This is an unusual situation of supply-side and demand-side pressure coming together at the same time. Beyond the supply chain disruption problems faced in the manufacturing sector, there is the broader and more concerning challenge of a sharp decline in global economic activity. This is due to the decline in consumption in China and the rest of the world. This will be an enormous test for our operations going forward.

While our economic foundation and balance sheet are relatively sound, the rapid spread of COVID-19 around the world and the period of remission has caused much uncertainty. This makes it difficult for us to accurately assess risks and predict the bottom of business decline at this stage. However, in the face of such a severe and complex global pandemic and economic situation, we must make every effort to assess various risks, be prepared for the worst, and strive for the best results.

APPRECIATION

To our business partners, customers, suppliers, management and employees, thank you for all your diligence and loyalty this past year. It is through your efforts that InnoTek has managed to come so far. I would also like to express my gratitude to our shareholders for your unwavering support all these years. Together we can overcome the challenges ahead.

MR. LOU YILIANG

CEO, Executive and
Non-Independent Director

BOARD OF DIRECTORS



MR. NEAL MANILAL CHANDARIA

Chairman, Non-Executive and
Non-Independent Director

Mr. Neal Manilal Chandaria joined InnoTek as a Non-Executive and Non-Independent Director on 2 November 2015 and is a member of the Nominating Committee. Mr. Chandaria was appointed Chairman of the Board and member of the Audit & Risk Management Committee on 27 April 2017. He is a senior executive at Comcraft Group, which is globally active in various sectors including steel, aluminum, plastics, packaging and information technology. Based in Singapore, he has been helping Comcraft develop its businesses in Asia for more than 20 years. He was previously involved in Comcraft's businesses in Africa and Europe.

Mr. Chandaria graduated from Stanford University with a degree in economics. He is the Honorary Consul of the Republic of Kenya in Singapore. Mr. Chandaria was re-elected as a Director of the Company at the 2019 AGM.



MR. LOU YILIANG

CEO, Executive and
Non-Independent Director

Mr. Lou Yiliang was appointed Executive Director of InnoTek and Chief Executive Officer of InnoTek's Mansfield Group on 2 November 2015. In 2017, Mr. Lou was appointed Chief Executive Officer of InnoTek Limited.

Born in Shanghai, Mr. Lou has vast experience in the consumer electronics and home appliances businesses in Asia. He started his career as an entrepreneur in the 1980s by helping to procure Toshiba consumer electronic products from Japan to China. The business helped pave the way for the transfer of technology from Toshiba in Japan to major Chinese manufacturers of TV sets and other consumer electronics. These included Chang Hong, Haier, Hisense and Konka.

In 2000, Mr. Lou set up Toyo Communication Technology (Shenzhen) Co. Ltd., which makes and assembles printed circuit boards and provides electronic manufacturing services.

In 2006, Mr. Lou formed a joint venture Konka Precision Mould Plastic Co. Ltd. with major TV manufacturer Konka to develop precision moulds for TV and office automation components as well as automotive products.

Mr. Lou is the Chairman of Konka Precision Mould Plastic Co. Ltd., which has a 51:49 joint venture company, Anhui KM Technology Company Limited, with Mansfield Manufacturing Company Limited, a wholly-owned subsidiary of InnoTek.

Besides Chinese, Mr. Lou is also proficient in Japanese. He was re-elected as a Director of the Company at the 2018 AGM.



MR. STEVEN CHONG TECK SIN

Non-Executive and
Independent Director

Mr. Steven Chong Teck Sin joined InnoTek as a Director on 17 September 2012 and is the Chairman of the Audit & Risk Management Committee and member of the Remuneration Committee.

Mr. Chong has extensive experience as director of public listed companies in Singapore, particularly in the technology sector. Between 1999 and 2004 he served as Executive Director & Group Managing Director (Commercial) of Seksun Corporation Ltd, which was then listed on the Main Board of the Singapore Exchange ("SGX"). He later held non-executive directorships in several other SGX and Australia Stock Exchange ("ASX") listed companies.

Mr. Chong was also a board member of the Accounting and Corporate Regulatory Authority ("ACRA"), a statutory board of Singapore's Ministry of Finance from April 2004 to March 2010, as well as a board member of Singapore's largest charity called the National Kidney Foundation ("NKF") from October 2008 to July 2010. Mr. Chong currently sits on the board of public companies listed on the SGX, ASX and the Hong Kong Stock Exchange.

Mr. Chong graduated with a Bachelor of Engineering degree from the University of Tokyo in 1981 on a government scholarship and subsequently obtained a Masters of Business Administration from the National University of Singapore in 1987 through part-time study. Mr. Chong was re-elected as a Director of the Company at the 2018 AGM.



MR. SUNNY WONG FOOK CHOY

Non-Executive and
Independent Director

Mr. Sunny Wong Fook Choy joined InnoTek as a Non-Executive Independent Director on 17 November 2014 and is the Chairman of the Remuneration Committee and member of the Nominating Committee.

Mr. Wong has extensive experience as director of public listed companies in Singapore. He sits on the board of Civmec Limited, Excelpoint Technology Ltd. and Mencast Holdings Limited.

A practising advocate and solicitor of the Supreme Court of Singapore, he has extensive experience in legal practice and is a shareholder and Managing Director of Wong Tan & Molly Lim LLC. He is also a shareholder and Director of WTML Management Services Pte. Ltd.

Mr. Wong holds a Bachelor of Law (Honours) degree from the National University of Singapore. Mr. Wong was re-elected as a Director of the Company at the 2017 AGM and is due for re-election at this year's AGM.

BOARD OF DIRECTORS



MR. TERUO KIRIYAMA

Non-Executive and
Independent Director

Mr. Teruo Kiriyaama was appointed to the Board of InnoTek as an Independent Director on 2 November 2015 and is the Chairman of the Nominating Committee and member of the Audit & Risk Management Committee and Remuneration Committee. He brings to InnoTek a wealth of experience, having held various senior management positions in Japanese conglomerate Toshiba Corporation for almost two decades.

Mr. Kiriyaama was advisor to Toshiba Corporation from 2014 to 2015. Before this, he was Toshiba's Corporate Vice-President from 2011 to 2014, during which

time he was also the Chairman and CEO of Toshiba China. Under his watch, Toshiba China generated annual sales of some US\$6 billion and boasted a 35,000-strong workforce amid a period of political sensitivity for Japanese businesses in China.

Besides China, Mr. Kiriyaama was also involved in Toshiba's operations in Europe, the United States, Canada and several emerging markets. He graduated from Japan's Doshisha University in Kyoto with a degree in economics.

He was re-elected as a Director of the Company at the 2019 AGM.



▲ Robotic Arms in Sun Mansfield Plant

SENIOR MANAGEMENT



MR. OKURA IPPEI
Director, Mansfield Group

Mr. Okura Ippei was appointed as Director of Mansfield responsible for group sales of Mansfield Manufacturing Company Limited, Hong Kong in December 2015. He has extensive industry experience in research, manufacturing and corporate management.

Prior to joining Mansfield, Mr. Okura worked in research at the National Laboratory for High Energy Physics (KEK) of Japan from 1989 to 1993. He joined Toyoichi Tsusho Co., Ltd. in 1993, where he was involved in technical cooperation and trade between China and Japan. He became the Director at Shenzhen Konka Precision Mould Plastic Co., Ltd. in 2006. In 2014, he joined Anhui KM Technology Company Limited as Managing Director.

Mr. Okura holds a master's degree in science from Tokyo Gakugei University.



MR. UKAWA MASATSUGU
GM, Internal Audit Department,
Chief Administration Officer, Director,
Mansfield Group

Mr. Ukawa Masatsugu joined Mansfield Group as General Manager, Internal Audit Department in December 2015. Since April 2018, he is the Chief Administration Officer for Mansfield Group Administration.

Prior to joining Mansfield, Mr. Ukawa was in investment banking at Nomura Securities Co., Ltd. from 1986 to 2010. Between 1993 and 2008, he was the resident CEO of NOMURA-CITIC International Investment Consulting Co., Ltd, an investment consultancy in Beijing, China founded by Nomura. Over the course of his work at NOMURA-CITIC Co., Mr. Ukawa successfully established multiple Sino-Japanese joint ventures in various fields.

From 2010 to 2015, Mr. Ukawa was a director of KITO Co., a professional crane equipment manufacturer. He was responsible for managing the company's business in China, and served as the General Manager of Jiangyin KITO Crane Co., Ltd, a subsidiary of KITO Co. located in Jiangyin, China.

Mr. Ukawa brings to Mansfield Group more than 30 years of experience in investment banking, finance and corporate management in both China and Japan. With his extensive knowledge of Chinese and Japanese corporate culture and business models, Mr. Ukawa is well positioned to lead the Mansfield Group management.

Mr. Ukawa graduated from Japan's Waseda University with a degree in economics.

SENIOR MANAGEMENT



MS. QUEK SIEW HOON
Corporate Controller

Ms. Quek Siew Hoon joined InnoTek in 2000 and has been with the Group for more than 19 years. Ms. Quek has over 27 years of experience in finance and accounting. She is responsible for the finance functions of the Group.

In her early career, Ms. Quek joined KPMG for two years and was responsible for auditing assignments mainly manufacturing companies. Thereafter she spent more than three years with Texas Instruments Singapore (Pte) Limited in the position of Financial Accountant and later as Cost Accountant at its Singapore manufacturing plant which was later taken over by Micron Semiconductor.

Prior to joining InnoTek Limited, Ms. Quek was a Finance Director of Seagate Technology Electronic Assembly Operations ("EAO") division which had manufacturing operations in Singapore, Batam and Senai. Ms. Quek spent 11 years at Seagate, starting as a Costing and Financial Planning Manager and was subsequently promoted to Finance Director. She handled complex inventory systems, budgeting, scrap and product cost controls, financial reporting and other accounting functions of the EAO division; besides providing financial information to the EAO president for his strategic planning. Her other responsibilities included ensuring adherence to financial policies and compliance amongst others.

Ms. Quek holds a Bachelor of Accountancy degree from the National University of Singapore and is a member of the Institute of Singapore Chartered Accountants.



MS. IVY NEO
Finance Director,
Mansfield Group

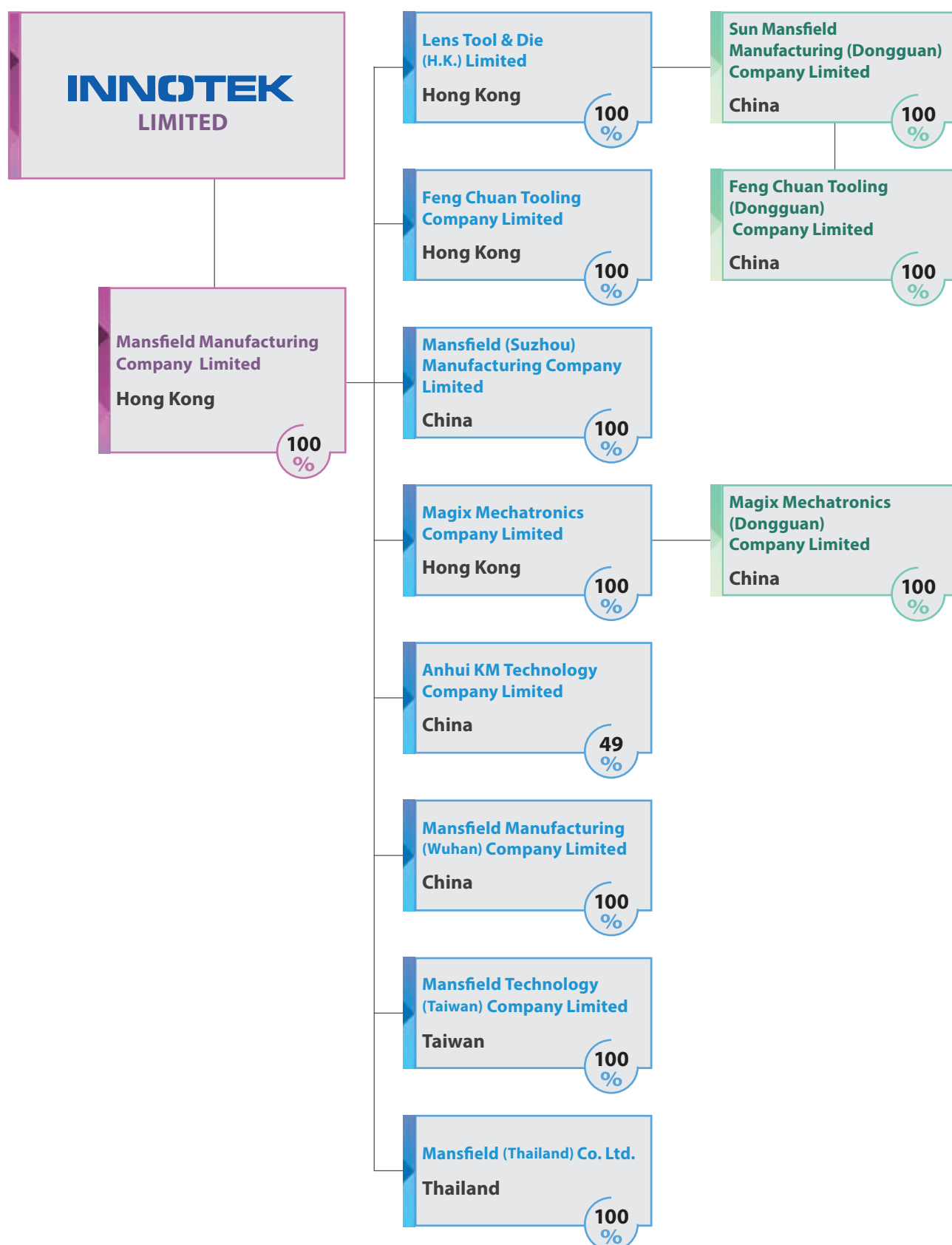
Ms. Ivy Neo Meow Khim joined Mansfield (Suzhou) Manufacturing Company Limited as Financial Controller in May 2014. After a year and a half, she was re-designated as Finance Director of Mansfield Group where she oversees the Group's financial affairs and corporate functions and works closely with the core leadership team.

Ms. Neo has over 30 years of financial exposure with more than 10 years working experience in the manufacturing environment in the PRC. Prior to joining Mansfield, Ms. Neo was with various companies including Sino-American Joint Venture, Yaguang Nypro Precision Molding (Tianjin) Co. Ltd, Celestica Holdings (HK) Ltd, Thomson Multimedia Co Ltd, Keppel Shipyard and Singapore Press Holdings.

Ms. Neo graduated from Victoria University of Australia with a Master of Business Administration (Accounting) and is an associate member of the Australian CPA.

GROUP STRUCTURE

AS AT 11 MAY 2020



INNOTEK **LOCATIONS**

InnoTek Limited

160 Robinson Road
 #24-12 SBF Center
 Singapore 068914
 Tel : (65) 6535 0689
 Fax : (65) 6533 2680
www.innotek.com.sg

Mansfield Manufacturing Company Limited

Workshop B, 17th Floor Ford Glory Plaza
 37 Wing Hong Street
 Kowloon, Hong Kong
 Tel : (852) 2489 1968
 Fax : (852) 2481 0946
www.mansfield.com.hk

Sun Mansfield Manufacturing (Dongguan) Co. Ltd.

Block 105 & 106, Xin Yang Road,
 New Sun Industrial City, Lincun, Tangxia,
 Dongguan City, Guangdong Province, China
 PC : 523711
 Tel : (86) 769-8792 9299
 Fax : (86) 769-8792 8993

Mansfield (Suzhou) Manufacturing Company Limited

No. 2, Jin Wang Road, Xu Shu Guan,
 Suzhou New District, Suzhou,
 Jiangsu Province, China
 PC : 215151
 Tel : (86) 512-6661 7083
 Fax : (86) 512-6661 7760

Mansfield Manufacturing (Wuhan) Company Limited

No. 6 South Fengting Road,
 Wuhan Economic and Technological Development
 Zone, Wuhan City, Hubei Province, China
 PC : 430056
 Tel : (86) 027-8466 8966
 Fax : (86) 027-8489 3788

Mansfield (Thailand) Company Limited

Amatacity Industrial Estate Rayong
 7/11 Moo.4, T. Pananikhom,
 A. Nikhompattana,
 Rayong, Thailand 21180
 Tel : (66) 033-01 0856
 Fax : (66) 033-01 7442

Feng Chuan Tooling Company Limited

Workshop B, 17th Floor Ford Glory Plaza
 37 Wing Hong Street
 Kowloon, Hong Kong
 Tel : (852) 2489 1968
 Fax : (852) 2481 0946

Feng Chuan Tooling (Dongguan) Company Limited

No. 20 Planthouse, Xin Yang Road,
 Lincun, Tangxia, Dongguan City,
 Guangdong Province, China
 PC : 523711
 Tel : (86) 769-8792 9299
 Fax : (86) 769-8792 8993

Magix Mechatronics Company Limited

Workshop B, 17th Floor Ford Glory Plaza
 37 Wing Hong Street
 Kowloon, Hong Kong
 Tel : (852) 2489 1968
 Fax : (852) 2481 0946

Magix Mechatronics (Dongguan) Company Limited

No. 1 Er Heng Dao, Xiang Xin East Road,
 He Dong Industrial Zone, Yantian,
 Fenggang Town, Dongguan City,
 Guangdong Province, China
 PC : 523740
 Tel : (86) 769-8203 9188
 Fax : (86) 769-8203 9100

Mansfield Technology (Taiwan) Company Limited

Room No. 6, 12/F., No. 75 Section 1, Xintai 5th Road,
 XiZhi District, New Taipei City, Taiwan

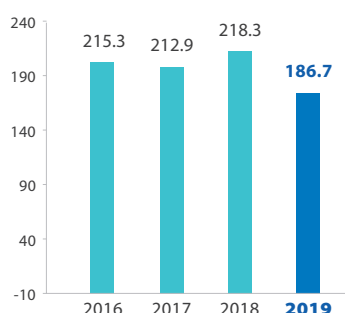
Anhui KM Technology Company Limited

No. 618, Huaihexi Road, Chuzhou, Anhui Province, China
 PC : 239000
 Tel : (86) 550-391 9088

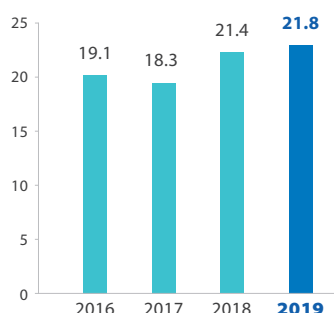
FINANCIAL HIGHLIGHTS

FOR THE YEAR (\$\$ IN THOUSANDS)	2016	2017	2018	2019
Revenue	215,325	212,946	218,299	186,721
Operating profit	10,903	9,929	15,128	13,308
Profit before tax	13,861	15,835	23,345	19,355
Profit after tax attributable to owner of the Company	11,631	9,873	20,239	16,658
AT YEAR END (\$\$ IN THOUSANDS)				
Shareholders equity	124,882	134,035	149,596	160,912
Property, plant and equipment, investment properties and right-of-use	56,769	56,647	61,477	81,774
Loan and borrowings	–	–	–	224
Add: Lease liabilities (SFRS(I) 16 effective 1 January 2019)	73	50	60	23,526
Less: Cash and deposits	(30,090)	(35,784)	(47,545)	(48,444)
Net cash	30,017	35,734	47,485	24,694
Weighted average number of shares	223,835	224,006	225,303	226,305
Number of shares at end of period	223,835	224,125	226,305	226,305
PER SHARE (SINGAPORE CENTS)				
Profit after tax attributable to owner of the Company	5.20	4.41	8.98	7.36
Net assets	55.8	59.8	66.1	71.1
Gross dividend (cents)	0.5	1.0	1.5	1.5
Net cash	13.4	15.9	21.0	10.9
RATIOS				
Operating profit (%)	5.1%	4.7%	6.9%	7.1%
Profit before tax (%)	6.4%	7.4%	10.7%	10.4%
Profit after tax (%)	5.4%	4.6%	9.3%	8.9%
Net cash (%)	24.0%	26.7%	31.7%	15.3%
Current ratio	1.92	2.03	2.23	2.60

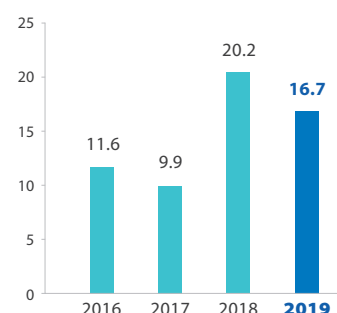
Group Revenue (\$\$'M)



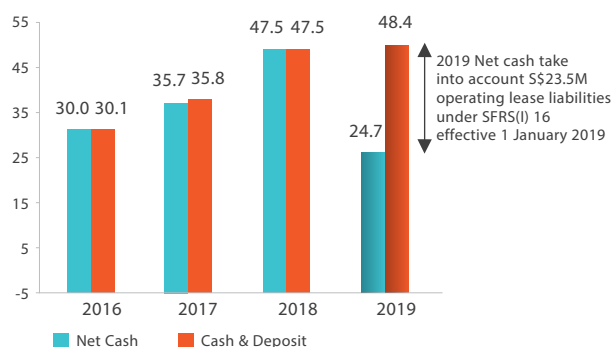
Gross Margin (%)



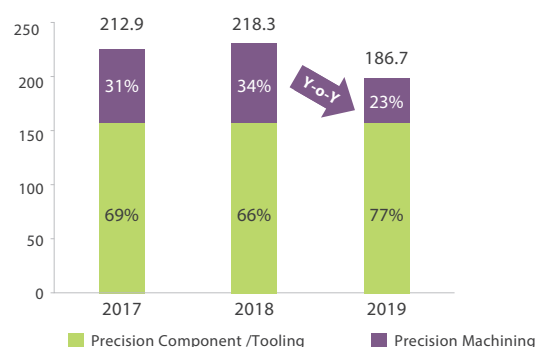
Profit After Tax (\$\$'M)



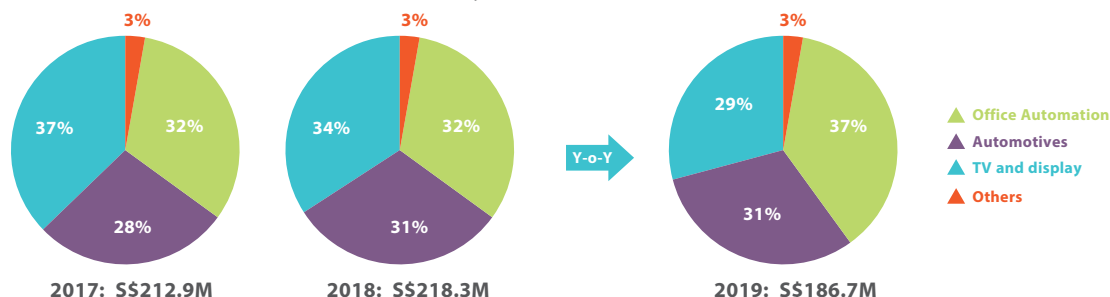
Cash & Deposit and Net Cash (\$\$'M)



Revenue By Business Units (\$\$'M)



Revenue By Product





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CORPORATE GOVERNANCE

The Board and management of InnoTek Limited (“InnoTek” or the “Company”) and its subsidiaries (together, the “Group”) firmly believe that good corporate governance is fundamental to the creation, protection and sustainability of the long-term value of the Company. We are committed to upholding and observing a high standard of corporate governance within the Group.

The Code of Corporate Governance was revised in August 2018 and this report (“Report”) outlines the corporate governance framework and practices adopted by the Company with specific reference made to the principles of the Code of Corporate Governance 2018 (“Code”). The Company has complied in all material aspects with the principles and guidelines laid down by the Code and in so far as the Company has not complied with any guideline, we have provided the reason.

The Group believes that corporate governance is not simply a matter of compliance with the Code, rather it is about embedding the right mindset in its people.

BOARD MATTERS – PRINCIPLES 1 TO 5

The Board’s Conduct of Affairs

Principle 1: 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 Company is headed by an effective Board which oversees the strategic direction, performance and affairs of the Group and provides overall guidance to Management.

The Board’s corporate objective is to achieve sustained value creation for all stakeholders. The Board is collectively responsible for overall corporate governance, strategic direction and formulation of policies to oversee the business, performance and affairs of the Group. The Board supervises the Management which has the role of ensuring that the day-to-day operation and administration of the Group are carried out in accordance with the policies and strategies determined by the Board, and in that respect, Management is fully accountable to the Board.

The principal functions of the Board are to:

- Act as ultimate decision-making body of the Company, except with respect to those matters reserved to shareholders. All directors take decisions objectively in the interests of the Company;
- Represent shareholders’ interest in developing the Company’s businesses successfully including optimising long-term financial returns;
- Review and evaluate management performance and ensure that management is capable of executing its responsibilities; and
- Recognise its legal, social and moral obligations towards its stakeholders.

▶ CORPORATE ▶ GOVERNANCE

In addition to its statutory duties, the Board is also responsible for:

- Providing entrepreneurial leadership within a framework of prudent and effective controls which enable risks to be adequately assessed and managed;
- Ensuring that the necessary financial and human resources are in place for the Company to meet its objectives and overseeing the management of the Company and the Group;
- Approving of investment and divestment proposals;
- Overseeing the processes for evaluating the adequacy of internal controls and risk management, financial reporting and compliance;
- Approving the nominations of board directors and oversees succession planning. Assuming responsibility for compliance with the Companies Act and the requirement of other regulatory bodies; and
- Setting the Company's values and standards and ensuring that its obligations to its shareholders and others are understood and met.

Financial and other matters that require the Board's approval are set out in the Group's Financial Procedures Manual ("FPM"). All policies and procedures on financial matters including approval limits and authorities are clearly defined in the FPM. Other matters specifically reserved to the Board for decision include strategic planning, corporate or financial restructuring, material acquisitions and disposals of assets, annual budget, capital expenditure, share issuances, share buy-backs and dividends.

To ensure that specific issues are subject to in-depth and timely review, certain functions have been delegated to various Board Committees, which would submit their recommendations or decisions to the Board. The Board Committees constituted by the Board are the Audit & Risk Management Committee, the Nominating Committee and the Remuneration Committee. Each Board Committee has its own terms of reference.

Board meetings are scheduled quarterly for the purpose of, inter alia, approving the release of the Group's financial results. Ad hoc Board meetings are also held whenever the Board's guidance or approval is required. Important and critical matters concerning the Company are also tabled for the Board's decision by way of written resolutions, faxes and electronic mails. The Company's Constitution allow a Board meeting to be conducted by way of videoconference, teleconference and other forms of electronic communication.

CORPORATE GOVERNANCE

A total of four Board meetings were held in 2019. The number of Board committee meetings as well as Board members' attendance thereat is set out below:

	Board	Audit & Risk Management Committee	Remuneration Committee	Nominating Committee
No. of Meetings Held	4	4	1	1
Name of Director	Attended	Attended	Attended	Attended
Mr. Neal Manilal Chandaria	4/4	4/4	1/1*	1/1
Mr. Lou Yiliang	4/4	4/4*	1/1*	1/1*
Mr. Steven Chong Teck Sin	4/4	4/4	1/1	1/1*
Mr. Sunny Wong Fook Choy	4/4	4/4*	1/1	1/1
Mr. Teruo Kiriya	4/4	4/4	1/1	1/1

* Attended on invitation

The Company recognised the importance of providing the Board with timely and complete information prior to its meetings and as and when the need arises.

In order to ensure that the Board is able to fulfill its responsibilities, the Management provides the Board with monthly financial reports, forecasts/budgets and other relevant information of the Group as well as revised budgets with explanation for any material variance between the projection and the actual results of budgets. In addition, the Management provides adequate and timely information to the Board on affairs and issues that require the Board's attention and decision.

Board members have full co-operation from Management and separate and independent access to the senior management including the Company Secretary, who attends all Board and Board committee meetings.

The role of the Company Secretary is clearly defined and includes responsibility for ensuring that board procedures are followed and that the Company complies with the requirements of the Companies Act and all other applicable rules and regulations. The Company Secretary ensures that Board members are fully briefed and aware of their duties and responsibilities when making decisions. The Company Secretary also facilitates orientation and training of new Directors as well as updates Directors on new developments in corporate governance, legal and regulatory matters. From time to time, the Company Secretary would inform the Board members of relevant seminars or courses conducted by the Singapore Institute of Directors and/or the Singapore Exchange Securities Trading Co. Ltd for their information and participation. The cost for these courses are borne by the Company. Apart from the above, the Company Secretary's responsibilities also include ensuring good information flows within the Board and its committees, and between senior management and non-executive directors. In accordance with the Company's Constitution, the appointment and removal of the Company Secretary is subject to the approval of the Board.

Board members are aware that they, whether as a group or individually, can have independent professional advice as and when necessary to enable them to discharge their responsibilities effectively. The cost of such professional advice is borne by the Company.

CORPORATE GOVERNANCE

Training for Directors

Newly appointed Directors are briefed on the Group's business activities, strategic direction, corporate governance practices as well as their statutory and other duties and responsibilities. In addition, new Directors are given a memorandum outlining their obligations, duties and responsibilities to the Company. As and when new regulations and changes to regulations and accounting standards which have an important bearing on the Company's or Directors' disclosure obligations, Directors will be briefed either during the Board meetings or through memorandum and emails. Where appropriate, Directors are encouraged to attend courses, conferences and seminars in relevant fields. All new Directors are offered courses conducted by external organisations on corporate governance, leadership and industry-related subjects. The registration process is facilitated by the Company with course fees borne by the Company. All new Directors will have an opportunity to visit Group's offices and plants overseas to familiarise themselves with the InnoTek Group's businesses. During the year, the Company did not appoint any new director.

BOARD COMPOSITION AND GUIDANCE

Principle 2: 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

The current Board comprises five directors, three of whom are independent and non-executive. With independent directors making up 60% of the Board, the Board is able to exercise objective judgement on corporate affairs independently, in particular from Management, as there is a strong and independent element on the Board.

The Board comprises the following members:-

1.	Mr. Neal Manilal Chandaria	Non-Executive and Non-Independent
2.	Mr. Lou Yiliang	Executive and Non-Independent
3.	Mr. Steven Chong Teck Sin	Non-Executive and Independent
4.	Mr. Sunny Wong Fook Choy	Non-Executive and Independent
5.	Mr. Teruo Kiriya	Non-Executive and Independent

Profiles of the current Directors are set out in the Board of Directors' section of this Annual Report.

The Board, through the Nominating Committee ("NC"), reviews from time to time the size and composition of the Board, with a view to ensuring that the size of the Board is appropriate in facilitating effective decision-making taking into account the scope and nature of the operations of the Group, and that the Board has a strong independent element. The Board and the NC are satisfied that the structure, size and composition of the Board are currently appropriate given the size and geographic spread of its operations and the requirements of the business.

The Company recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from the various skills, business experience, industry discipline, gender, age, tenure of service and other distinguishing qualities of the Directors. The Company is in the midst of formalising its Board Diversity Policy, which will set out its policy for promoting diversity on the Board. It will provide that, in reviewing the Board composition, the NC

CORPORATE GOVERNANCE

will consider all aspects of diversity in order to arrive at an optimum balanced composition of the Board. The selection of the Directors will be based on merit against an objective criteria that complements and expands the skills and experience of the Board as a whole, and after having given due regard to the overall balance and effectiveness of a diverse Board.

With the core competencies of members of the Board in various fields of finance, legal, business, management, industry and strategic planning, their stature, and wealth of international business experience, the Company is well positioned to chart new frontiers for the InnoTek Group. The Directors actively participate and engage Management in setting goals and objectives for the Company and the Group and monitor the reporting of performance.

The NC is responsible for reviewing the independence of each Director based on the guidelines set out in the Code. For the financial year ended 31 December 2019, Mr. Steven Chong Teck Sin, Mr. Sunny Wong Fook Choy and Mr. Teruo Kiriyaama were considered by the Nominating Committee to be independent as they do not have any significant business relationship with the InnoTek Group and neither are they related to any of the other Directors or substantial shareholders of the InnoTek Group. Annually, each independent director is required to submit a confirmation of independence based on the guidelines provided in the Code.

Each member of the NC and the Board recused himself from the NC's and the Board's deliberations respectively on his own independence.

As at the date of this Report, none of the Independent Directors has served on the Board for more than nine years.

Composition of Board and Board Committees

Director	Board Membership	Audit & Risk Management Committee	Nominating Committee	Remuneration Committee
Mr. Neal Manilal Chandaria	Chairman & Non-Independent Director	Member	Member	–
Mr. Lou Yiliang	Executive Director	–	–	–
Mr. Steven Chong Teck Sin	Independent Director	Chairman	–	Member
Mr. Sunny Wong Fook Choy	Independent Director	–	Member	Chairman
Mr. Teruo Kiriyaama	Independent Director	Member	Chairman	Member

The Non-Executive Directors participate actively in the meetings of the Board. They provide strategic guidance to the Company based on their professional knowledge, in particular, assisting to constructively develop proposals on strategy. They also review and monitor Management's performance. To facilitate this, they are kept informed of the Company's businesses and performances through regular reporting from Management, and have full access to Management as and when the need arises. The chairman of such meetings provides feedback to the Board and/or the Chairman as appropriate.

▶ CORPORATE ▶ GOVERNANCE

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The position of Chairman and Chief Executive Officer (“CEO”) are separate and had always been held by two separate persons to ensure an appropriate balance of power and authority, and a clear division of responsibilities and accountability between the leadership of the Board and Management and that no one individual has unfettered powers of decision-making.

The Chairman, Mr. Neal Manilal Chandaria is a non-executive director. The Chairman heads the Board and acts independently of Management to ensure its effectiveness in all aspects of its role. His primary role is to provide leadership to the Board and its Committees. He ensures Directors receive accurate, timely and clear information, fosters effective communication with shareholders, encourages constructive relations between the Board and Management, and among Directors, and promotes high standards of corporate governance.

The CEO, Mr Lou Yiliang, is responsible for implementing the Group’s strategies and policies, and for management, operations and growth of the Group’s businesses.

Although the Code recommends the appointment of a lead independent director where the Chairman is not an independent director, the NC was of the view that there is no necessity for the Company to appoint a lead independent director as shareholders could access to any one of the Company’s Directors or the Corporate Controller directly, if necessary.

BOARD MEMBERSHIP

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board

The Nominating Committee (“NC”), through a formal and transparent process, reviews the diversity of skills, experience, gender, knowledge, size and composition of the Board. The NC has a set of principles to guide it in carrying out its responsibilities of reviewing and determining an appropriate Board size and composition and makes its recommendations to the Board on all board appointments. The NC met once in 2019.

The NC comprises three Directors, majority of whom, including the NC Chairman, are independent:

Mr. Teruo Kiriya	Chairman
Mr. Neal Manilal Chandaria	Member
Mr. Sunny Wong Fook Choy	Member

The Chairman is not associated with a substantial shareholder. Members of the NC comprise persons of stature, integrity and accountability, who would be able to exercise independent judgement in the performance of their duties.

The NC is guided by its Terms of Reference, which sets out its responsibilities. Its duties with regard to nomination functions are to review succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel, and make recommendations to the Board on all board appointments, to review all nominations for the appointment and re-appointment of directors, to evaluate the effectiveness and performance of the Board as a whole

CORPORATE GOVERNANCE

and each individual director and to review the independence of each director annually. In determining the independence of directors, the NC determines whether or not a director is independent bearing in mind the Code's definition of an "independent director" and guidance as to relationships which would deem a director not to be independent. The NC has endorsed the independence status of Mr. Steven Chong Teck Sin, Mr. Sunny Wong Fook Choy and Mr. Teruo Kiriyaama.

The process for the selection and appointment of new directors to the Board is carried out when necessary by the Nominating Committee. The NC initiates and executes a process to search and identify suitable candidates for nomination to the Board for appointment. The NC works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as its individual members. Upon the review and recommendation of the NC for the appointment of directors, new directors will be appointed by way of a board resolution. Such new directors must submit themselves for re-election at the next AGM of the Company immediately following his appointment.

The Constitution of the Company provide that at least one third of the Directors for the time being, shall retire as Directors at each annual general meeting of the Company ("AGM"). In accordance with the Constitution of the Company, Mr. Sunny Wong Fook Choy is due to retire by rotation at the 2020 AGM and being eligible, Mr. Sunny Wong Fook Choy has offered himself for re-election at the 2020 AGM.

The NC determines annually whether a Director has been adequately carrying out his duties as a Director of the Company, taking into consideration the number of that Director's other listed company board representations and other principal commitments. The Company does not set a limit on the number of directorship held by its Directors but engage with its Director from time to time to check on their effectiveness as a Director of the Company. The Nominating Committee is of the view that each Director has been able to effectively discharge his duties as a Director of the Company.

The table below shows the directorships and principal commitments of each Director (including past directorships and principal commitments over the preceding three years):

Name of Director	Date of First Appointment	Date of Last Re-election	Past Directorships in other listed companies and principal commitments over the preceding three years	Present Directorships in other listed companies and principal commitments
Neal Manilal Chandaria	02.11.2015	30.04.2019	Acme Printing and Packaging PLC	• Metchem Engineering Services Pte. Ltd.
Steven Chong Teck Sin	17.09.2012	25.04.2018	AVIC International Maritime Holdings Limited	• AIMS APAC REIT Management Limited • Civmec Limited • Changan Minsheng APLL Logistics Co., Ltd.
Sunny Wong Fook Choy	17.11.2014	27.04.2017	KTL Global Limited	• Wong Tan & Molly Lim LLC • Excelpoint Technology Ltd. • Mencast Holdings Ltd. • Civmec Limited
Teruo Kiriyaama	02.11.2015	30.04.2019	–	–

CORPORATE GOVERNANCE

Name of Director	Date of First Appointment	Date of Last Re-election	Past Directorships in other listed companies and principal commitments over the preceding three years	Present Directorships in other listed companies and principal commitments
Lou Yiliang	02.11.2015	25.04.2018	–	<ul style="list-style-type: none"> • Toyochi Tsusho Co. Ltd • Toyochi Industry Co. Ltd. • Konka Precision Mold Plastic Co. Ltd. • Mansfield Manufacturing Company Limited • Sun Mansfield Manufacturing (Dongguan) Co, Ltd. • Mansfield Manufacturing (Wuhan) Company Limited • Mansfield (Suzhou) Manufacturing Company Limited • Lens Tool & Die (H.K.) Limited • Mansfield (Thailand) Company Limited • Magix Mechatronics Company Limited • Magix Mechatronics (Dongguan) Company Limited • Feng Chuan Tooling Company Limited • Feng Chuan Tooling (Dongguan) Company Limited • Mansfield Technology (Taiwan) Company Limited

BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors

Annually, the NC evaluates the effectiveness of the Board as a whole, and that of each Board Committee as well as the individual director by establishing a process for conducting reviews of all Board members.

All Directors are required to assess the performance of the Board, the Board Committees and the individual director by way of a questionnaire. The assessment covers areas such as contribution of each individual director to the effectiveness of the Board and Board Committees, information management, Board processes, Shareholder management, managing the Company's performance. The NC takes into consideration their respective preparedness, commitment, participation, attendance at Board and Board committee meetings. The evaluation would also take into account their respective ability to make informed decisions and level of comprehension of legal, accounting and regulatory requirements and whether they have the essential skills to competently discharge the Board's duties. The results of the evaluation of the Board as a whole as well as the individual director would be presented to the NC and brought up by the NC Chairman for discussion and follow-up action where necessary. As and when the need arises, NC Chairman will, in consultation with the NC, propose new members to be appointed to the Board or seek the resignation of Directors.

The NC is satisfied that each Director is able to and has been adequately performing his duties as a Director of the Company, devoting sufficient time and attention to the affairs of the Company.

REMUNERATION MATTERS – PRINCIPLES 6, 7 & 8

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6: 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

LEVEL AND MIX OF REMUNERATION

Principle 7: 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

CORPORATE GOVERNANCE

DISCLOSURE ON REMUNERATION

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation

The Remuneration Committee, which is also the Employees' Share Option Plan Committee ("RC"), comprises three Directors, all of whom, including the RC Chairman, are independent:

Mr. Sunny Wong Fook Choy	Chairman
Mr. Steven Chong Teck Sin	Member
Mr. Teruo Kiriya	Member

There is a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual top management executives including directors.

The RC is guided by its Terms of Reference, which sets out its responsibilities. The primary function of the RC is to advise the Board on compensation issues generally, and in particular, in relation to Directors and key management personnel, bearing in mind that a meaningful portion of Management's compensation should be contingent upon financial performance in order to foster the creation of long-term shareholder value.

The principal responsibilities of the RC include the following:

- advise the Board of Directors on compensation matters, as well as best practice with regard to non-cash compensation and trends;
- review Management's appraisal on current market situation as it relates to compensation and Management's recommendation of the overall aggregate adjustments to be made at the annual review of compensation for all staff, Management and Directors, including stock options and other equity incentive schemes;
- recommend to the Board compensation packages for senior management, non-executive directors and CEO;
- responsible for the grant of options and other equity incentives, if any, to Directors, Management and staff based on the recommendations by the Management; and
- oversee the implementation of remuneration policies within the InnoTek Group and ensure that no director participates in decisions on his own remuneration matter.

There are no termination, retirement and post-employment benefits granted to Directors, the CEO or the key management personnel.

In setting remuneration packages, the RC considers the level of remuneration to attract, retain and motivate Executive Directors and Key Management and to align their interests with those of shareholders. A proportion of Executive Directors' remuneration is structured to link rewards to the performance of the InnoTek Group as a whole, as well as individual performance.

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On an annual basis, the RC reviews the level and mix of remuneration and benefits policies and practices of the Company. When conducting such reviews, the RC takes into account the performance of the Company and that of individual employees. It also reviews and approves the framework for salary, performance bonus and incentives for key management employees.

The total remuneration mix comprises three key components; that is, annual fixed cash, annual performance incentive, and the InnoTek Share Option Schemes. The annual fixed cash component comprises the annual basic salary plus any other fixed allowances which the Company benchmarks with the relevant industry market median. The annual performance incentive is tied to the Company's business unit's and individual employee's performance. The InnoTek Share Option Scheme is a long-term incentive plan. The equity component is intended to achieve the objective of aligning the interests of the Executive Directors and Key Management with those of the shareholders of the Company. Performance targets are set and performances are evaluated annually.

Executive directors do not receive directors' fees but are remunerated as a member of Management. Non-Executive Directors' fees take into account a Director's contributions, additional responsibilities on Board Committees, experience, qualifications and time committed and require shareholders' approval at the Company's AGM. The RC is mindful not to over-compensate the Non-Executive Directors to the extent that their independence may be compromised.

In reviewing the fees for Non-Executive Directors, the RC has adopted a framework based on guidelines recommended by the Singapore Institute of Directors, which comprises a base fee, fees for membership in Board Committees as well as fees for chairing Board Committees, taking into consideration the amount of time and effort that each Board member may be required to devote to the role and the fees paid by comparable companies.

The first InnoTek Employees' Share Option Plan ("Plan") approved at the Extraordinary General Meeting ("EGM") of the Company on 18 September 2000 ran its full duration of five years from the first date of grant and had expired on 8 February 2006. The expiration of the Plan however did not affect options which had been granted and accepted by the participants of the Plan whether such options have been exercised or not. After the expiry of the Plan, a subsequent plan known as InnoTek Employees' Share Option Scheme II ("Scheme II") was approved by shareholders at the EGM on 30 April 2008. Scheme II expired on 9 March 2014. At the EGM in 2014, the Company adopted a new InnoTek Employees' Share Option Scheme 2014 ("Scheme 2014") with the approval of its shareholders. On 1 December 2019, Scheme 2014 expires. With the expiry of Scheme 2014, the Group do not have any incentive scheme available for its employees. In the last few years, Management rewarded deserving employees with year-end bonuses and will continue to do so in this manner until a new share option plan is adopted.

The RC is assigned the responsibility of administering all share option plans in accordance with the rules of the respective plan, to determine and approve the list of grantees of the share options, the date of grant and the price thereof. During the year, an aggregate of 5 million share options were granted under the Scheme 2014 to Mr. Lou Yiliang details of which can be found under the Directors' Statement in the Annual Report.

The remuneration policy of the Company is based on an annual appraisal system using the criteria of core values, competencies, key result areas, performance rating and potential. Rewards are linked with corporate and individual performance.

CORPORATE GOVERNANCE

A breakdown, showing the level and mix of each individual Director's remuneration payable for the financial year ended 31 December 2019 is as follows:

	Remuneration	Fee	Salary	Bonus	Allowances/ Benefit	Others	Total
Directors' Remuneration	\$	(%)	(%)	(%)	(%)	(%)	(%)
Mr. Lou Yiliang	872,291	0	56	9	0	35	100
Mr. Teruo Kiriya	91,000	100	0	0	0	0	100
Mr. Neal Manilal Chandaria	83,000	100	0	0	0	0	100
Mr. Steven Chong	80,000	100	0	0	0	0	100
Mr. Sunny Wong	73,000	100	0	0	0	0	100

The total Directors' Fees of \$327,000 will be tabled at this AGM for shareholders' approval.

Details of the share option plan are set out in the Directors' Statement whilst disclosure of the Directors' remunerations also made in the notes to the financial statements.

	Salary	Bonus	Allowances/ Benefit	Others	Total
Key Management Personnel Remuneration	(%)	(%)	(%)	(%)	(%)
<u>\$500,000 to below \$750,000</u>					
Mr. Li Wei Ta	25	73	0	2	100
<u>\$250,000 to below \$500,000</u>					
Mr. Okura Ippei	56	44	0	0	100
Mr. Ukawa Masatsugu	56	44	0	0	100
Mr. Shiba Makoto	67	31	2	0	100
<u>Below \$250,000</u>					
Mr. Song Lei	76	14	10	0	100

The aggregate remuneration paid to the key management personnel is \$1,719,313.

Mr. Okura Ippei, the brother of Mr. Lou Yiliang, is the Sales Director and Director of Mansfield Manufacturing Co., Ltd. Hong Kong, the wholly-owned subsidiary of the Company. His remuneration for 2019 was within the band of \$250,000 to below \$500,000.

Currently the Company does not have any long-term incentive scheme as the InnoTek Employees' Share Option Scheme 2014 which was approved and adopted at the 2014 AGM expired on 1 December 2019. Details of the share option plans are set out in the Directors' Statement.

ACCOUNTABILITY AND AUDIT – PRINCIPLES 9 & 10

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9 – 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

InnoTek acknowledges that appropriate management of the risks accompanying its business is vital to prevent losses and damages in the fast-changing business environment. The Board has put in place processes and procedures which help to identify and manage areas of significant strategic, business and financial risks. The Group manages risk under an overall risk management framework determined by the Board and supported by the Audit and Risk Management Committee and Internal Audit. Management periodically reviews the past performance of, and profiles the current and future risks facing the Group. This system by its nature can only provide reasonable, but not absolute, assurance to investors regarding:

- the safeguarding and protection of the Group's assets against unauthorised or improper use or disposal;
- protection against material misstatements or losses;
- the maintenance of proper accounting records;
- the reliability of financial information used within the business and for publication;
- the compliance with appropriate legislations, regulations and best practices; and
- the identification and containment of business risks.

Among the various risks that affect the Group include, but are not limited to:

1. Industry and customer risk

The market demands and customers specific requirements constantly remind the Group not to be complacent and to keep up and be able to cater to the needs in the market and of its customers. In the event the Group is unable to meet customer and industry requirements, there may be a possibility that its products and/or process will become obsolete, and its customers may take their business to those who are able to meet such requirements. As such, the Group works closely with its customers and industry sources to ensure that its technology and product roadmaps are in line with customer requirements.

2. Under utilisation of production capacity

The Group's business is characterised by high fixed costs including plant facilities, manufacturing equipment and machineries. In the event when its capacity utilisation decreases due to poor demand or cancellation or delay of customer orders, the Group could encounter significantly higher unit production costs, lower margins and potentially significant losses. Under utilisation of production capacity could also result in equipment write-offs, restructuring charges and employee layoffs.

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3. Dependence on a small customer base

In the highly competitive industry with low margin and customers could easily bring their orders elsewhere, the loss of one or more of its major customers or a substantial reduction in orders by any major customer, for any reason, could have a material adverse effect on the Group's revenue. To mitigate the risk of losing customer the Group works closely with its customers, so as to be able to build long-term working relationships and, hence, build long term customers' trust and loyalty.

4. Primary materials prices and timely supply of materials

The Group relies on a limited number of qualified suppliers for some of the materials used in its precision metal component division manufacturing processes. Any increase in the price of primary materials would affect the cost of manufacturing. The Group mitigates the risk by not committing to large orders of fixed price materials thus enabling the Group to adjust prices when appropriate and feasible. The timely supply of sufficient quantity of raw materials by its supplier is also crucial in meeting the commitments to its customers. To mitigate the risk the Group employs supply chain management and builds long term relationships with qualified suppliers.

5. Exposure to credit risks

The Group is exposed to credit risks of its customers. From time to time, in the ordinary course of business, certain customers may default on their payment. Such events may arise due to the inherent risk from its customers' business, risk pertaining to the political, economic, social and legal environment of its customers' jurisdiction and foreign exchange risk. However, the Group regularly reviews its exposure by way of monthly management reports, market feedbacks, performing checks on customers' financial status and executes necessary payment recovery measures to minimise its credit risks.

6. Foreign exchange exposure

The Group's core assets and raw materials are primarily in RMB whereas manufacturing and related expenses are in the currency of the country of operation. The Group has a policy of monitoring the foreign currency exchange rates changes closely so as to minimise any potential material adverse impact on its financial performance. The Group enters into short-term, forward contracts as and when it deems appropriate.

7. Liquidity risk

To ensure that it has adequate funding to achieve these requirements and its long term goals, the Group regularly monitors its capital expenditure to ensure an appropriate rate of returns, monitors the efficiency of the investment and pursues new financing opportunities to supplement its current capital resources.

8. Changes in the political, social and economic conditions

The Group's manufacturing facilities are located mainly in China. Any unfavorable changes in the political, social, legal, regulatory and economic conditions in the PRC may disrupt our operations and affect our financial performance.

CORPORATE GOVERNANCE

Regulatory changes could result in increased costs to the Group. The Group continues to evaluate and monitor developments with respect to new and proposed rules and regulations by the local authorities in the different provinces in the PRC which can or may affect the Group in any way, and cannot predict or estimate the amount of additional costs the Group may incur or the timing of such costs.

The Board considers that the Group has in place, a system of internal controls of its procedures and processes maintained by the Company's Management to safeguard shareholders' investments and assets of the Company. The system of internal controls addresses financial, operational, compliance and information technology controls and risk management. The Board, however, notes that the system of internal controls provides reasonable, but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

The Group has set up an Internal Audit Department ("IAD") in Mansfield headed by Mr. Ukawa Masatsugu, a Director of Mansfield Manufacturing Company Limited in addition to the appointment of Mazars LLP, an independent assurance service provider ("internal auditor" or "IA"), to perform the internal audit works of the Group. The IAD has a team who work closely with the IA to discharge its function properly. The IA's primary line of reporting is to the ARMC Chairman and the IA have unfettered access to all the Company's documents, records, properties and personnel, including access to the ARMC. The ARMC is of the view that the IA has adequate resources to perform the functions and maintained their independence from the activities that IA audits.

Mazars LLP works closely with the IAD to provide independent and objective assessments and consulting services which are designed to evaluate the adequacy and effectiveness of the Mansfield Group's system of internal controls. A risk-based approach is used to develop the annual audit plan to ensure that all high risk areas are monitored for proper coverage and audit frequency.

The IA subscribes to, and is guided by the standard established by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors and has incorporated these standards into its audit practices.

The focus of the Internal Audit function is to strengthen the internal control structure and risk management of the Group through the conduct of independent and objective reviews. The IA also conducts tests to verify the Group's assets and liabilities and to check on compliance with the Group's system of internal controls including financial, operational and compliance controls.

In addition to the annual internal audit plan, both the IA and the IAD are also involved in conducting system or process reviews that may be requested by Management on specific areas of concern during the course of the year. By allowing such flexibility in the audit work plan, the IA and IAD are able to help Management understand risks and internal control issues associated with the changes taking place in their businesses by providing them with timely input on new or emerging issues during the year.

CORPORATE GOVERNANCE

The ARMC has reviewed the effectiveness, adequacy and robustness of the Company's risk management policies, procedures and internal controls, including financial, operational, compliance and information technology controls. Material non-compliance and internal control weakness noted during the audit, and the auditors' recommendations to address such non-compliance and weakness will be reported to the ARMC. Management follows up and implements the internal and external auditors' recommendations.

Apart from the internal auditors, the external auditor, Ernst & Young LLP, also contribute an independent perspective on relevant internal controls arising from their financial audit and report their findings to the ARMC.

The Board has together with the ARMC reviewed the adequacy and effectiveness of the Group's risk assessment programmes and internal control processes. The Board has received assurance on the adequacy and effectiveness of the Group's internal controls including financial, operational, compliance and information technology controls and risk management system. Based on the work performed by the internal auditors during the financial year as well as the statutory audit by the external auditors, and reviews performed by Management, the Board with the concurrence of the ARMC, is of the opinion that the Group's system of internal controls including financial, operational, compliance and information technology risk controls and risk management systems were adequate and effective as at 31 December 2019 in providing reasonable assurance of the effectiveness of the Group under the current business environment.

The Board has received assurance from the Chief Executive Officer, Chief Administrative Officer (Mansfield), Finance Director (Mansfield) and the General Managers and Deputy General Managers of the Business Units, Head of Internal Audit Department and the Corporate Controller of the Company that as at 31 December 2019:

- (a) the financial records of the Group have been properly maintained and the financial statements for the year ended 31 December 2019 give a true and fair view of the Group's operations and finances; and
- (b) the system of risk management and internal controls in place for the respective business divisions were adequate and effective as at 31 December 2019 to address the Group's financial, operational, compliance and information technology risks which the business divisions consider relevant and material to their operations.

AUDIT COMMITTEE

Principle 10 – Establishment of an Audit & Risk Management Committee with written terms of reference

The Audit & Risk Management Committee ("ARMC") has three members. The ARMC comprises entirely non-executive directors, majority of whom (including the Chairman) are independent. The Board is satisfied that members of the ARMC are appropriately qualified to discharge their responsibilities. The Chairman and members of the ARMC are:

Mr. Steven Chong Teck Sin	Chairman
Mr. Neal Manilal Chandaria	Member
Mr. Teruo Kiriya	Member

None of the members of the ARMC are former partners or directors of the Company's existing external or internal audit firm (a) within a period of two years commencing on the date of their ceasing to be a partner of the external or internal audit firm and in any case; (b) for so long as they have any financial interest in the external or internal audit firm.

The ARMC met four times during the year under review. Other board members, key management of the Mansfield Group of companies, the Corporate Controller, representatives of the Internal Audit firm, Mazars LLP, Company Secretary and the External Auditor are invited to these meetings. The ARMC meets with the internal and external auditors, without the presence of the Company's management, at least once a year to obtain feedback on the competency and adequacy of the finance function and to ascertain if there are any material weaknesses or control deficiencies in the Group's financial reporting and operational systems. This meeting enables the auditors to raise issues encountered in the course of their work directly to the ARMC. In addition, the ARMC is periodically updated on changes in accounting standards, risk management, corporate governance and regulatory related topics which have a direct impact on financial statements during the year.

The ARMC guided by its Terms of Reference, reviews the scope and results of the internal and external audit, significant financial reporting issues and the cost effectiveness, and adequacy of the Company's internal controls, risk management as well as the effectiveness of the Company's internal audit function at least annually.

The responsibilities of the ARMC include the following:

- review and recommend to the Board the release of the quarterly and full year financial statements;
- review the independence and objectivity of the internal and external auditors, their appointment, re-appointment and audit fee;
- review and approve both the internal audit and the external auditor's scope and plan to assure completeness of coverage and effective use of audit resources and where the auditors also supply a substantial volume of non-audit services to the Company, review the nature and extent of non-audit services performed by them to ensure that the independence of the auditors would not be affected;
- review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements and any formal announcements relating to the Company's financial performance;
- review and report to the Board the internal audit plan, oversees and reviews the adequacy and effectiveness of the internal control functions and evaluate the level of risks and assess the system of ensuring integrity of financial reporting, steps taken by Management to minimise or control Company's exposure to such risks and assessing financial risk management;
- review major findings on internal audit during the year and Management's responses thereto, difficulties encountered during the course of the audit and compliance with relevant professional internal audit standards with the Director of Internal Audit and Management;
- review interested person transactions as required under the Listing Manual of the Singapore Exchange Securities Trading Limited Listing Manual ("SGX-ST");
- review the internal and external business risks in the context of the Company's and its subsidiaries' business strategies as identified, analysed and assessed by the Management;

CORPORATE GOVERNANCE

- oversee the risk management function and the Enterprise Risk Management framework as established by the Management;
- review the risk management policy and guidelines including risk levels and risk appetite submitted to it by the Management;
- monitor risk management activities and processes and procedures pertaining to risk-related activities; and
- monitor the integrity and effectiveness of internal controls and reporting systems.

The ARMC makes recommendations to the Board for approval by Shareholders, the appointment, re-appointment and removal of the Company's external auditors. It also reviews and approves the remuneration and terms of engagement of the internal audit firm and the external auditors.

In appointing the audit firm for the Company, the ARMC is satisfied that the Company has complied with the requirements of Rule 712 and 715 of the Listing Manual of the SGX-ST.

The ARMC reviews the Group's risk assessment according to the guidelines in its Terms of Reference and, based on the auditors' reports and management controls in place throughout the Group, is satisfied that there are adequate internal controls, including financial, operational, compliance and information technology controls, and risk management systems in the Group.

The ARMC has full access to the external and internal auditors and has full authority to invite any Director or executive officer to its meetings. The ARMC is authorised to have full and unrestricted access and co-operation of the Company's Management, personnel, records and other information as required to discharge its responsibilities.

The ARMC has reviewed all non-audit services provided by the external auditors to the Company and is of the opinion that the extent of such services provided will not prejudice the independence and objectivity of the external auditors. The amount paid and payable to external auditors for audit and non-audit services fees were \$300,000 and \$115,000, respectively, for the financial period under review. The re-appointment of the external auditors will be subject to approval by way of an ordinary resolution of shareholders at the Company's Annual General Meeting, to be held on 3 June 2020.

The ARMC has reviewed the Management's assessment and discussed with the external auditors about the identified key audit matters (refer to page 45 to 47 of this Annual Report); and how those key audit matters have been addressed by the external auditors. Having considered the Management's assessment; and the approach taken by the external auditors and their findings, the ARMC is satisfied with the basis and estimates adopted by the Group.

SHAREHOLDER RIGHTS AND ENGAGEMENT – PRINCIPLES 11 & 12

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Principle 11: 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 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company

The Company is committed to promoting effective communication with all shareholders, ensuring all shareholders are provided with equal and timely access to material information concerning the Company. Prompt and relevant information with regard to the Company's corporate developments and financial performance is disseminated in compliance with its continuous disclosure obligations in line with the Code and the Listing Manual of the SGX-ST.

The Company discloses to its shareholders pertinent information in a clear, forthcoming and timely manner on a regular basis. The quarterly financial results are published through the SGXNET, news releases and the Company's corporate website. The Company also retained an investor relations firm to assist in its dissemination of material information. The Company had been holding analyst briefings after its results announcement in previous years. The Company monitors the dissemination of material information to ensure that it is made publicly available on a timely and non-selective basis.

The Company does not practice selective disclosure. Price-sensitive information is first publicly released through SGXNET, either before the Company meets with any investors or analysts or simultaneously with such meetings. The results are published through the SGXNET, news releases and the Company's website and Share Investor. All shareholders of the Company receive the annual report, and notice of AGM, which is held within four months after the close of the financial year. The notice is also advertised in the newspapers. The annual report is also available on the Company's corporate website, www.innotek.com.sg.

Whilst there is no limit imposed on the number of proxy votes for nominee companies, the Constitution allow each shareholder to appoint up to two proxies to attend and vote at General Meetings on their behalf. The Constitution currently do not provide for shareholders to vote at General Meetings in absentia such as by mail, email or fax. Such voting methods will need to be carefully reviewed for feasibility to ensure there is no compromise to either the integrity of the information or the proper authentication of the identity of the shareholders.

At General Meetings, shareholders are given the opportunity to communicate their views on matters relating to the Group, with the Board members, Board Committees, the Company Secretary as well as the external auditor in attendance at the AGMs.

The minutes of general meetings, which include substantial comments or queries from shareholders and responses from the Board were available to shareholders upon written request. Moving forward, the Company will publish its minutes of general meetings of shareholders on its corporate website.

To promote greater transparency and effective participation, the Company has conducted the voting of all its resolutions by poll at its general meetings. Independent scrutineers are appointed to conduct the voting process. Independent scrutineers brief the shareholders on the rules and the voting process and verify and tabulate votes after each resolution. The detailed voting results at the general meetings showing the number of votes cast for and against each resolution and the respective percentages tabled, were announced immediately at the general meetings and via SGXNET immediately after each general meeting.

▶ CORPORATE ▶ GOVERNANCE

In 2019, shareholders were presented with the quarterly and full-year financial results within 45 days of the end of the quarter and 60 days of the end of the financial year. Through the release of its financial results, the Board aims to present shareholders with a balanced and comprehensible assessment of the Group's performance, position and prospects which extends to interim and other price sensitive public reports, and reports to regulators (if required).

Pursuant to the amendments to Rule 705(2) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual which took effect on 7 February 2020, the Company is not required to perform quarterly reporting. Notwithstanding the adoption of this new reporting framework, the Group remains committed in announcing material business development on a timely manner to keep shareholders updated as and when appropriate.

During the year, the Company held a briefing session with the financial and investment community after the release of its First Quarter financial results in April 2019. The Board was present and key management of the Group presided over the briefing session and offered comprehensive review of the Company's performance. An information package comprising the financial statements, media release are shared with all participants at the briefing.

DIVIDEND POLICY

In considering the level of dividend payments, the Board takes into account various factors, including the level of cash available, the return on equity and retained earnings and set aside a certain percentage of the Group net operating profits attributable to shareholders for payment of dividend.

MANAGING STAKEHOLDERS RELATIONSHIPS – PRINCIPLE 13

ENGAGEMENT WITH STAKEHOLDERS

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of materials stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served

The Company adopts transparent, accountable and effective communication practices as a key means to enhance standards of corporate governance. The Company aims to provide clear and continuous disclosure of its corporate governance practices through efficient use of technology. The following information is made available on the Company's corporate website at www.innotek.com.sg:

- (a) Board and Management profiles;
- (b) Notices of general meetings, result of general meetings and minutes of general meetings;
- (c) Annual Reports;
- (d) Circulars/Letters to shareholders;
- (e) Company announcements;
- (f) Press releases; and
- (g) Financial results.

CORPORATE GOVERNANCE

The latest Annual Report, financial results, and company announcements are posted on the Company's corporate website following their release to the market, to ensure fair dissemination to shareholders.

The Company has provided the contact details of the Company Secretary for Investor Relations or Media enquiries which facilitates effective communication with the Company's shareholders and the general investor community.

ADDITIONAL INFORMATION

Dealings in Securities

In line with the rules of the Listing Manual of the SGX-ST, the Company has in place a policy and guidelines on dealings in the securities of the Company. This policy and guidelines restrict Directors and employees from trading in the Company's securities during the period falling two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's full year financial statements.

Additionally, Directors and employees of the Company are also reminded to be mindful of the insider trading prohibitions and ensure that their dealings in securities do not contravene the laws on insider trading under the Securities and Futures Act, and the Companies Act. The policy and guidelines also remind employees and Directors of the Group that they should not deal in the Company's securities on short term considerations.

Directors are required to report to the Company Secretary whenever they deal in the Company's shares and the Company Secretary will make the necessary announcements.

Whistle-Blowing Policy

To reinforce a culture of good business ethics and governance, the Group has in place a whistle-blowing policy and procedures. The aim of this policy is to encourage the reporting in good faith of any suspected improper conduct whilst protecting the whistleblowers from reprisal within the limits of the law.

The whistle blowing policy provides employees an avenue for reporting in good faith of suspected fraud, corruption, dishonest practices or other similar matters. All reports are channeled to the ARMC Chairman directly via a dedicated and secured e-mail channel who will treat the matter with utmost confidentiality.

All cases reported are treated confidentially and objectively investigated. Identities of whistle blower will be kept confidential to the extent possible. Results of the investigation would not be disclosed or discussed with anyone other than those who have a legitimate right to know. Investigation of such reports will be handled by the whistle blow committee headed by Mr. Ukawa Masatsugu and involve persons who need to be involved in order to properly carry out the investigation. The committee will review the information disclosed and will, on a best efforts basis, carry out the investigation in a timely manner. The committee will interview the whistle blower, if known, and if it was an anonymous submission, to determine whether the circumstances warrants a report to the ARMC for further investigation and corrective actions (if any) to be taken.

CORPORATE GOVERNANCE

Interested Person Transaction Policy

In general, the Company has established procedures to ensure that all Interested Person Transactions will be undertaken on an arms' length basis and on normal commercial terms, which are generally no more favourable than those extended to unrelated third parties and will thus not be prejudicial to the interests of the Company and the shareholders.

The Company has adopted an internal policy in respect of any transactions with interested persons and has procedures established for the review and approval of the Company's interested person transactions.

The aggregate value of Interested Person Transactions (excluding transactions of less than S\$100,000 each) entered into during the financial year under review are as follows:-

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
Dongguan Konka Mould Plastic Co. Ltd	\$157,696	None
Dongguan Grand Mould Plastic Co. Ltd.	\$257,045	None
All Brilliant Limited	\$131,853	None
Wuhan Grand Mould Plastic Co. Ltd.	\$797,947	None
Anhui KM Technology Co. Ltd.	\$324,978	None

The Company does not have any shareholders' mandate for interested person transactions.

Material Contracts

During the financial year, there were no material contracts entered into by the Company or any of its subsidiary companies involving the interests of any director or the controlling shareholder of the Company except those announced via SGXNET from time to time in compliance with the SGX-ST Listing Manual.

Sustainability Reporting

The Board recognises that to ensure business is sustainable, the Group has to strike a balance between its business needs and the need of the society and the environment in which the Group operates. The Board believes that to grow sustainably, we need to engage with our stakeholders to identify material aspects that guide our decision making. We focus on initiatives that will improve quality, our people, the environment and the community. The Group's efforts to employ eco-friendly and sustainable value chain processes, training programmes for its employees, interaction and cooperation with the communities, its anti-corruption procedures and the relevant policy to ensure health, safety and welfare of its employees and other sustainability issues will be released in a stand-alone report to its shareholders.

InnoTek sustainability report adopts Reporting Principles and Standard Disclosures in accordance with Global Reporting Initiatives (GRI) G4 Reporting Guidelines.

Corporate Social Responsibility

The Company continue to play its part in ensuring energy conservation in our plants and offices by cutting down on our energy usage. This helps mitigate climate change and save costs for the Group. Appropriate measures have been put in place to conserve energy and reduce water usage in all our facilities. We adopt good human resource policies and practices that promote fairness, safe working conditions and encourage teamwork, which is one of the Company's Core Value.

During the year, Sun Mansfield Manufacturing (Dongguan) Trade Union members visited an old age nursing home in Tangxia, Dongguan bringing joy to the residents at the nursing home.

Our ongoing focus on safety and security, encompassing the reduction of accidents, sick leave and environmental damage, is keeping us on a steady course towards a more sustainable business. At the same time, the Company encourages social conscious behaviour in its employees to actively contribute to the communities and seek to engage in worthy social activities.

▶ DIRECTORS' ▶ STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of InnoTek Limited (the “Company”) and its subsidiaries (collectively, the “Group”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2019.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Neal Manilal Chandaria (Chairman)
Lou Yiliang
Steven Chong Teck Sin
Sunny Wong Fook Choy
Teruo Kiriya

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

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

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
<i>Ordinary shares of the Company</i>				
Lou Yiliang ⁽¹⁾	14,082,700	14,082,700	11,902,800	11,902,800
<i>Share options of the Company</i>				
Lou Yiliang	5,000,000	10,000,000	–	–

⁽¹⁾ Lou Yiliang is deemed to be interested in the 11,902,800 ordinary shares held through Phillip Securities Pte Ltd.

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

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

OPTIONS

(1) InnoTek Limited – Employees' Share Option Plan

- (a) InnoTek Employees' Share Option Plan (the "Plan") was approved by the shareholders at an Extraordinary General Meeting on 18 September 2000. The Plan expired on 8 February 2006 and was succeeded by the InnoTek Employees' Share Option Scheme II.
- (b) InnoTek Employees' Share Option Scheme II ("Scheme II") was approved by shareholders at the Extraordinary General Meeting on 30 April 2008. Scheme II expired on 9 March 2014 and was succeeded by the InnoTek Employees' Share Option Scheme 2014.
- (c) InnoTek Employees' Share Option Scheme 2014 ("Scheme 2014") was approved by shareholders at the Extraordinary General Meeting on 28 April 2014. Scheme 2014 succeeded Scheme II which expired in March 2014. Scheme 2014 expired on 1 December 2019. Options granted under the Scheme 2014 remain exercisable until the end of the relevant Option Period.

DIRECTORS' STATEMENT

OPTIONS (CONTINUED)

- (2) All employees' share option plans are administered by the Remuneration Committee whose members are:

Sunny Wong Fook Choy (Chairman)
Teruo Kiriya
Steven Chong Teck Sin

- (3) During the financial year, 5,000,000 share options to subscribe for ordinary shares of the Company was granted to a director of the Company under Scheme 2014.
- (4) Details of all the options to subscribe for ordinary shares of the Company under Scheme 2014 as at 31 December 2019 are as follows:

Expiry date	Exercise price (\$)	Number of options
19 January 2021	0.185	2,000,000
9 March 2022	0.345	3,000,000
29 March 2024	0.520	2,500,000
21 November 2024	0.484	2,500,000
Total		10,000,000

- (5) Details of the options to subscribe for ordinary shares of the Company granted to a director of the Company pursuant to the Scheme 2014 are as follows:

Name of director	Options granted during financial year	Aggregate options granted since commencement of plan to end of financial year	Aggregate options exercised since commencement of plan to end of financial year	Aggregate options outstanding as at end of financial year
Lou Yiliang	5,000,000	10,000,000	—	10,000,000
Total	5,000,000	10,000,000	—	10,000,000

DIRECTORS' STATEMENT

OPTIONS (CONTINUED)

(6) Since the commencement of the employee share option plans till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company and their associates
- No participant other than those mentioned in point (5) above, has received 5% or more of the total options available under the plans
- No options other than those mentioned above have been granted to directors and employees of the Company and its subsidiaries
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted
- No options have been granted at a discount

AUDIT & RISK MANAGEMENT COMMITTEE

The Audit & Risk Management Committee ("ARMC") carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act, Chapter 50, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group's and the Company's management to the external and internal auditors
- Reviewed the quarterly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors
- Reviewed effectiveness of the Group's and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor
- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the ARMC
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor
- Reviewed the nature and extent of non-audit services provided by the external auditor
- Recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit

DIRECTORS' STATEMENT

AUDIT & RISK MANAGEMENT COMMITTEE (CONTINUED)

- Reported actions and minutes of the ARMC to the board of directors with such recommendations as the ARMC considered appropriate
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual

The ARMC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The ARMC has also conducted a review of interested person transactions.

The ARMC convened four meetings during the year with full attendance from all members. The ARMC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the ARMC are disclosed in the Corporate Governance Report.

AUDITOR

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

On behalf of the board of directors,



Neal Manilal Chandaria
Director



Lou Yiliang
Director

Singapore
11 May 2020

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INNOTEK LIMITED

Report on the Audit of the Financial Statements

OPINION

We have audited the financial statements of InnoTek Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2019, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and 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 and changes in equity of the Company for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

KEY AUDIT MATTERS (CONTINUED)

Impairment of trade receivables and contract assets

The gross balance of the Group's trade receivables and contract assets as of 31 December 2019 is \$54.9 million, against which allowance for expected credit losses of \$0.5 million was made. The collectability of trade receivables and contract assets is a key element of the Group's working capital management, which is managed on an ongoing basis by management. The Group determines expected credit losses of trade receivables and contract assets by making debtor-specific assessment of expected impairment loss for long overdue trade receivables, and using a provision matrix for remaining trade receivables that is based on its historical credit loss experience, and adjusted for forward-looking information specific to the debtors and economic environment. This assessment involved significant judgement and accordingly, we determine that this is a key audit matter.

As part of our audit, we obtained an understanding of the Group's processes and controls relating to the monitoring of trade receivables and contract assets and considered ageing of trade receivables to identify collection risks. Our audit procedures included, amongst others, requesting confirmation of selected trade receivable balances, obtaining evidence of receipts subsequent to the year-end, and discussing the identified collection issues with the relevant business managers. We evaluated management's assumptions and inputs used in determining the provision matrix through ageing analyses, review of historical credit loss experiences, and consideration of the data and information that management has used to make forward-looking adjustments. We checked the arithmetic accuracy of the computation of expected credit losses. We also assessed the adequacy of the Group's disclosures related to the impairment of trade receivables and contract assets and the related risks such as credit risk included in Note 21 *Trade and other receivables* and Note 35 *Financial risk management objectives and policies*.

Allowance for inventory obsolescence

The gross balance of the Group's inventories as of 31 December 2019 is \$17.4 million, against which allowance for inventory obsolescence of \$0.4 million was made. The determination of allowance for inventory obsolescence requires management to exercise significant judgement in identifying slow-moving or obsolete inventories and making estimates of their net realisable values. This process is particularly complicated for inventories that are components of customers' products that are reaching or have reached their end-of-life.

As part of our audit, we attended and observed physical inventory counts at all material inventory locations where we observed procedures to identify slow-moving and obsolete inventories. We tested management's ageing analyses for samples of inventories by re-performing the ageing calculation and discussed with management on how slow-moving inventories for selected samples were dealt with. We obtained an understanding of the analyses and assessments made by management with respect to slow-moving and obsolete inventories and end-of-life products, including the specific identification of these inventories, and tested the adequacy of the allowance made by management by comparing the net carrying amount of inventories to their net realisable values. We also assessed the adequacy of the disclosures related to the allowance for inventory obsolescence included in Note 20 *Inventories*.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

KEY AUDIT MATTERS (CONTINUED)

Impairment of property, plant and equipment and right-of-use assets

The Group operates several production facilities in the People's Republic of China (the "PRC") and the net carrying amount of its property, plant and equipment and right-of-use assets amount to \$29.1 million and \$25.3 million at 31 December 2019, respectively. As at that date, the Group identified indicators of impairment for property, plant and equipment and right-of-use assets belonging to certain cash generating units ("CGUs"). Pursuant to the assessment of the CGUs' recoverable amounts based on value in use, the Group did not recognise any impairment loss for the financial year ended 31 December 2019. The estimation of value in use required forecasting and discounting of future cash flows of the relevant CGUs and the process of making the underlying assumptions involved significant management judgement.

Our audit procedures included, amongst others, obtaining an understanding of management's assessment for indicators of impairment and their process and basis of determining recoverable amount of the CGUs. We evaluated the methodology used by management in estimating value in use and assessed the assumptions used, such as revenue and growth projections, budgeted gross margins and the discount rates applied. We compared past years' results with management budgets, corroborated the key assumptions used with our understanding of the outlook of the industry and performed sensitivity analysis on key assumptions. We involved our internal specialist to assist us in the review of the valuation methodology used by management and the benchmarking of inputs used to develop the discount rate to market data of comparable companies. We also assessed the adequacy of the disclosures on the reversal of impairment and related sensitivity analysis in Note 13 *Property, plant and equipment*.

OTHER INFORMATION

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

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

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

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

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.

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

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

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

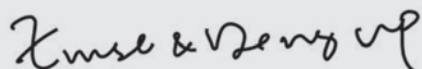
We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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 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 Tee Huey Yenn.



Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
11 May 2020

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Group	
	Note	2019 \$'000	2018 \$'000
Revenue			
Cost of sales	5	186,721	218,299
		(145,956)	(171,573)
Gross profit		40,765	46,726
Other items of income			
Interest income	6	1,174	944
Other income	7	5,338	7,275
Other items of expense			
Selling and distribution		(3,452)	(3,867)
Administrative expenses		(24,005)	(26,147)
Finance costs	8	(164)	(1)
Other expenses	9	(304)	(1,584)
Share of results of joint venture	17	3	(1)
Profit before tax	10	19,355	23,345
Income tax expense	11	(2,697)	(3,106)
Profit for the year attributable to owners of the Company		16,658	20,239
Earnings per share attributable to owners of the Company (cents per share)			
Basic	12	7.36	8.98
Diluted	12	7.30	8.92

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Group	
		2019	2018
		\$'000	\$'000
Profit for the year		16,658	20,239
Other comprehensive income			
<u>Items that will not be reclassified to profit or loss</u>			
Revaluation gain on property, plant and equipment upon transfer to investment properties	13, 30(a)	1,298	–
<u>Items that may be reclassified subsequently to profit or loss</u>			
Foreign currency translation		(3,675)	(2,901)
Fair value gain on financial assets measured at fair value through other comprehensive income	30(f)	124	–
Other comprehensive income for the year, net of tax		(2,253)	(2,901)
Total comprehensive income for the year attributable to owners of the Company		14,405	17,338

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

BALANCE SHEETS

AS AT 31 DECEMBER 2019

		Group		Company	
	Note	2019	2018	2019	2018
		\$'000	\$'000	\$'000	\$'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	29,133	33,332	15	26
Right-of-use assets	28	25,250	–	51	–
Investment properties	14	27,391	26,308	–	–
Prepaid land lease payments	15	–	1,753	–	–
Intangible assets	16	300	359	–	–
Investment in subsidiary	4	–	–	47,061	74,500
Investment in joint venture	17	1,519	1,562	–	–
Deferred tax assets	19	692	801	–	–
Prepayment for property, plant and equipment		456	267	–	–
Other receivables	21	1,417	1,111	–	–
		86,158	65,493	47,127	74,526
Current assets					
Inventories	20	25,220	25,159	–	–
Trade and other receivables	21	58,656	70,344	5,847	2,950
Contract assets	5	1,467	1,807	–	–
Prepayments	22	272	618	47	46
Loan to a subsidiary	23	–	–	13,500	–
Other investments	18	28,742	25,494	24,297	12,598
Cash and short-term deposits	24	43,999	34,649	1,664	1,268
		158,356	158,071	45,355	16,862
Total assets		244,514	223,564	92,482	91,388
LIABILITIES AND EQUITY					
Current liabilities					
Provisions	25	5	8	–	–
Income tax payable		3,711	4,978	16	15
Trade and other payables	26	52,019	62,642	701	672
Contract liabilities	5	1,922	3,112	–	–
Lease liabilities	28	3,193	34	41	–
		60,850	70,774	758	687
Net current assets		97,506	87,297	44,597	16,175

BALANCE SHEETS

AS AT 31 DECEMBER 2019

	Note	Group		Company	
		2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Non-current liabilities					
Provisions	25	474	515	–	–
Deferred tax liabilities	19	1,721	2,653	643	545
Loans and borrowings	27	224	–	–	–
Lease liabilities	28	20,333	26	10	–
		22,752	3,194	653	545
Total liabilities		83,602	73,968	1,411	1,232
Net assets		160,912	149,596	91,071	90,156
Equity attributable to owners of the Company					
Share capital	29(a)	98,021	98,021	98,021	98,021
Treasury shares	29(b)	(11,739)	(11,739)	(11,739)	(11,739)
Retained earnings		74,822	62,921	4,602	4,117
Other reserves	30	(192)	393	187	(243)
Total equity		160,912	149,596	91,071	90,156
Total liabilities and equity		244,514	223,564	92,482	91,388

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2019 Group	Note	Attributable to owners of the Company				
		Equity, total	Share capital	Treasury shares	Retained earnings	Other reserves
		\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January 2019		149,596	98,021	(11,739)	62,921	393
Profit for the year		16,658	–	–	16,658	–
<u>Other comprehensive income for the year, net of tax</u>						
Foreign currency translation		(3,675)	–	–	–	(3,675)
Revaluation gain on property, plant and equipment upon transfer to investment properties	13, 30(a)	1,298	–	–	–	1,298
Fair value gain on financial assets measured at fair value through other comprehensive income ("FVOCI")	30(f)	124	–	–	–	124
Total comprehensive income for the year		14,405	–	–	16,658	(2,253)
<u>Contributions by and distributions to owners</u>						
Grant of equity-settled share options to employees	10	306	–	–	–	306
Dividends on ordinary shares	38	(3,395)	–	–	(3,395)	–
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		(3,089)	–	–	(3,395)	306
<u>Others</u>						
Transfer to statutory reserve fund		–	–	–	(1,362)	1,362
At 31 December 2019		160,912	98,021	(11,739)	74,822	(192)

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Attributable to owners of the Company				
2018 Group	Note	Equity, total \$'000	Share capital \$'000	Treasury shares \$'000	Retained earnings \$'000	Other reserves \$'000
At 1 January 2018		134,035	98,021	(12,997)	47,432	1,579
Profit for the year		20,239	–	–	20,239	–
Other comprehensive income for the year, net of tax						
Foreign currency translation		(2,901)	–	–	–	(2,901)
Total comprehensive income for the year		17,338	–	–	20,239	(2,901)
Contributions by and distributions to owners						
Grant of equity-settled share options to employees	10	61	–	–	–	61
Treasury shares reissued pursuant to employee share options plan	29(b)	424	–	1,258	–	(834)
Dividends on ordinary shares	38	(2,262)	–	–	(2,262)	–
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		(1,777)	–	1,258	(2,262)	(773)
Others						
Transfer to statutory reserve fund		–	–	–	(2,488)	2,488
At 31 December 2018		149,596	98,021	(11,739)	62,921	393

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Company	Note	Equity, total \$'000	Share capital \$'000	Treasury shares \$'000	Retained earnings \$'000	Other reserves \$'000
At 1 January 2018		91,185	98,021	(12,997)	5,631	530
Profit for the year, representing total comprehensive income for the year		748	–	–	748	–
<u>Contributions by and distributions to owners</u>						
Grant of equity-settled share options to employees	10	61	–	–	–	61
Treasury shares reissued pursuant to employee share option plans	29(b)	424	–	1,258	–	(834)
Dividends on ordinary shares	38	(2,262)	–	–	(2,262)	–
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		(1,777)	–	1,258	(2,262)	(773)
At 31 December 2018 and 1 January 2019		90,156	98,021	(11,739)	4,117	(243)
Profit for the year		3,880	–	–	3,880	–
<u>Other comprehensive income for the year, net of tax</u>						
Fair value gain on financial assets measured at fair value through other comprehensive income ("FVOCI")	30(f)	124	–	–	–	124
Total comprehensive income for the year		4,004	–	–	3,880	124
<u>Contributions by and distributions to owners</u>						
Grant of equity-settled share options to employees	10	306	–	–	–	306
Dividends on ordinary shares	38	(3,395)	–	–	(3,395)	–
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners		(3,089)	–	–	(3,395)	306
At 31 December 2019		91,071	98,021	(11,739)	4,602	187

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Group	
	Note	2019 \$'000	2018 \$'000
Operating activities			
Profit before tax		19,355	23,345
Adjustments for:			
Depreciation of property, plant and equipment	13	5,041	4,955
Amortisation of intangible assets	16	100	101
Amortisation of prepaid land lease payments	15	–	53
Depreciation of right-of-use assets	28(a)	731	–
Net gain on disposal of property, plant and equipment	7	(43)	(1,273)
Net fair value loss on derivatives	9	–	112
Share-based payments	10	306	61
Net fair value (gain)/loss on investment securities	7, 9	(543)	251
Reversal of impairment loss on property, plant and equipment	13	(149)	(1,163)
Net (gain)/loss on disposal of other investments	10	(27)	155
Net fair value loss/(gain) on investment properties	14	304	(197)
Allowance for expected credit losses	21	8	319
Share of results of joint venture		(3)	1
Net reversal of provisions	25	(25)	(194)
Interest expense	8	164	1
Interest income	6	(1,174)	(944)
Dividend income from other investments	7	(163)	(166)
Net allowance for inventory obsolescence	20	414	498
Net (reversal of impairment loss)/impairment loss on capitalised contract costs	20	(319)	152
Exchange differences		(2,471)	(1,357)
Operating cash flows before changes in working capital		21,506	24,710
Changes in working capital:			
Decrease/(increase) in trade and other receivables and contract assets		11,727	(2,026)
Increase in inventories		(122)	(1,556)
Decrease/(increase) in prepayments		264	(73)
Decrease in trade and other payables and contract liabilities		(11,813)	(382)
Decrease in provisions		(6)	(10)
Cash flows from operations		21,556	20,663
Interest paid		(164)	(1)
Interest received		1,209	1,018
Income taxes paid		(4,706)	(3,180)
Net cash flows generated from operating activities		17,895	18,500

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Group	
	Note	2019 \$'000	2018 \$'000
Investing activities			
Purchase of property, plant and equipment	13	(2,063)	(9,986)
Proceeds from disposal of property, plant and equipment		249	1,763
Purchase of other investments		(7,677)	(24,854)
Deposit (paid)/refunded for property, plant and equipment		(188)	2,295
Additions to intangible assets	16	(49)	(370)
Proceeds from disposal of other investments		5,088	13,678
Dividend from other investments	7	163	166
Increase in bank balance under portfolio investment management		(404)	(39)
Net cash flows used in investing activities		(4,881)	(17,347)
Financing activities			
Proceeds from bank loan	27	222	–
Proceeds from reissuance of treasury shares	29(b)	–	424
Payment of principal portion of lease liabilities	27	(616)	(26)
Dividend paid on ordinary shares	38	(3,395)	(2,262)
Net cash flows used in financing activities		(3,789)	(1,864)
Net increase/(decrease) in cash and cash equivalents		9,225	(711)
Effect of exchange rate changes on cash and cash equivalents		(279)	(463)
Cash and cash equivalents at 1 January		33,980	35,154
Cash and cash equivalents at 31 December	24	42,926	33,980

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

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

1. CORPORATE INFORMATION

InnoTek Limited (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange.

The registered office and principal place of business of the Company is located at 160 Robinson Road, #24-12 SBF Center, Singapore 068914.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries and joint venture are disclosed in Notes 4 and 17. There has been no significant change in the nature of these activities during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollar (“SGD” or “\$”) and all values in the tables are rounded to the nearest thousand (“\$’000”), except when otherwise indicated.

2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2019. The adoption of these standards did not have any material effect on the financial performance or position of the Group except for the adoption of SFRS (I) 16 *Leases* and SFRS(I) INT 23 *Uncertainty over Income Tax Treatments* as described below.

(a) SFRS(I) 16 *Leases*

SFRS(I) 16 supersedes SFRS(I) 1-17 *Leases*, SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*, SFRS(I) INT 1-15 *Operating Leases-Incentives* and SFRS(I) INT 1-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under SFRS(I) 16 is substantially unchanged from SFRS(I) 1-17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in SFRS(I) 1-17. Therefore, SFRS(I) 16 did not have an impact for leases where the Group is the lessor.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Adoption of new and amended standards and interpretations (Continued)

(a) SFRS(I) 16 Leases (Continued)

The Group and Company adopted SFRS(I) 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application and comparatives are not restated. The Group and Company elected to use the transition practical expedient to not reassess whether a contract is, or contains a lease at 1 January 2019. Instead, the Group and Company applied the standard only to contracts that were previously identified as leases applying SFRS(I) 1-17 and SFRS(I) INT 4 at the date of initial application.

The effect of adoption of SFRS(I) 16 as at 1 January 2019 was as follows:

Group	As at 1 January 2019 (As previously reported) \$'000	SFRS(I) 16 adjustments \$'000	As at 1 January 2019 (Restated) \$'000
Assets			
Property, plant and equipment	33,332	(104)	33,228
Right-of-use assets	–	3,794	3,794
Prepaid land lease payments (Current)	84	(84)	–
Prepaid land lease payments (Non-current)	1,753	(1,753)	–
Liabilities			
Lease liabilities (Current)	–	664	664
Lease liabilities (Non-current)	–	1,249	1,249
Finance lease liabilities (Current)	34	(34)	–
Finance lease liabilities (Non-current)	26	(26)	–
Company			
Assets			
Right-of-use assets	–	91	91
Liabilities			
Lease liabilities (Current)	–	40	40
Lease liabilities (Non-current)	–	51	51

The Group and Company has lease contracts for various items of motor vehicles, leasehold land and buildings. Before the adoption of SFRS(I) 16, the Group and Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. Refer to Note 2.22 for the accounting policy prior to 1 January 2019.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Adoption of new and amended standards and interpretations (Continued)

(a) SFRS(I) *Leases* (Continued)

Upon adoption of SFRS(I) 16, the Group and Company applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which have been applied by the Group and Company. Refer to Note 2.22 for the accounting policy beginning on and after 1 January 2019.

Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under SFRS(I) 1-17). The requirements of SFRS(I) 16 were applied to these leases from 1 January 2019.

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group also applied the available practical expedients wherein it:

- Using the lessee's incremental borrowing rate for the underlying assets
- Relied on its assessment of whether leases are onerous immediately before the date of initial application as an alternative to performing an impairment review
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

Based on the above, as at 1 January 2019:

- The Group and Company recognised and presented separately the right-of-use assets of \$3,794,000 and \$91,000 respectively in the balance sheet. This includes land use rights previously recognised under prepaid land lease payments.
- Additional lease liabilities of \$1,913,000 and \$91,000 were recognised by the Group and Company, respectively. This includes commitments relating to leases previously classified as finance leases.
- The initial adoption of SFRS(I) 16 did not have a material impact on the opening balance of the equity of the Group and the Company.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Adoption of new and amended standards and interpretations (Continued)

(a) SFRS(I) 16 *Leases* (Continued)

Leases previously accounted for as operating leases (Continued)

The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as of 31 December 2018, as follows:

	Group \$'000	Company \$'000
Operating lease commitments as at 31 December 2018	5,905	110
<i>Less:</i>		
Commitments relating to short-term leases	(3,637)	–
Commitments relating to leases of low-value assets	(154)	(16)
	2,114	94
Weighted average incremental borrowing rate as at 1 January 2019	10.23%	3.00%
Discounted operating lease commitments as at 1 January 2019	1,853	91
<i>Add:</i>		
Commitments relating to leases previously classified as finance leases	60	–
Lease liabilities as at 1 January 2019	1,913	91

(b) SFRS(I) INT 23 *Uncertainty over Income Tax Treatment*

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of SFRS(I) 1-12 *Income Taxes*. It does not apply to taxes or levies outside the scope of SFRS(I) 1-12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Adoption of new and amended standards and interpretations (Continued)

(b) SFRS(I) INT 23 *Uncertainty over Income Tax Treatment* (Continued)

The Group applies significant judgement in identifying uncertainties over income tax treatments. The Group's subsidiaries mainly operates in the People's Republic of China and Hong Kong and it has assessed whether the Interpretation had an impact on its consolidated financial statements.

Upon adoption of the Interpretation, the Group considered whether it has any uncertain tax positions, particularly those relating to transfer pricing. The subsidiaries' tax filings in different jurisdictions include deductions related to transfer pricing and the taxation authorities may challenge those tax treatments. The Group determined, based on its tax compliance and transfer pricing study, that it is probable that its tax treatments (including those for the subsidiaries) will be accepted by the taxation authorities. The Interpretation did not have an impact on the consolidated financial statements of the Group.

2.3 Standards issued but not yet effective

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

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to SFRS(I) 3 <i>Definition of a Business</i>	1 January 2020
Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 <i>Definition of Material</i>	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7 <i>Interest Rate Benchmark Reform</i>	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

The Directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Basis of consolidation

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

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

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

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

2.5 Foreign currency

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

(a) Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) Consolidated financial statements

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

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency (Continued)

(b) Consolidated financial statements (Continued)

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

Monetary items cease to form part of the net investment in the foreign operation at the moment in time when the Group decides that settlement is planned or is likely to occur in the foreseeable future. Accordingly, exchange differences arising on these monetary items up to that date are recognised in other comprehensive income and accumulated under foreign currency translation reserve in equity. The exchange differences that arise after that date are recognised in profit or loss. When these monetary items are settled, the exchange differences accumulated under foreign currency translation reserve in equity are reclassified from equity to profit or loss.

2.6 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Freehold building	–	20 years
Leasehold buildings	–	10 to 25 years
Machinery and equipment	–	5 to 10 years
Furniture, fittings and office equipment	–	3 to 10 years
Motor vehicles	–	5 years
Leasehold improvements	–	5 to 20 years

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

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

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

▶ NOTES TO ▶ FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Property, plant and equipment (Continued)

An owner-occupied property is transferred from property, plant and equipment to investment properties at the date when the property meets the definition of investment property and there is evidence of the change in use. At the date of transfer, any difference between the carrying amount of the property and its fair value is accounted for as an asset revaluation. Consequently, any decrease in the carrying amount of the property is recognised in profit or loss while any increase is recognised in profit or loss to the extent that the increase reverses a previous impairment loss for that property, and in other comprehensive income for any remaining part of the increase.

2.7 Investment properties

Investment properties are properties that are either owned by the Group or right-of-use assets that are held to earn rentals or for capital appreciation, or both, rather than owner-occupied properties i.e. those for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties.

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise, including the corresponding tax effect.

A property is transferred to, or from investment property when, and only when there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. For a transfer from owner-occupied property to investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

2.8 Prepaid land lease payments

Prepaid land lease payments under operating leases are initially measured at cost. Following initial recognition, prepaid land lease payments are measured at cost less accumulated amortisation. The prepaid land lease payments are amortised on a straight-line basis over the lease terms of 47 to 49 years.

Upon adoption to SFRS (I) 16 *Leases*, the Group reclassified prepaid land lease payments to right-of-use assets as at 1 January 2019.

2.9 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, 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 expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite.

Intangible assets with finite useful lives are amortised over the estimated 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.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Intangible assets (Continued)

Computer software

Computer software was acquired separately and is amortised on a straight-line basis over its finite useful lives of 5 years.

2.10 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired or that a previously recognised impairment loss for an asset other than goodwill may no longer exist or may have decreased. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

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

Impairment losses are recognised in profit or loss.

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

2.11 Subsidiaries

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

In the Company's balance sheet, investments in its subsidiary is accounted for at cost less impairment losses.

2.12 Joint arrangement

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Joint arrangement (Continued)

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.13.

2.13 Joint venture

The Group account for its investment in joint venture using the equity method from the date on which it becomes a joint venture.

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

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

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

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

The financial statements of the joint venture are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instruments.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The measurement categories for classification of debt instruments are:

(i) Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

(ii) Fair value through other comprehensive income ("FVOCI")

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Financial instruments (Continued)

(a) Financial assets (Continued)

Subsequent measurement (Continued)

Investments in debt instruments (Continued)

(iii) Fair value through profit or loss ("FVPL")

Assets that do not meet the criteria for amortised cost or FVOCI or are held for trading are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises. Interest income from the Group's investments in debt instruments and structured deposits is presented separately in profit or loss from the net fair value gain or loss on such investments.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in other comprehensive income or are held for trading, changes in fair value are recognised in profit or loss. Dividend income from the Group's investments in equity instruments is presented separately in profit or loss from the net fair value gain or loss on such investments.

Derecognition

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

(b) Financial liabilities

Initial recognition and measurement

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

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

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Financial instruments (Continued)

(b) Financial liabilities (Continued)

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.15 Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a "12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a "lifetime ECL").

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group determines expected credit losses of trade receivables and contract assets by making debtor-specific assessment of expected impairment loss for long overdue trade receivables and using a provision matrix for remaining trade receivables that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 Impairment of financial assets (Continued)

For debt instruments at fair value through OCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the appointed representative from the bank that provides investment services to the Group assists the Group to reassess the internal credit rating of the debt instrument and whether they are considered investment grade bonds as defined by at least one of the external credit rating companies (i.e. Moody's, Standard and Poor's and Fitch) on a regular basis. In addition, the Group considers that there has been a significant increase in credit risk when the contractual payments are more than 30 days past due. Where the debt instruments are determined to have low credit risk at the reporting date, the Group assumes that the credit risk on these instruments has not increased significantly since initial recognition and ECLs are provided for credit losses that result from default events that are possible within the next 12-months. When there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.16 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.17 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Raw materials: purchase costs on a first-in first-out basis.
- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a first-in first-out basis.

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

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Presented as part of the Group's inventories in Note 20 are capitalised contract fulfilment costs relating to tooling contracts entered into with customers where revenue is recognised at a point in time. The accounting policy for such capitalised contract costs is stated in Note 2.23(b).

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Provisions

(a) General

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

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

(b) Restructuring provision

Restructuring provisions are only recognised when the Group has a constructive obligation, which is when:

- (i) there is a detailed formal plan that identifies the business or part of the business concerned, the location and the number of employee affected, the detailed estimate of the associated costs, and the timeline; and
- (ii) the employees affected have been notified of the plan's main features.

2.19 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset.

2.20 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Employee benefits

(a) Defined contribution plans

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

Certain subsidiaries of the Group participate in a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") in Hong Kong, a defined contribution pension scheme, under the Mandatory Provident Fund Schemes Ordinance for those employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become liable in accordance with the rules of the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in the People's Republic of China ("PRC") are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the profit or loss as they become liable in accordance with the rules of the central pension scheme.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

(c) Termination benefit

Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefits are recognised at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognises related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employment benefits, short-term employee benefits, or other long-term employee benefits.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Employee benefits (Continued)

(d) Employee share option plans

Employees (including senior executives) of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled share based payment transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The employee share option reserve is transferred to retained earnings upon expiry of the share options.

2.22 Leases

These accounting policies are applied on and after the initial application date of SFRS(I) 16 *Leases* on 1 January 2019:

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As Lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.10.

The Group's right-of-use assets are presented separately on the balance sheet.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Leases (Continued)

(a) As Lessee (Continued)

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in borrowings in Note 27.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

(b) As Lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from operating leases on the Group's investment properties is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned. The accounting policy for rental income is set out in Note 2.23(c).

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Leases (Continued)

These accounting policies are applied before the initial application date of SFRS(I) 16 *Leases* on 1 January 2019:

(c) As Lessee

Finance leases which transfer 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 asset 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 to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

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

(d) As Lessor

The accounting policy applicable to the Group as a lessor in the comparative period was the same as under SFRS(I) 16 *Leases*.

2.23 Revenue and rental income

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) Sale of precision metal stamping and precision machining components

The Group supplies precision metal stamping and precision machining components for manufacturers.

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. Certain goods are sold with a right of return. The Group has a present right to payment when the customer obtains control of the goods and the Group has no remaining obligations to transfer the goods to the customer.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Revenue and rental income (Continued)

(a) Sale of precision metal stamping and precision machining components (Continued)

The amount of revenue recognised is based on the estimated transaction price which comprises the contractual price and adjusted for variable consideration relating to expected returns. Based on the Group's experience with similar types of contracts, variable consideration is constrained and is included in the transaction only to the extent that it is a highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group recognises refunds due to expected returns from customers as refund liabilities. The liability is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Separately, the Group recognises a related asset for the right to recover the returned goods, based on the former carrying amount of the goods less expected costs to recover the goods and any potential decreases in value, and adjust them against cost of sales correspondingly.

At the end of each reporting date, the Group updates its assessment of the estimated transaction price, including its assessment of whether an estimate of variable consideration is constrained. The corresponding amounts are adjusted against revenue in the period in which the transaction price changes. The Group also updates its measurement of the asset for the right to recover returned goods for changes in its expectations about returned goods.

(b) Manufacture and sale of tooling

The Group manufactures and supplies tooling for manufacturers.

Revenue is recognised at a point in time when the customer obtains control of the tooling because the Group does not have an enforceable right to payment for performance completed to-date based on the contractual terms and practices in the relevant legal jurisdiction.

Progress billings to the customers are based on a payment schedule in the contract and are typically triggered upon achievement of specified manufacturing milestones. A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group satisfies its obligation under the contract.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Revenue and rental income (Continued)

(b) Manufacture and sale of tooling (Continued)

Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract and are expected to be recovered. Other contract costs are expensed as incurred.

Capitalised contract costs are subsequently recognised in profit or loss as the Group recognises the related revenue. An impairment loss is recognised in profit or loss to the extent that the carrying amount of the capitalised contract costs exceeds the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the contract costs relates less the costs that relate directly to providing the goods and that have not been recognised as expense.

(c) Rental income

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

2.24 Taxes

(a) Current income tax

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

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

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Taxes (Continued)

(b) Deferred tax

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

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

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

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Taxes (Continued)

(b) Deferred tax (Continued)

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

The Group's accounting policy in respect to uncertain income tax position is disclosed in Note 2.2(b).

(c) Sales tax

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

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

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

2.25 Share capital and share issue expenses

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

2.26 Treasury shares

The Group's own equity instruments, which are reacquired are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.27 Contingencies

A contingent liability is:

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

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

Contingent liabilities and assets are not recognised on the balance sheet of the Group.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the consolidated financial statements:

(a) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property. The carrying amount of the Group's investment properties at the end of the reporting period is disclosed in Note 14.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

3.1 Judgements made in applying accounting policies (Continued)

(b) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the timing and level of future taxable profits together with future tax planning strategies. In determining the timing and level of future taxable profits together with future tax planning strategies, the Group assessed the probability of expected future cash inflows based on expected revenues from existing orders and contracts for the next three years.

Where taxable profits are expected in the foreseeable future, deferred tax assets are recognised for unused tax losses. The carrying amounts of the Group's unrecognised tax losses as at 31 December 2019 were \$28,622,000 (2018: \$42,050,000). If the Group was able to recognise all unrecognised tax losses, profit would increase by \$5,903,000 (2018: \$9,591,000).

(c) Income taxes

The Group has exposure to income taxes in multiple jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes that is affected by the interpretation of complex tax regulations and the amount and timing of future taxable income and deductible expenditures. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises and measures liabilities for expected tax issues based on estimates of whether additional taxes will be due, possible consequences of audits by the tax authorities, as well as judgement made on whether it is probable that the Group's tax positions would be accepted by the tax authority. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's income tax payable, deferred tax assets and deferred tax liabilities as at 31 December 2019 were \$3,711,000 (2018: \$4,978,000), \$692,000 (2018: \$801,000) and \$1,721,000 (2018: \$2,653,000) respectively. The carrying amounts of the Company's income tax payable and deferred tax liabilities as at 31 December 2019 were \$16,000 (2018: \$15,000) and \$643,000 (2018: \$545,000) respectively.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

3.2 Key sources of estimates uncertainty

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

(a) Provision for expected credit losses of trade receivables and contract assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group determines expected credit losses of trade receivables and contract assets by making debtor-specific assessment of expected impairment loss for long overdue trade receivables and using a provision matrix for remaining trade receivables that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 35(c).

The carrying amounts of the Group's trade receivables and contract assets at the end of the reporting period is disclosed in Note 5(c).

(b) Useful lives and residual value of property, plant and equipment

The Group determines the residual values, useful lives and related depreciation charges for the Group's property, plant and equipment. These estimates are based on the historical experience of the actual residual values and useful lives of property, plant and equipment of similar nature and functions. They could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charges where residual values or useful lives are less than previously estimated, or it will write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation in the future periods. The carrying amounts of the Group's and the Company's property, plant and equipment at the end of the reporting period is disclosed in Note 13.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

3.2 Key sources of estimates uncertainty (Continued)

(c) Employee share options

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 31.

(d) Fair value of investment properties

Investment properties are measured at their fair values. The fair value was based on a valuation on the property conducted by an independent firm of professional valuers using property valuation techniques which involve making assumptions on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties, and the corresponding adjustments to the gain or loss recognised in profit or loss. The carrying amount of the investment properties at the end of the reporting period is disclosed in Note 14.

Further details including the key assumptions used for fair value measurement are disclosed in Note 34.

(e) Impairment of property, plant and equipment and right-of-use assets

The carrying amounts of items of property, plant and equipment and right-of-use assets are reviewed for impairment when events or changes in circumstances indicate the carrying amounts may not be recoverable. The recoverable amount of property, plant and equipment and right-of-use assets is the higher of its fair value less costs of disposal and value in use, the calculations of which involve the use of estimates. In estimating the recoverable amounts of assets, various assumptions, including future cash flows to be associated with the assets and discount rates are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

The carrying amount of the property, plant and equipment and right-of-use assets at the end of the reporting period are disclosed in Note 13 and Note 28(a) respectively.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

3.2 Key sources of estimates uncertainty (Continued)

(f) Allowance for inventory obsolescence

Management reviews the condition of inventories and makes allowance against obsolete and slow-moving inventory items and end-of-life products which are identified as no longer suitable for sale or use. This review involves comparison of the carrying value of the inventory items with the respective net realisable value and an allowance is recorded against the inventory balances for any such declines. The realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available and inherently involves estimates regarding the future expected realisable value. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The carrying amount of the Group's allowance for inventory obsolescence as at 31 December 2019 was \$414,000 (2018: \$422,000).

(g) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. INVESTMENT IN SUBSIDIARY

	Company	
	2019 \$'000	2018 \$'000
Equity shares, at cost	47,061	47,061
Loan to a subsidiary	–	27,439
	47,061	74,500

Loan to a subsidiary

During the financial year ended 31 December 2019, the subsidiary repaid a total of \$10,491,000 to the Company. The remaining unpaid principal and related interest has been reclassified and presented as "loan to a subsidiary" (Note 23) and "Amount due from a subsidiary" (Note 21), respectively because the Company has planned for the settlement to occur in the foreseeable future.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

4. INVESTMENT IN SUBSIDIARY (CONTINUED)

The Group has the following significant investments in subsidiaries.

Name	Principal place of business	Principal activities	Proportion of ownership interest	
			2019	2018
			%	%
<i>Held by the Company</i>				
Mansfield Manufacturing Company Limited (“Mansfield”) ⁽¹⁾	Hong Kong	Metal stamping and sub-assembly of stamped components, tooling and die making	100	100
<i>Held through subsidiaries</i>				
Lens Tool & Die (H.K.) Limited ⁽¹⁾	Hong Kong	Investment holding	100	100
Magix Mechatronics Company Limited ⁽¹⁾	Hong Kong	Sale of assembly components	100	100
Feng Chuan Tooling Company Limited ⁽¹⁾	Hong Kong	Sale of precision tools and dies	100	100
Feng Chuan Tooling (Dongguan) Company Limited ⁽²⁾	People’s Republic of China	Manufacturing of precision tools and dies	100	100
Mansfield (Suzhou) Manufacturing Company Limited ⁽²⁾	People’s Republic of China	Metal stamping, tooling and die making	100	100
Magix Mechatronics (Dongguan) Company Limited ⁽²⁾	People’s Republic of China	Assembly of components	100	100

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

4. INVESTMENT IN SUBSIDIARY (CONTINUED)

Name	Principal place of business	Principal activities	Proportion of ownership interest	
			2019	2018
			%	%
Held through subsidiaries (Continued)				
Sun Mansfield Manufacturing (Dongguan) Company Limited ⁽²⁾	People’s Republic of China	Metal stamping, tooling and die making	100	100
Mansfield Manufacturing (Wuhan) Company Limited ⁽²⁾	People’s Republic of China	Metal stamping	100	100
Mansfield Technology (Taiwan) Company Limited ⁽⁴⁾	Taiwan	Sale of stamped components, precision tools and dies	100	100
Mansfield (Thailand) Co. Ltd. ⁽³⁾	Thailand	Metal stamping, tooling, and plastic injection	100	100
Mansfield Technology (Weihai) Co. Ltd. ⁽⁵⁾	People’s Republic of China	Research and development, metal stamping, tooling, assembly	–	100*

* 50% of equity interests are held by Mansfield Manufacturing Company Limited and the remaining 50% of equity interests are held by Mansfield (Suzhou) Manufacturing Company Limited.

(1) Audited by member firms of Ernst & Young Global in the respective countries.

(2) Audited by member firms of Ernst & Young Global in the respective countries for the purpose of group audit.

(3) Audited by Ernst & Young LLP for the purpose of group audit.

(4) Not required to be audited by the law in the country of incorporation.

(5) Deregistered on 28 April 2019.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. REVENUE

(a) Disaggregation of revenue from contracts with customers

Segments	Precision Components and Tooling		Precision Machining		Total revenue	
	2019	2018	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Primary geographical markets						
Hong Kong/The People's Republic of China	139,935	143,153	44,413	73,287	184,348	216,440
Thailand	2,373	1,859	–	–	2,373	1,859
	142,308	145,012	44,413	73,287	186,721	218,299
Major product lines						
Precision metal stamping components for manufacturers	124,888	131,042	–	–	124,888	131,042
Tooling for manufacturers	17,420	13,970	881	774	18,301	14,744
Precision machining components for manufacturers	–	–	43,532	72,513	43,532	72,513
	142,308	145,012	44,413	73,287	186,721	218,299
Timing of transfer of goods						
At a point in time	142,308	145,012	44,413	73,287	186,721	218,299

(b) Judgement and methods used in estimating revenue

Recognition of revenue from manufacture and sale of tooling

For sale of tooling where the Group satisfies its performance obligation, revenue is recognised at a point in time when the customer obtains control of the tooling because the Group does not have an enforceable right to payment for performance completed to-date based on the contractual terms and practices in the relevant legal jurisdiction.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. REVENUE (CONTINUED)

(c) Contract assets and contract liabilities

Information about receivables, contract assets and contract liabilities from contracts with customers is disclosed as follows:

		Group	
	Note	2019 \$'000	2018 \$'000
Receivables from contracts with customers	21	52,968	64,287
Capitalised contract costs	20	8,274	7,588
Contract assets		1,467	1,807
Contract liabilities		1,922	3,112

The Group has recognised net impairment losses on receivables arising from contracts with customers amounting to \$8,000 (2018: \$319,000) during the financial year ended 31 December 2019.

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed at reporting date for sale of tooling. Contract assets are transferred to receivables when the rights become unconditional.

Contract liabilities primarily relate to the Group's obligation to transfer goods to customers for which the Group has received advances from customers for sale of tooling. Contract liabilities are recognised as revenue as the Group satisfies its obligation under the contract.

(i) Significant changes in contract assets are explained as follows:

	Group	
	2019 \$'000	2018 \$'000
Contract assets reclassified to receivables	302	275

(ii) Significant changes in contract liabilities are explained as follows:

	Group	
	2019 \$'000	2018 \$'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	3,098	1,722

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. REVENUE (CONTINUED)

(d) Transaction price allocated to performance obligation

The Group expects to recognise revenue relating to the transaction price allocated to the unsatisfied performance obligation once the customer obtains control of the tooling as the Group does not have an enforceable right to payment for performance completed to-date based on the contractual terms and practices in the relevant legal jurisdiction.

The transaction price for tool and parts are separately quoted in the contract entered into with customers. The Group has determined that such quoted prices are reasonable estimates of the standalone selling prices of each of these performance obligations after considering its pricing strategies and practices in situations where the tool is purchase by customer separately without the manufacturing of parts and vice versa. Accordingly, the transaction prices allocated to each of the performance obligations relating to tools and parts are based on prices quoted in the combined production contract.

6. INTEREST INCOME

	Group	
	2019	2018
	\$'000	\$'000
Interest income from:		
– Debt instruments at amortised cost	186	212
– Debt instruments at fair value through profit or loss	585	732
– Debt instruments at fair value through other comprehensive income	403	–
	1,174	944

7. OTHER INCOME

		Group	
	Note	2019	2018
		\$'000	\$'000
Rental income		2,934	2,912
Net fair value gain on investment securities measured at fair value through profit or loss		543	–
Dividend income from other investments		163	166
Net gain on disposal of property, plant and equipment		43	1,273
Net fair value gain on investment properties	14	–	197
Net foreign exchange gain		710	–
Reversal of impairment loss on property, plant and equipment	13	149	1,163
Government grants*		126	562
Insurance compensation		–	229
Others		670	773
		5,338	7,275

* Government grants represent the incentive subsidies received from local district authorities in the People's Republic of China (the "PRC") for the business activities carried out by the Group in that district. There are no specific conditions attached to the grant.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

8. FINANCE COSTS

	Group	
	2019 \$'000	2018 \$'000
Interest on borrowings	5	–
Interest on lease liabilities	159	1
	164	1

9. OTHER EXPENSES

		Group	
	Note	2019 \$'000	2018 \$'000
Net fair value loss on derivatives		–	112
Net foreign exchange loss		–	242
Net fair value loss on investment securities that are measured at fair value through profit or loss		–	251
Net fair value loss on investment properties	14	304	–
Net loss on cessation of operations		–	821
Others		–	158
		304	1,584

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

10. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

		Group	
	Note	2019 \$'000	2018 \$'000
Audit fees:			
– Auditor of the Company		117	117
– Other auditors		225	326
Non-audit fees:			
– Auditor of the Company		17	22
– Other auditors		164	152
Inventories recognised as an expense in cost of sales	20	71,118	82,629
Capitalised contract costs recognised as an expense in cost of sales	20	5,915	6,342
Depreciation of property, plant and equipment	13	5,041	4,955
Depreciation of right-of-use assets	28(a)	731	–
Amortisation of prepaid land lease payments	15	–	53
Amortisation of intangible assets	16	100	101
Net (gain)/loss on disposals of other investments		(27)	155
Employee benefit expense (including directors):			
– Salaries and bonuses		39,406	46,805
– Contributions to defined contribution plans		3,184	3,337
– Reversal of long-term benefits	25	(25)	(74)
– Termination benefits		–	34
– Share-based payments (Employee share option plans)		306	61
Lease expenses	28(c)	3,752	5,149
Allowance for expected credit losses	21	8	319
Reversal of provision for indemnity	25	–	(120)

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

11. INCOME TAX EXPENSE

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2019 and 2018 are:

	Group	
	2019 \$'000	2018 \$'000
Consolidated income statement		
<u>Current income tax:</u>		
Current income taxation	4,678	4,976
Over provision in respect of previous years	(1,176)	(2,322)
	<u>3,502</u>	<u>2,654</u>
<u>Deferred income tax:</u>		
Origination and reversal of temporary differences	(805)	1,440
Over provision in respect of previous years	–	(988)
	<u>(805)</u>	<u>452</u>
Income tax expense recognised in profit or loss	<u>2,697</u>	<u>3,106</u>

Relationship between income tax expense and accounting profit

A reconciliation between the income tax expense and the product of accounting profit multiplied by the applicable tax rate for the years ended 31 December 2019 and 2018 are as follows:

	Group	
	2019 \$'000	2018 \$'000
Profit before tax	<u>19,355</u>	<u>23,345</u>
Tax at the domestic rates applicable to profits in the countries where the Group operates	4,818	2,105
<u>Adjustments:</u>		
Income not subject to taxation	(371)	(775)
Non-deductible expenses	2,287	3,507
Deferred tax assets not recognised	1	1,393
Benefits from previously unrecognised tax losses	(2,632)	(303)
Effect of tax exemption, tax rebates and tax incentive	(566)	(523)
Deferred tax on dividends from oversea subsidiaries	–	995
Over provision in respect of previous years	(1,176)	(3,310)
Withholding tax	303	–
Others	33	17
Income tax expense recognised in profit or loss	<u>2,697</u>	<u>3,106</u>

The above reconciliation is prepared by aggregating separate reconciliations of each national jurisdiction.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

11. INCOME TAX EXPENSE (CONTINUED)

For the financial year ended 31 December 2019, the corporate income tax rate applicable to the Company is 17% (2018: 17%). For the subsidiaries operating in Hong Kong and the PRC, income taxes are calculated using domestic tax rates of 16.5% (2018: 16.5%) and 25% (2018: 25%) respectively, except for a subsidiary in the PRC, which is entitled to reduced tax rate of 15% under High and New Technology Enterprise scheme for 3 years from 1 January 2017.

12. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing the profit, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing profit, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the profit and loss data used in the computation of the basic and diluted earnings per share for the years ended 31 December 2019 and 2018:

	Group	
	2019 \$'000	2018 \$'000
Profit for the year attributable to owners of the Company used in the computation of basic and diluted earnings per share	16,658	20,239
	Group	
	2019 No. of shares '000	2018 No. of shares '000
Weighted average number of ordinary shares for basic earnings per share computation	226,305	225,303
Effects of dilution:		
– Share options	2,042	1,490
Weighted average number of ordinary shares for diluted earnings per share computation*	228,347	226,793

* The weighted average number of shares takes into account the weighted average effect of changes in treasury shares transactions during the year.

Since the end of the financial year, no employees have exercised the option to acquire any ordinary shares. There have been no other transactions involving ordinary shares or potential ordinary shares since the reporting date and before the completion of these financial statements.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

13. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land \$'000	Freehold building \$'000	Leasehold buildings \$'000	Machinery and equipment \$'000	Furniture, fittings, and office equipment \$'000	Motor Vehicles \$'000	Leasehold improvements \$'000	Construction in-progress \$'000	Total \$'000
Cost									
At 1 January 2018	-	-	20,333	107,738	6,002	612	31,122	799	166,606
Additions	1,101	-	-	2,898	269	166	1,733	3,855	10,022
Disposals	-	-	-	(10,967)	(239)	-	(564)	-	(11,770)
Write-offs	-	-	-	-	-	-	(20)	-	(20)
Reclassifications	-	2,833	-	662	2	-	11	(3,508)	-
Exchange differences	-	44	(653)	(618)	(43)	(4)	(393)	(63)	(1,730)
At 31 December 2018 and 1 January 2019	1,101	2,877	19,680	99,713	5,991	774	31,889	1,083	163,108
Effects of adopting SFRS(I) 16 ⁽¹⁾	-	-	-	-	-	(173)	-	-	(173)
At 1 January 2019 (restated)	1,101	2,877	19,680	99,713	5,991	601	31,889	1,083	162,935
Additions	-	-	-	579	90	83	225	1,086	2,063
Disposals	-	-	-	(2,281)	(65)	(164)	(137)	-	(2,647)
Reclassifications	-	-	-	1,857	9	-	69	(1,935)	-
Revaluation gain on property, plant and equipment upon transfer to investment properties (Note 14, 30a)	-	-	1,298	-	-	-	-	-	1,298
Transfer to investment properties at fair value (Note 14)	-	-	(2,530)	-	-	-	-	-	(2,530)
Exchange differences	82	185	(486)	(1,577)	(88)	(1)	(558)	71	(2,372)
At 31 December 2019	1,183	3,062	17,962	98,291	5,937	519	31,488	305	158,747

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019



13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Freehold land \$'000	Freehold Building \$'000	Leasehold buildings \$'000	Machinery and equipment \$'000	Furniture, fittings, and office equipment \$'000	Motor vehicles \$'000	Leasehold improvements \$'000	Construction in-progress \$'000	Total \$'000
Accumulated depreciation and impairment loss									
At 1 January 2018	-	-	7,587	96,513	5,683	459	28,559	-	138,801
Depreciation charge for the year	-	24	748	3,261	137	56	729	-	4,955
Disposals	-	-	-	(10,933)	(201)	-	(146)	-	(11,280)
Reversal of impairment loss	-	-	-	-	-	-	(1,163)	-	(1,163)
Write-offs	-	-	-	-	-	-	(20)	-	(20)
Exchange differences	-	-	(268)	(923)	(26)	(1)	(299)	-	(1,517)
At 31 December 2018 and 1 January 2019	-	24	8,067	87,918	5,593	514	27,660	-	129,776
Effects of adopting SFRS(I) 16 ⁽¹⁾	-	-	-	-	-	(69)	-	-	(69)
At 1 January 2019 (restated)	-	24	8,067	87,918	5,593	445	27,660	-	129,707
Depreciation charge for the year	-	150	681	3,019	114	42	1,035	-	5,041
Disposals	-	-	-	(2,122)	(23)	(159)	(137)	-	(2,441)
Reversal of impairment loss (Note 14)	-	-	(149)	-	-	-	-	-	(149)
Transfer to investment properties at fair value (Note 14)	-	-	(447)	-	-	-	-	-	(447)
Exchange differences	-	5	(212)	(1,342)	(82)	(2)	(464)	-	(2,097)
At 31 December 2019	-	179	7,940	87,473	5,602	326	28,094	-	129,614
Net carrying amount									
At 31 December 2018	1,101	2,853	11,613	11,795	398	260	4,229	1,083	33,332
At 31 December 2019	1,183	2,883	10,022	10,818	335	193	3,394	305	29,133

(1) Reclassification of assets amounting to \$104,000 under finance leases to right-of-use assets as a result of initial application of SFRS(I) 16 Leases (Note 2.2a).

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company	Leasehold improvements \$'000	Furniture, fittings and office equipment \$'000	Total \$'000
Cost			
At 1 January 2018	20	9	29
Additions	33	–	33
Disposals	(19)	–	(19)
As at 31 December 2018, 1 January 2019 and 31 December 2019	34	9	43
Accumulated depreciation			
At 1 January 2018	19	9	28
Depreciation charge for the year	8	–	8
Disposals	(19)	–	(19)
At 31 December 2018 and 1 January 2019	8	9	17
Depreciation charge for the year	11	–	11
At 31 December 2019	19	9	28
Net carrying amount			
At 31 December 2018	26	–	26
At 31 December 2019	15	–	15

Assets held under finance leases

Right-of-use assets acquired under leasing arrangements are presented separately from the owned assets of the same class. Details of such leased assets are disclosed in Note 28(a).

During the previous financial year, the Group acquired motor vehicle with an aggregate cost of \$60,000 by means of finance lease. The cash outflow on acquisition of motor vehicle amounted to \$24,000. As at 31 December 2018, motor vehicles with carrying amount of \$104,000 were acquired under finance lease arrangements.

Leased assets are pledged as security for the related finance lease liabilities.

Assets pledged as security

In addition to assets under finance leases, certain freehold land and building of the Group with a carrying amount of \$4,066,000 were mortgaged to a bank as security for term loan (Note 27). The freehold building is a factory located at Amatacity Industrial Estate Rayong, 7/11 Moo.4, T. Pananikhom, A. Nihompattana, Rayong 21180, Thailand, with a land area of 12,800 square metres.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Impairment assessments

For the financial year ended 31 December 2019, the Group performed assessment for indicators of impairment. As a result, the Group carried out a review of recoverable amounts of the following CGUs:

2019	Precision Components and Tooling	
	CGU 1	CGU 2
Compound annual growth rates (%)	4%	14%
Budgeted gross margins (%)	16%	12%
Weighted average cost of capital (%)	15%	15%

The recoverable amount of the CGUs has been determined based on the higher of its fair value less costs of disposal and its value in use. The value in use calculation uses cash flow projections from financial budgets approved by management based on the remaining useful lives of the property, plant and equipment.

Key assumptions used in the value in use calculation

The calculations of value in use for both the CGUs are most sensitive to the following assumptions:

Revenue – Revenue is based on historical sales performance, industry forecasts specific to regional sales and management's expectation of future sales for the CGUs.

Budgeted gross margins – Gross margins are based on current cost structure and these are adjusted over the budget period for anticipated efficiency improvements.

Discount rates – Discount rates represent the current market assessment of the risks specific to each CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and derived from its weighted average cost of capital ("WACC"). The WACC takes into account both debt and equity which are derived based on comparable companies.

For the financial year ended 31 December 2019, the Group did not recognise any impairment charge on the property, plant and equipment as the recoverable amount of these CGU are higher than its carrying value.

Impairment of assets

During the previous financial year, a subsidiary of the Group within the precision machining segment, Magix Mechatronics (Dongguan) Company Limited, carried out a review of the recoverable amount of its property, plant and equipment because of improved financial performance. A reversal of previously recognised impairment loss of \$1,163,000 was recognised in "Other income" (Note 7) line item of profit or loss for the financial year ended 31 December 2018. The recoverable amount of the property, plant and equipment was based on its value in use and the WACC rate used was 15%.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

14. INVESTMENT PROPERTIES

		Group	
	Note	2019 \$'000	2018 \$'000
Balance sheet			
At 1 January		26,308	26,978
Transfer from property, plant and equipment	13	2,083	–
Net (loss)/gain from fair value adjustments recognised in profit or loss	7,9	(304)	197
Exchange differences		(696)	(867)
At 31 December		27,391	26,308
Consolidated income statement			
Rental income from investment properties –			
Minimum lease payments		2,934	2,752
Direct operating expenses arising from rental generating properties		908	778

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance or enhancements.

Transfer to investment properties

During the financial year, a subsidiary of the Group within the precision components and tooling segment, Mansfield (Suzhou) Manufacturing Company Limited transferred one of its factory building floor that was previously held as owner-occupied property to investment properties. The lease of the building commenced on the date of transfer. The Group engaged BMI Appraisals Limited, an independent valuer, to determine the fair value of this factory building floor on the date of transfer from owner-occupied leasehold building to investment property.

As a result of this transfer, a gain on revaluation of the property of \$1,298,000 was recognised in other comprehensive income, representing difference between the fair value and the carrying amount that would have been determined.

Valuation of investment properties

Investment properties are stated at fair value, which has been determined based on valuations performed as at 31 December 2019 and 31 December 2018. The valuations were performed by BMI Appraisals Limited, an independent valuer with a recognised and relevant professional qualification and with recent experience in the location and category of the properties being valued. Details of valuation techniques and inputs used are disclosed in Note 34.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

14. INVESTMENT PROPERTIES (CONTINUED)

Valuation of investment properties (Continued)

The investment properties held by the Group as at 31 December are as follows:

Company	Description and location	Properties	Existing use	Tenure	Unexpired lease term
Magix Mechatronics (Dongguan) Company Limited	Industrial complex located in Hedong Industrial Zone, Xiang Xin East Road, Yiantian Village, Fenggang Town, Dongguan City, Guangdong Province, The PRC	1 building	Factory	Leasehold	39 years
Mansfield (Suzhou) Manufacturing Company Limited	Industrial complex located in Jin Wang Road, Suzhou National New & Hi-Tech, Industrial Development Zone, Suzhou City, Jiangsu Province, The PRC	2 buildings and 1 of the factory building floor	Factory	Leasehold	39 years

15. PREPAID LAND LEASE PAYMENTS

	Note	Group 2018 \$'000
Cost		
At 1 January		2,336
Exchange differences		(75)
At 31 December		2,261
Accumulated amortisation		
At 1 January		385
Amortisation for the year		53
Exchange differences		(14)
At 31 December		424
Net carrying amount		1,837
Amount to be amortised:		
– Not later than one year	22	84
– Later than one year but not later than five years		338
– Later than five years		1,415
		1,837

For financial year ended 31 December 2018, the Group has land use rights over three separate plots of state-owned land in the PRC where the Group's PRC manufacturing facilities reside. The land use rights are transferable and have remaining tenures ranging from 38 to 40 years.

As at 1 January 2019, the Group has reclassified prepaid land lease payments of \$1,837,000 to right-of-use assets.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

16. INTANGIBLE ASSETS

	Group Computer software \$'000	Company Computer software \$'000
Cost		
At 1 January 2018	2,615	42
Additions	370	–
Exchange differences	(57)	–
At 31 December 2018 and 1 January 2019	2,928	42
Additions	49	–
Exchange differences	(56)	–
At 31 December 2019	2,921	42
Accumulated amortisation		
At 1 January 2018	2,495	30
Amortisation	101	12
Exchange differences	(27)	–
At 31 December 2018 and 1 January 2019	2,569	42
Amortisation	100	–
Exchange differences	(48)	–
At 31 December 2019	2,621	42
Net carrying amount		
At 31 December 2018	359	–
At 31 December 2019	300	–

Amortisation expense

Amortisation of computer software is included in the “Administrative expenses” line item in profit or loss.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

17. INVESTMENT IN JOINT VENTURE

The Group has the following investment in joint venture:

Name	Country of incorporation	Principal activities	Proportion of ownership interest	
			2019	2018
			%	%
Held through a subsidiary				
Anhui KM Technology Company Limited ("Anhui KM") ⁽¹⁾	People's Republic of China	Research and development, manufacturing and sale of precision metal parts, hardware fittings and metal assembly	49	49

(1) Audited by CAC CPA Limited Liability Partnership

The joint venture is incorporated in the People's Republic of China and is a strategic venture in the business. The Group jointly controls the venture with other partner under the contractual agreement and requires unanimous consent for all major decisions over the relevant activities. The joint venture is restricted by regulatory requirements from making payment of dividends exceeding 49% of the annual profit.

Summarised financial information in respect of Anhui KM based on its SFRS(I) financial statements and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group	
	2019 \$'000	2018 \$'000
Summarised balance sheet		
Cash and cash equivalents	526	565
Other current assets	4,295	7,560
Total current assets	4,821	8,125
Non-current assets	2,979	3,663
Total assets	7,800	11,788
Current liabilities (excluding trade and other payables and provisions)	(3)	(1)
Other current liabilities	(3,880)	(7,656)
Total current liabilities	(3,883)	(7,657)
Total non-current liabilities (excluding trade and other payables and provisions)	–	(123)
Total liabilities	(3,883)	(7,780)
Net assets	3,917	4,008
Proportion of the Group's ownership	49%	49%
Group's share of net assets	1,919	1,964
Other adjustments	(400)	(402)
Carrying amount of the investment	1,519	1,562

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

17. INVESTMENT IN JOINT VENTURE (CONTINUED)

	Group	
	2019 \$'000	2018 \$'000
Summarised statement of comprehensive income		
Revenue	13,757	13,527
Depreciation and amortisation	(634)	(391)
Other operating expenses	(13,148)	(13,292)
Interest income	44	25
Interest expense	(86)	(48)
Loss profit before tax	(67)	(179)
Income tax credit	73	178
Profit/(loss) for the year, representing total comprehensive income for the year	6	(1)

18. OTHER INVESTMENTS

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
At fair value through profit or loss				
Equity securities (quoted)*	7,678	3,264	7,678	3,264
Debt securities (quoted)**	–	9,334	–	9,334
Structured deposits***	4,445	12,896	–	–
Investment at fair value through other comprehensive income				
Debt securities (quoted)**	16,619	–	16,619	–
	28,742	25,494	24,297	12,598

* Quoted equity securities are investment in shares quoted on the Singapore Stock Exchange. The Group has not elected to measure the investment in equity securities at fair value through other comprehensive income.

** Quoted debt securities are quoted bonds that are graded by credit rating companies to be investment grade.

*** Structured deposits are a combination of a fixed deposits and an investment product with principal guaranteed at maturity and where the returns can vary based on an underlying that they are linked to.

Reclassification of financial assets from fair value through profit or loss to financial assets at fair value through other comprehensive income – Debt securities (quoted)

During February 2019, the Group formalised its change in investment strategy from holding these investments for both fixed income and short-term profit taking, to focusing on generating long-term returns via collection of the contractual cash flows of the instruments. In view of this change in investment strategy, the Group reclassified its investments in quoted debt securities with carrying amount of \$8,153,000 on 26 February 2019, which were previously measured at fair value through profit or loss to financial assets at fair value through other comprehensive income. The Group's accounting policy for the latter is included in Note 2.14(a)(ii).

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

18. OTHER INVESTMENTS (CONTINUED)

Reclassification of financial assets from fair value through profit or loss to financial assets at fair value through other comprehensive income – Debt securities (quoted) (Continued)

As at the date of reclassification, the weighted average effective interest rate for the foregoing reclassified quoted debt securities was 3.68%. The related net gains in fair value from 1 January 2019 to date of reclassification, and from date of reclassification to 31 December 2019 amounted to \$22,000 and \$114,000, respectively. The Group would have recorded the latter amount in profit or loss for the year ended 31 December 2019 had these investments not been reclassified. As at 31 December 2019, the carrying amount of these reclassified quoted debt securities that have not been derecognised amounted to \$4,880,000. The related interest income on these debt securities for the year ended 31 December 2019 amounted to \$268,000.

Other investments denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
United States Dollar	–	1,293	–	1,293
Hong Kong Dollar	–	226	–	226

19. DEFERRED TAX

Deferred tax as at 31 December relates to the following:

	Note	Group Provisions \$'000
Deferred tax assets		
At 1 January 2018		861
Charged to profit or loss during the year	11	(63)
Exchange differences		3
At 31 December 2018 and 1 January 2019		801
Charged to profit or loss during the year	11	(98)
Exchange differences		(11)
At 31 December 2019		692

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

19. DEFERRED TAX (CONTINUED)

		Group			
	Note	Foreign income not remitted \$'000	Fair value adjustments on investment properties \$'000	Undistributed earnings of subsidiaries \$'000	Total \$'000
Deferred tax liabilities					
At 1 January 2018		(430)	(1,904)	–	(2,334)
(Charged)/credited to profit or loss during the year	11	(115)	721	(995)	(389)
Exchange differences		–	67	3	70
At 31 December 2018 and 1 January 2019		(545)	(1,116)	(992)	(2,653)
(Charged)/credited to profit or loss during the year	11	(98)	9	992	903
Exchange differences		–	29	–	29
At 31 December 2019		(643)	(1,078)	–	1,721
				Company	
				2019	2018
				\$'000	\$'000
Deferred tax liabilities					
Foreign income not remitted				643	545

Unrecognised temporary differences relating to investment in subsidiaries and joint venture

At the end of the reporting period, no deferred tax liability has been recognised for taxes that would be payable on the undistributed earnings of the Group's subsidiaries and joint venture as:

- The Group has determined that undistributed earnings of its subsidiaries will not be distributed in the foreseeable future; and
- The joint venture of the Group cannot distribute its earnings until it obtains the consent of both the venturers. At the end of the reporting period, the Group does not foresee giving such consent.

Such temporary differences for which no deferred tax liability has been recognised aggregate to \$22,294,000 (2018: \$32,403,000).

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

19. DEFERRED TAX (CONTINUED)

Unrecognised deferred tax assets

At the end of reporting period, the Group has tax losses of approximately \$28,622,000 (2018: \$42,050,000), that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement with the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the Group operates. The tax losses in the PRC can be carried forward for five years. The tax losses in Hong Kong have no expiry date.

Tax consequences of proposed dividends

There are no income tax consequences (2018: \$NIL) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 38).

20. INVENTORIES

	Group	
	2019	2018
	\$'000	\$'000
Balance sheet		
Inventories		
– Raw materials (at cost)	4,337	4,454
– Work-in-progress (at cost)	4,262	4,304
– Finished goods (at cost or net realisable value)	8,347	8,813
	16,946	17,571
Capitalised contract costs – relating to manufacturing of customers' tooling	8,274	7,588
	25,220	25,159
Consolidated income statement		
Inventories recognised as an expense in cost of sales	71,118	82,629
Inclusive of the following charge/(credit):		
– Allowance for inventory obsolescence	614	587
– Write-back of allowance for inventory obsolescence	(200)	(89)
Capitalised contract costs recognised as an expense in cost of sales	5,915	6,342
Net (reversal of impairment loss)/impairment loss on capitalised contract costs	(319)	152

The write-back of allowance for inventory obsolescence was made when the related inventories were sold above their carrying amounts in the respective financial year.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

21. TRADE AND OTHER RECEIVABLES

		Group		Company	
	Note	2019	2018	2019	2018
		\$'000	\$'000	\$'000	\$'000
Trade and other receivables (current)					
Trade receivables		52,968	64,287	–	–
Bills receivables		2,395	2,423	–	–
Amount due from a subsidiary		–	–	5,834	2,926
Loan to a joint venture		568	583	–	–
Other receivables		864	1,296	3	14
Refundable deposits		1,861	1,755	10	10
		58,656	70,344	5,847	2,950
Other receivables (non-current)					
Refundable deposits		1,417	1,111	–	–
		1,417	1,111	–	–
Total trade and other receivables (current and non-current)		60,073	71,455	5,847	2,950
Add: Loan to a subsidiary	4, 23	–	–	13,500	27,439
Add: Cash and short-term deposits	24	43,999	34,649	1,664	1,268
Less: Sales tax receivables		(330)	(427)	(2)	(2)
Total financial assets carried at amortised cost		103,742	105,677	21,009	31,655

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 120 days' terms. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

Bills receivables

Bills receivables have an average maturity of one to six months (2018: One to six months) from the end of the reporting period.

Amount due from a subsidiary

Amount due from a subsidiary is non-trade related, unsecured, non-interest bearing, repayable upon demand and is to be settled in cash.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

21. TRADE AND OTHER RECEIVABLES (CONTINUED)

Loan to a joint venture

Loan to a joint venture by a subsidiary of the Group is unsecured, interest free, and repayable upon demand and is to be settled in cash. The loan is denominated in Chinese Renminbi ("RMB") and is expected to be repaid within the next 12 months.

Expected credit losses

The movement in allowance for expected losses of trade receivables and contract assets computed based on lifetime expected credit losses are as follows:

	Group	
	2019 \$'000	2018 \$'000
Movement in allowance accounts		
At 1 January	(486)	(949)
Net charge for the year	(8)	(319)
Written off	7	790
Exchange differences	14	(8)
At 31 December	(473)	(486)

Trade and other receivables denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
United States Dollar	14,585	18,442	976	770
Euro	517	324	–	–
Hong Kong Dollar	–	–	16,621	1,743

22. PREPAYMENTS

		Group		Company	
	Note	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Prepaid land lease payments	15	–	84	–	–
Other prepayments		272	534	47	46
		272	618	47	46

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

23. LOAN TO A SUBSIDIARY

Loan to a subsidiary is unsecured, bears interest ranging from 3.50% to 4.19% (2018: 2.96% to 3.98%) per annum, repayable upon demand and is to be settled in cash. The loan is denominated in Hong Kong Dollar and is expected to be repaid within the next 12 months.

24. CASH AND SHORT-TERM DEPOSITS

	Group		Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Cash at banks and on hand	42,824	33,879	490	498
Cash at bank under portfolio investment management	1,073	669	1,073	669
Short-term deposits	102	101	101	101
Cash and short-term deposits	43,999	34,649	1,664	1,268
Less: Bank balance under portfolio investment management	(1,073)	(669)	(1,073)	(669)
Cash and cash equivalents per cash flow statement	42,926	33,980	591	599

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one month and three months depending on the immediate cash requirements of the Group and the Company, and earn interest at the respective short-term deposit rates. The weighted average effective interest rate for the Group and the Company was 0.1% (2018: 0.1%) per annum respectively.

Bank balance under investment portfolio account is used for investment activities.

Cash and cash equivalents of \$18,097,000 (2018: \$8,884,000) held in the People's Republic of China are subject to local exchange control regulations. These regulations place restriction on the amount of currency being exported.

Cash and short-term deposits denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
United States Dollar	20,853	15,983	828	679
Euro	137	1,422	–	–

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

25. PROVISIONS

	Group		
	Provision for long service payment \$'000	Provision for indemnity \$'000	Total \$'000
At 1 January 2018	623	118	741
Unused amounts reversed	(74)	(120)	(194)
Utilised	(10)	–	(10)
Exchange differences	(16)	2	(14)
At 31 December 2018 and 1 January 2019	523	–	523
Unused amounts reversed	(25)	–	(25)
Utilised	(6)	–	(6)
Exchange differences	(13)	–	(13)
At 31 December 2019	479	–	479
31 December 2019			
Current	5	–	5
Non-current	474	–	474
	479	–	479
31 December 2018			
Current	8	–	8
Non-current	515	–	515
	523	–	523

Long service payment

In December 2009, the Group introduced a long service payment plan ("LSP") in certain of its subsidiaries. The amount of the provision for LSP is estimated based on the resignation rates of employees of different grades. The estimation basis is reviewed on an ongoing basis and revised where appropriate. The Group has ceased the scheme for employees who joined from 1 October 2011 onwards. The provision for LSP is recognised for existing employees who joined prior to 1 October 2011.

Indemnity

The Group has made a provision of indemnity for exposure of certain inventories and receivable of major customer under Option Agreement upon disposal of Exerion group on 20 February 2012. This had been concluded in 2018.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

26. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Trade payables		33,545	42,329	–	–
Other payables		2,857	4,063	190	190
Accrued operating expenses		15,250	15,834	511	482
Refundable deposits from tenants		367	416	–	–
Total trade and other payables		52,019	62,642	701	672
Add: Finance lease liabilities	27	–	60	–	–
Add: Loans and borrowings	27	224	–	–	–
Less: Accrued employees and other taxes payable		(11,010)	(11,046)	(341)	(326)
Total financial liabilities carried at amortised cost		41,233	51,656	360	346

Trade and other payables

These amounts are non-interest bearing and are normally settled on 30 to 120 day terms.

Trade and other payables denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
United States Dollar	2,096	4,584	–	–

27. LOANS AND BORROWINGS

	Interest rate (Per annum)	Maturity	Group 2019 \$'000
Non-current liabilities:			
Bank loan (secured)	MLR – 2%	2019 – 2023	224
Total loans and borrowings			224

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

27. LOANS AND BORROWINGS (CONTINUED)

Bank loan (secured)

During the financial year, Mansfield (Thailand) Co. Ltd has undertaken a bank loan for working capital purposes. The bank loan is repayable quarterly in 16 instalments commencing from the first advance date or based on agreed repayment schedule and bears interest rates at Thailand Minimum Lending Rate ("MLR") minus 2% per annum. The loan is secured over Mansfield (Thailand) Co. Ltd's freehold land and building as disclosed in Note 13 of the financial statements.

Mansfield (Thailand) Co. Ltd shall maintain the debt (excluding shareholder loan) to equity ratio not exceeding 3:1, which will be determined and tested annually by reference to the Mansfield (Thailand) Co. Ltd 's audited financial statements ending 31 December each year.

As at 31 December 2019, the bank covenant was not breached.

Loans and borrowings denominated in foreign currencies at 31 December are as follows:

	Group 2019 \$'000
Thai Baht	224

Reconciliation of liabilities arising from financing activities

			Non-cash changes			
	1.1.2019	Cash flows	Accretion	New leases	Others	31.12.2019
	\$'000	\$'000	of interest	entered	\$'000	\$'000
			\$'000	\$'000		
Group						
Bank loan	–	222	5	–	(3)	224
Lease liabilities						
– Current	664	(775)	159	2,621	524	3,193
– Non-current	1,249	–	–	19,784	(700)	20,333
	<u>1,913</u>	<u>(553)</u>	<u>164</u>	<u>22,405</u>	<u>(179)</u>	<u>23,750</u>
Company						
Lease liabilities						
– Current	40	(42)	2	–	41	41
– Non-current	51	–	–	–	(41)	10
	<u>91</u>	<u>(42)</u>	<u>2</u>	<u>–</u>	<u>–</u>	<u>51</u>

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

27. LOANS AND BORROWINGS (CONTINUED)

Reconciliation of liabilities arising from financing activities (Continued)

	31.12.2017	Cash flows	Non-cash changes		31.12.2018
	\$'000	\$'000	Acquisition	Others	\$'000
			\$'000	\$'000	
Group					
Finance lease liabilities					
– Current	23	(26)	13	24	34
– Non-current	27	–	23	(24)	26
Total	50	(26)	36	–	60

The “Others” column relates to reclassification of non-current portion of loans and borrowings including obligations under finance leases due to passage of time and foreign exchange differences.

28. LEASES

Group as a lessee

The Group has lease contracts for certain properties and motor vehicles where the tenures range from one to six years with no renewal option or escalation clauses included in the contracts. The Group’s obligations under these leases are secured by the lessor’s title to the leased assets. The Group is not restricted from subleasing the leased assets to third parties.

The Group also has certain leases of properties with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the ‘short-term lease’ and ‘lease of low-value assets’ recognition exemptions for these leases.

(a) Carrying amounts of right-of-use assets

	Leasehold land and buildings	Group Motor Vehicles	Total	Company
	\$'000	\$'000	\$'000	\$'000
At 31 December 2018	–	–	–	–
Adoption of SFRS(I) 16 Leases				
– Recognition of right-of-use assets previously classified as operating lease	1,853	–	1,853	91
– Reclassification of prepaid land lease payment	1,837	–	1,837	–
– Reclassification of assets under finance lease	–	104	104	–
Additions during the financial year	22,405	–	22,405	–
Depreciation	(692)	(39)	(731)	(40)
Exchange differences	(222)	4	(218)	–
At 31 December 2019	25,181	69	25,250	51

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

28. LEASES (CONTINUED)

Group as a lessee (Continued)

(b) Lease liabilities

The carrying amounts of lease liabilities (included under loans and borrowings) and the movement during the year are disclosed in Note 27 and the maturity analysis of lease liabilities is disclosed in Note 35(d).

(c) Amounts recognised in consolidated income statement

	Group 2019 \$'000
Depreciation of right-of-use assets	731
Interest expense on lease liabilities (Note 8)	159
Lease expense not capitalised in lease liabilities	
– Expense relating to short-term leases (included in cost of sales)	3,613
– Expense relating to leases of low-value assets (included in administrative expenses)	139
Total (Note 10)	3,752
At 31 December 2019	4,642

(d) Total cash outflow

The Group had total cash outflows for leases of \$4,527,000 in 2019.

(e) Extension options

The Group does not have any lease contracts that include extension options.

Group as a lessor

The Group has entered into industrial property leases on its investment properties. These non-cancellable leases have remaining lease terms of 2 to 8 years (2018: 3 to 9 years). The terms of the lease generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Where considered necessary to reduce credit risk, the Group may obtain bank guarantees for the term of the lease.

The Group is exposed to changes in the residual value at the end of the current leases and the Group typically enters into new operating leases following the expiry of existing operating leases.

Rental income from investment properties is disclosed in Note 14.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

28. LEASES (CONTINUED)

Group as a lessor (Continued)

Future minimum rental receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2019 \$'000	2018 \$'000
Not later than one year	2,056	2,851
Later than one year but not later than five years	7,840	10,275
More than five years	872	1,292
	10,768	14,418

29. SHARE CAPITAL AND TREASURY SHARES

(a) Share capital

	Group and Company			
	2019		2018	
	No. of shares '000	\$'000	No. of shares '000	\$'000
Issued and fully paid ordinary shares				
At 1 January and 31 December	246,656	98,021	246,656	98,021

The holders of ordinary shares (except treasury 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.

The Group has an employee share option plan (Note 31) under which options to subscribe for the Company's ordinary shares have been granted to employees of the Group.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

29. SHARE CAPITAL AND TREASURY SHARES (CONTINUED)

(b) Treasury shares

Note	Group and Company			
	2019		2018	
	No. of shares '000	\$'000	No. of shares '000	\$'000
At 1 January	20,351	11,739	22,531	12,997
Reissued pursuant to employee share option plans:				
– For cash on exercise of employee share options	31	–	(2,180)	(424)
– Transferred from employee share option reserve		–	–	(139)
– Loss transferred to gain or loss on reissuance of treasury shares		–	–	(695)
	–	–	(2,180)	(1,258)
At 31 December	20,351	11,739	20,351	11,739

Treasury shares relate to ordinary shares of the Company that is held by the Company.

The Company reissued NIL (2018: 2,180,000) treasury shares pursuant to its employee share option plan at a weighted average exercise price of \$NIL (2018: \$0.19) each.

30. OTHER RESERVES

Note	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Asset revaluation reserve	(a) 2,550	1,252	–	–
Foreign currency translation reserve	(b) (7,857)	(4,182)	–	–
Statutory reserve fund	(c) 4,928	3,566	–	–
Gain or loss on reissuance of treasury shares	(d) (764)	(764)	(764)	(764)
Employee share option reserve	(e) 827	521	827	521
Fair value through other comprehensive income reserve ("FVOCI reserve")	(f) 124	–	124	–
	(192)	393	187	(243)

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

30. OTHER RESERVES (CONTINUED)

(a) Asset revaluation reserve

This relates to revaluation surplus, net of tax of owner-occupied properties that are remeasured from their carrying amount to fair value at the date when it is transferred from property, plant and equipment to investment properties. This reserve is not reclassified to profit or loss when the property is disposed.

(b) Foreign currency translation reserve

The foreign currency translation reserve represents exchange difference arising on monetary items that form part of the Group's net investment in subsidiary and translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(c) Statutory reserve fund

In accordance with the Foreign Enterprise Law applicable to the subsidiaries in the People's Republic of China, such subsidiaries are required to make appropriation to a Statutory Reserve Fund ("SRF"). At least 10% of the statutory profits after tax as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the SRF until the cumulative total of the SRF reaches 50% of the subsidiary's registered capital. Subject to approval from the relevant PRC authorities, the SRF may be used to offset any accumulated losses or increase the registered capital of the subsidiary. The SRF is not available for dividend distribution to shareholders.

(d) Gain or loss on reissuance of treasury shares

This represents the gain or loss arising from purchase, sale, issue or cancellation of treasury shares. 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.

(e) Employee share option reserve

Employee share option reserve represents the equity-settled share options granted to employees (Note 31). The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options and is reduced by the expiry or exercise of the share options.

(f) Fair value through other comprehensive income reserve ("FVOCI reserve")

FVOCI reserve represents the cumulative fair value changes, net of tax (excluding impairment losses, foreign exchange gains and interest calculated using the effective interest method, of FVOCI financial assets (Quoted debt securities – Note 18) until they are disposed or derecognised, at which point they are reclassified to profit or loss.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

31. EMPLOYEE SHARE OPTION PLANS

- (a) InnoTek Employees' Share Option Plan (the "Plan") was approved by the shareholders of the Company at an Extraordinary General Meeting held on 18 September 2000. The principal terms of the Plan were set out in the Circular to Shareholders dated 2 September 2000. The plan expired in 2006 and was succeeded by InnoTek Employees' Share Option Scheme II.
- (b) InnoTek Employees' Share Option Scheme II ("Scheme II") was approved by shareholders at the Annual General Meeting on 30 April 2008. Scheme II expired on 9 March 2014 and was succeeded by the InnoTek Employees' Share Option Scheme 2014.
- (c) InnoTek Employees' Share Option Scheme 2014 ("Scheme 2014") was approved by shareholders at the Extraordinary General Meeting on 28 April 2014. Scheme 2014 succeeded Scheme II which expired in March 2014. Scheme 2014 expired on 1 December 2019. Options granted under the Scheme 2014 remain exercisable until the end of the relevant option period.

The options granted under "Scheme 2014" with the exercise price set at the Market Price (a price equal to the average of the last dealt prices for the shares on the Singapore Exchange over the 5 consecutive market days immediately preceding the date of grant of an option) shall be vested after the first anniversary of the date of grant whereas options granted with the exercise price set at a discount to the Market Price shall only be exercisable after the second anniversary of the date of grant of such option.

The option granted has a life span of 5 years from the date of grant and any option not exercisable on the date on which an option holder ceased to be employed by the Group shall immediately lapse and become null and void on such date. There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these share options.

All employees share option plans are administered by the Remuneration Committee which approves the dates of grant after the announcement of the half year and full year results of the Group. The unissued ordinary shares of the Company under the plans as at 31 December 2019 can be found under the Section "Options" of the Directors' Statement.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

31. EMPLOYEE SHARE OPTION PLANS (CONTINUED)

Movement of share options during the financial year

The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, share options during the year:

	2019		2018	
	No. of share options	WAEP (\$)	No. of share options	WAEP (\$)
Outstanding at 1 January	5,000,000	0.30	7,180,000	0.27
– Granted	5,000,000	0.50	–	–
– Exercised ⁽¹⁾	–	–	(2,180,000)	0.19
Outstanding at 31 December ⁽²⁾	10,000,000	0.40	5,000,000	0.30
Exercisable at 31 December	5,000,000	0.30	5,000,000	0.30

⁽¹⁾ The weighted average share price at the date of exercise of the options exercised during the financial year was NIL (2018: \$0.45).

⁽²⁾ The range of exercise price for options outstanding at the end of the year was \$0.185 to \$0.52 (2018: \$0.185 to \$0.35). The weighted average remaining contractual life for these options is 3.1 years (2018: 2.7 years).

Fair value of share options granted

The fair value of the share options granted under the Scheme 2014 is estimated at the grant date using the Trinomial Option Pricing Model, taking into account the terms and conditions upon which the share options were granted. The model also take into account historic dividends and share price fluctuation covariance of the Company to predict the distribution of relative share performance.

The following tables list the inputs to the option pricing models for the financial years ended 31 December 2019 and 2018:

Scheme 2014

2,000,000 options granted on 19 January 2016

Dividend yield (\$/year)	–
Expected volatility (%)	55.8
Risk-free rate (% per annum)	1.1
Expected life of option (years)	3.0
Share price (\$)	0.195
Exercise price (\$)	0.185
Fair value of options granted (\$)	0.078

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

31. EMPLOYEE SHARE OPTION PLANS (CONTINUED)

Fair value of share options granted (Continued)

Scheme 2014

3,000,000 options granted on 9 March 2017

Dividend yield (\$/year)	0.005
Expected volatility (%)	53.4
Risk-free rate (% per annum)	1.71
Expected life of option (years)	3.0
Share price (\$)	0.350
Exercise price (\$)	0.345
Fair value of options granted (\$)	0.122

Scheme 2014

2,500,000 options granted on 29 March 2019

Dividend yield (\$/year)	0.01
Expected volatility (%)	44.6
Risk-free rate (% per annum)	1.93
Expected life of option (years)	3.0
Share price (\$)	0.510
Exercise price (\$)	0.520
Fair value of options granted (\$)	0.149

Scheme 2014

2,500,000 options granted on 21 November 2019

Dividend yield (\$/year)	0.01
Expected volatility (%)	41.9
Risk-free rate (% per annum)	1.62
Expected life of option (years)	3.0
Share price (\$)	0.450
Exercise price (\$)	0.484
Fair value of options granted (\$)	0.118

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

32. RELATED PARTY TRANSACTIONS

(a) Sales and purchases of goods and services

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

	Group	
	2019	2018
	\$'000	\$'000
Sales of finished goods to:		
– Joint venture	326	69
– Companies related to a director	390	1,281
Purchase of goods from:		
– Companies related to a director	(157)	(48)
Rental payments to a company related to a director	(798)	(805)
Purchase of professional services from a firm related to a director	(7)	–

Included in lease liabilities (Note 27) at 31 December 2019 is an amount of \$1,114,000 relating to a lease arrangement with a company owned by a director.

(b) Compensation of key management personnel

	Group	
	2019	2018
	\$'000	\$'000
Short-term employee benefits	4,556	4,649
Contributions to defined contribution plans	35	59
Share-based payments	305	61
	4,896	4,769
<i>Comprise amounts paid/payable to:</i>		
– Directors of the Company	1,199	949
– Other key management personnel	3,697	3,820
	4,896	4,769

The remuneration of key management personnel is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

32. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Compensation of key management personnel (Continued)

Interest of key management personnel in employee share option plan

In 2016, 2,000,000 share options were granted to the key management personnel under the Scheme 2014 at an average price of \$0.185 each, exercisable between 19 January 2017 and 18 January 2021.

In 2017, 3,000,000 share options were granted to the key management personnel under the Scheme 2014 at an average price of \$0.345 each, exercisable between 9 March 2018 and 8 March 2022.

In 2019, 5,000,000 share options were granted to the key management personnel under the Scheme 2014 at an average price of \$0.502 each, exercisable between 29 March 2020 and 20 November 2024.

At the end of the reporting period, the total number of outstanding share options granted by the Company to key management personnel under the Scheme 2014 amount to 10,000,000 (2018: 5,000,000).

33. COMMITMENTS AND CONTINGENCIES

(a) Capital commitments

Capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2019 \$'000	2018 \$'000
Capital commitments in respect of property, plant and equipment	1,730	2,416

(b) Contingent liabilities

At the end of the reporting, no corporate guarantees were issued in favour of any financial institutions for banking facilities extended to the subsidiaries of the Group.

(c) Operating lease commitments – As lessee

In addition to the land use rights disclosed in Note 15, the Group has entered into commercial leases on certain properties and motor vehicles. These leases have tenures range from one to five years with no renewal option or escalation clauses included in the contracts. The Group is not restricted from subleasing the leased assets to third parties.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

33. COMMITMENTS AND CONTINGENCIES (CONTINUED)

(c) Operating lease commitments – As lessee (Continued)

As at 31 December 2018, the future minimum rental payables under non-cancellable operating leases (excluding land lease) contracted for but not recognised as liabilities, are as follows:

	Group 2018 \$'000
Not later than one year	4,493
Later than one year but not later than five years	1,412
	5,905

Minimum lease payments, including land lease payments recognised as an expense in profit or loss for the financial year ended 31 December 2018 amounted to \$5,149,000.

As disclosed in Note 2.2(a), the Group has adopted SFRS(I) 16 *Leases* on 1 January 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the balance sheets as at 31 December 2019, except for short-term and low-value leases.

(d) Finance lease commitments – As lessee

As at 31 December 2018, the Group has finance leases for certain item of motor vehicles. These leases have terms of renewal but no purchase options and escalation clauses. Renewals are at the option of the specific entity that holds the lease.

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

	Group 2018	
	Minimum lease payment \$'000	Present value of payments \$'000
Not later than one year	36	34
Later than one year but not later than five years	26	26
Total minimum lease payments	62	60
Less: Amounts representing finance charges	(2)	–
Present value of minimum lease payments	60	60

Finance leases liabilities were reclassified to lease liabilities on 1 January 2019 arising from the adoption of SFRS(I) 16 *Leases*. The impact of adoption is disclosed in Note 2.2(a).

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

34. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(b) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

Group	Note	Fair value measurements at the end of the reporting period using			Total \$'000
		Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant observable inputs other than quoted prices (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	
31 December 2019					
Assets measured at fair value					
<u>Financial assets at FVPL</u>					
Quoted equity securities	18	7,678	–	–	7,678
Unquoted structured deposits	18	–	4,445	–	4,445
<u>Financial assets at FVOCI</u>					
Quoted debt securities	18	16,619	–	–	16,619
Financial assets as at 31 December 2019		24,297	4,445	–	28,742
Non-financial assets as at 31 December 2019					
Investment properties – Industrial	14	–	–	27,391	27,391

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(b) Assets and liabilities measured at fair value (Continued)

Group	Note	Fair value measurements at the end of the reporting period using			Total
		Quoted prices in active markets for identical instruments (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)	
		\$'000	\$'000	\$'000	
31 December 2018					
Assets measured at fair value					
<u>Financial assets at FVPL</u>					
Quoted equity securities	18	3,264	–	–	3,264
Quoted debt securities	18	9,334	–	–	9,334
Unquoted structured deposits	18	–	12,896	–	12,896
Financial assets as at					
31 December 2018		12,598	12,896	–	25,494
Non-financial assets as at					
31 December 2018					
Investment properties – Industrial	14	–	–	26,308	26,308

(c) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Unquoted structured deposits

Unquoted structured deposits are valued using a valuation technique with market observable inputs including rate of returns of the instruments.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements

(i) Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurement using significant unobservable inputs (Level 3):

Description	Fair value as at 31 December 2019 \$'000	Valuation techniques	Unobservable inputs	Range
Recurring fair value measurements				
Investment properties – Industrial	27,391	Income approach	Capitalisation rate	8% – 11%

Description	Fair value as at 31 December 2018 \$'000	Valuation techniques	Unobservable inputs	Range
Recurring fair value measurements				
Investment properties – Industrial	26,308	Income approach	Capitalisation rate	9.8% – 11.5%

Under the income approach, more specifically a term and reversion analysis, fair value is estimated by considering the capitalised rental incomes derived from the existing tenancies with due provision for any reversionary income potential of the property at appropriate reversionary yield and where appropriate cross checking to comparable sales evidences as available in the relevant market subject to suitable adjustments between the property and the comparable properties.

For industrial investment properties, a significant increase/(decrease) in the market rental and passing rent would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate would result in a significant decrease/(increase) in the fair value of the investment properties.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements (Continued)

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3):

Group	Fair value measurements using significant unobservable inputs (Level 3)	
	Investment properties – Industrial	
	2019 \$'000	2018 \$'000
At 1 January	26,308	26,978
Transfer from property, plant and equipment	2,083*	–
Total (loss)/gain included in profit or loss for the year (Note 9, 14)	(304)	197
Exchange differences	(696)	(867)
At 31 December	27,391	26,308

* Included in this amount are gain on revaluation of \$1,298,000 (Note 13) and reversal of previously recognised impairment of \$149,000 (Note 7 and 13) recognised at the date of transfer from property, plant and equipment to investment properties in other comprehensive income and profit or loss, respectively for the year ended 31 December 2019. The fair value measurement determined at the date of transfer is based on similar valuation technique, inputs and fair value hierarchy (Level 3) as those of the Group's investment properties.

(iii) Valuation policies and procedures

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 *Fair Value Measurement* guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements (Continued)

(iii) Valuation policies and procedures (Continued)

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, external valuation experts are requested to calibrate the valuation models and inputs to actual market transactions (which may include transactions entered into by the Group with third parties as appropriate) that are relevant to the valuation if such information are reasonably available. For valuations that are sensitive to the unobservable inputs used, reputable external valuation experts will be engaged to ensure valuation are properly executed according to industry standard guideline.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

(e) Fair value of financial instruments whose carrying amounts are reasonable approximation of fair value

Cash and short-term deposits, other investments, trade receivables and other receivables, contract assets, loan to a subsidiary, trade and other payables, accrued operating expenses and loans and borrowings.

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

(f) Assets not measured at fair value for which fair value is disclosed

Determination of fair value

Non-current other receivables

Group	Carrying amount		Aggregate fair value	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Non-current other receivables (Note 21)	1,417	1,111	782	715

The fair value as disclosed in the table above are based on significant unobservable inputs (Level 3) and have been calculated by discounting the expected future cash flows using rates currently available for instruments on with similar terms, credit risk and remaining maturities.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key risks are interest rate risk, foreign currency risk, credit risk, liquidity risk and market price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their investment securities. The Group's policy is to obtain the most favourable interest rates available without increasing its exposure to foreign currency.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates (increase or decrease in basis points), with all other variables held constant:

		Group	
		2019	2018
		Profit	Profit
		before tax	before tax
		\$'000	\$'000
Singapore Dollar	– Increase 100 (2018: 100)	162	80
	– Decrease 100 (2018: 100)	(162)	(80)
United States Dollar	– Increase 100 (2018: 100)	18	23
	– Decrease 100 (2018: 100)	(18)	(23)

(b) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of the Group entities, primarily SGD, Chinese Renminbi ("RMB") and Hong Kong Dollar ("HKD"). The foreign currencies in which these transactions are denominated are mainly United States Dollar ("USD") and Euro ("EUR"). The Group manages its transactional currency exposures by matching as far as possible, its receipt and payment in each individual currency.

The Group and the Company also hold cash and short-term deposits denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances are disclosed in Note 24.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Foreign currency risk (Continued)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in the USD and EUR exchange rates against the respective functional currencies of the Group entities, with all other variables held constant:

		Group	
		2019	2018
		Profit	Profit
		before tax	before tax
		\$'000	\$'000
USD/SGD	– Strengthened 5% (2018: 5%)	90	137
	– Weakened 5% (2018: 5%)	(90)	(137)
USD/HKD	– Strengthened 5% (2018: 5%)	1,417	1,304
	– Weakened 5% (2018: 5%)	(1,417)	(1,304)
EUR/HKD	– Strengthened 5% (2018: 5%)	17	78
	– Weakened 5% (2018: 5%)	(17)	(78)
USD/RMB	– Strengthened 5% (2018: 5%)	13	115
	– Weakened 5% (2018: 5%)	(13)	(115)

(c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk primarily arises from trade and other receivables and contract assets. For other financial assets (including investment securities, cash and short-term deposits), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (Continued)

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- Actual or expected significant changes in the operating results of the counterparty
- Significant increases in credit risk on other financial instruments of the same counterparty
- Significant changes in the expected performance and behaviour of the counterparty, including changes in the payment status of counterparties in the group and changes in the operating results of the counterparty

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the counterparty
- A breach of contract, such as a default or past due event
- It is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (Continued)

Debt instruments at fair value through other comprehensive income

The Group's and Company's debts instruments at fair value through other comprehensive income at the reporting date comprise solely of quoted bonds that are graded as investment grade bonds by at least one major external credit rating companies (i.e. Moody's, Standard and Poor's and Fitch). With the assistance from the appointed representative from the bank that provides investment services to the Group, the Group has determined that these debt instruments are to be considered having low credit risk at the reporting date. Consequently, the Group has assumed that the credit risk on these instruments has not increase significantly since initial recognition and the credit loss allowance for these debt instruments has been estimated based on credit losses that result from default events that are possible within the next 12-months. The estimated expected credit loss allowance for the Group's and Company's debt instruments at fair value through other comprehensive income estimated as at 31 December 2019 is not material to the financial statements. The gross carrying amount of debt securities at fair value through other comprehensive income are disclosed in Note 18.

Bill receivables, refundable deposits, loan to a joint venture, loan to and amounts due from a subsidiary

The Group estimates the expected credit loss for the financial assets using the probability of default approach, which considers whether there has been significant increase in their credit risks since initial recognition, the amounts exposed to credit risk, the probability of default, expected loss in event of default, and relevant forward-looking macroeconomic data that can affect the Group's estimate of credit loss with these counterparties. The estimated expected credit loss allowance for the Group's bill receivables, refundable deposits, loan to a joint venture and the Company's loan to and amounts due to a subsidiary as at 31 December 2019 and 2018 are not material to the financial statements. The gross carrying amount of these financial assets are disclosed in Note 21.

Trade receivables and contract assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group determines expected credit losses of trade receivables and contract assets by making debtor-specific assessment of expected impairment loss for long overdue trade receivables and using a provision matrix for remaining trade receivables that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (Continued)

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 using provision matrix, grouped by product line:

Precision metal stamping components and tooling

Group	Contract assets \$'000	Trade receivables past due					Total \$'000
		Current \$'000	1 to 30 days \$'000	31 to 60 days \$'000	61 to 90 days \$'000	> 90 days \$'000	
31 December 2019							
Gross carrying amount	1,467	30,316	4,891	1,012	59	1,698	39,443
Loss allowance provision	–	–	–	–	–	473	473
31 December 2018							
Gross carrying amount	1,807	30,889	3,158	558	297	1,200	37,909
Loss allowance provision	–	–	–	–	–	486	486

Precision machining components

Group	Trade receivables past due					Total
	Current	1 to	31 to	61 to	> 90 days	
	\$'000	30 days	60 days	90 days	\$'000	
31 December 2019						
Gross carrying amount	15,465	–	–	–	–	15,465
Loss allowance provision	–	–	–	–	–	–
31 December 2018						
Gross carrying amount	28,644	–	–	27	–	28,671
Loss allowance provision	–	–	–	–	–	–

Information regarding loss allowance movement of trade receivables and contract assets are disclosed in Note 21.

During the financial year, the Group wrote off \$8,000 (2018: \$790,000) of trade receivables which are more than 150 days past due as the Group does not expect to receive future cash flows from and there are no recoveries from collection of cash flows previously written off.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (Continued)

Trade receivables and contract assets (Continued)

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised on balance sheets.

Credit risk concentration profile

The Group's trading activities are carried out largely in People's Republic of China and Hong Kong. At the end of the reporting period, the Group has approximately 34% (2018: 45%) of the Group's trade receivables relating to 3 major customers.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and short-term deposits and investment securities are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

(d) Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturity of financial assets and liabilities.

The Group closely monitors its working capital requirements and funds available. Sufficient liquidity is ensured through efficient cash management. Cash and cash equivalents are maintained at a healthy level appropriate to the operating environment and expected cash flows of the Group.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Liquidity risk (Continued)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets used for managing liquidity risk and financial liabilities at the end of the reporting period based on contractual undiscounted payments obligations.

Group	One year or less \$'000	One year to five years \$'000	Over five years \$'000	Total \$'000
31 December 2019				
Financial assets				
Trade and other receivables	58,656	1,417	–	60,073
Cash and short-term deposits	43,999	–	–	43,999
Other investments	28,742	–	–	28,742
Total undiscounted financial assets	131,397	1,417	–	132,814
Financial liabilities				
Lease liabilities	3,193	15,332	5,001	23,526
Loans and borrowings	–	224	–	224
Trade and other payables	52,019	–	–	52,019
Total undiscounted financial liabilities	55,212	15,556	5,001	75,769
Total net undiscounted financial assets/(liabilities)	76,185	(14,139)	(5,001)	57,045

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Liquidity risk (Continued)

Analysis of financial instruments by remaining contractual maturities (Continued)

Group	One year or less \$'000	Over one year \$'000	Total \$'000
31 December 2018			
Financial assets			
Trade and other receivables	70,344	1,111	71,455
Cash and short-term deposits	34,649	–	34,649
Other investments	25,800	–	25,800
Total undiscounted financial assets	130,793	1,111	131,904
Financial liabilities			
Finance lease liabilities	36	26	62
Trade and other payables	62,642	–	62,642
Total undiscounted financial liabilities	62,678	26	62,704
Total net undiscounted financial assets	68,115	1,085	69,200
Company	One year or less \$'000	Over one year \$'000	Total \$'000
31 December 2019			
Financial assets			
Other receivables	5,847	–	5,847
Cash and short-term deposits	1,664	–	1,664
Loans to subsidiary	13,500	–	13,500
Other investments	24,297	–	24,297
Total undiscounted financial assets	45,308	–	45,308
Financial liabilities			
Lease liabilities	41	10	51
Other payables	701	–	701
Total undiscounted financial liabilities	742	10	752
Total net undiscounted financial assets/(liabilities)	44,566	(10)	44,556

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Liquidity risk (Continued)

Analysis of financial instruments by remaining contractual maturities (Continued)

Company	One year or less \$'000	Over one year \$'000	Total \$'000
31 December 2018			
Financial assets			
Other receivables	2,950	–	2,950
Cash and short-term deposits	1,268	–	1,268
Other investments	12,904	–	12,904
Total undiscounted financial assets	17,122	–	17,122
Financial liabilities			
Other payables	672	–	672
Total undiscounted financial liabilities	672	–	672
Total net undiscounted financial assets	16,450	–	16,450

(e) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in the market prices (other than interest or exchange rates). The Group and the Company are exposed to price risk arising from its investment in quoted equity and debts securities. These securities are quoted on the stock exchanges of Singapore. The quoted debts securities are issued from their respective companies and subsequently traded between participants directly over-the-counter. Due to the diversity of qualities, maturities and yields, the prices of debts securities are determined by the willingness of participants to transact at a given price and are usually not quoted by a market maker such as an exchange.

The Group's objective is to manage investment returns to achieve real-term capital preservation and long-term capital growth.

Sensitivity analysis for price risk

At the end of the reporting period, if the price of the shares and bonds had been 2% higher/lower with all other variables held constant, the Group's profit before tax would have been \$154,000 (2018: \$252,000) higher/lower, arising as a result of an increase/decrease in the fair value of equity classified as financial assets at fair value through profit or loss.

NOTES TO FINANCIAL STATEMENTS

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36. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder's value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2019 and 2018.

As disclosed in Note 30(c), certain subsidiaries of the Group are required by the Foreign Enterprise Law of the PRC to contribute to and maintain a non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant PRC authorities. This externally imposed capital requirement has been complied with by the above-mentioned subsidiary for the financial years ended 31 December 2019 and 2018.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital. The Group includes within net debt, finance lease liabilities less cash and short-term deposits and structured deposits. Capital includes equity attributable to the owners of the Company less the fair value adjustment reserve and the above-mentioned restricted statutory reserve fund. The Group's policy is to keep the gearing ratio below one.

		Group	
	Note	2019 \$'000	2018 \$'000
Lease liabilities	27	23,526	60
Loans and borrowings	27	224	–
Less: Cash and short-term deposits	24	(43,999)	(34,649)
Less: Structured deposits	18	(4,445)	(12,896)
Net cash		(24,694)	(47,485)
Equity attributable to the owners of the Company		160,912	149,596
Less: Fair value adjustment reserve	30(a)	(2,550)	(1,252)
Less: Statutory reserve fund	30(c)	(4,928)	(3,566)
Less: Treasury shares	30(d)	(764)	(764)
Total capital		152,670	144,014
Gearing ratio		*	*

* Not applicable as the Group is in net cash position

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

37. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has three reportable operating segments as follows:

- I. The precision components and tooling segment specialises in sales of stamping components, tooling design and fabrication to a wide range of industries such as automotive components, office automation and consumer electronics products. It also provides die making services to manufacturers of such products.
- II. The precision machining segment specialises in the machining of products mainly from the TV and office automation industries. However, in line with the demand of products made of aluminium alloy and other light metals, this segment also has speciality in metal-related components for customers in the TV, tablets and mobile-phone industries through advance technologies like cold-forging, computer numerical control machining and surface decoration.
- III. The corporate and others segment is involved in group-level corporate services and treasury functions.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

37. SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2019	Mansfield						
	Precision Components and Tooling	Precision Machining	Adjustments and Eliminations	Total	Corporate and Others	Eliminations	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue							
External customers	142,308	44,413	–	186,721	–	–	186,721
Inter-segment	68,449	14,142	(82,591)	–	–	–	–
Total Revenue	210,757	58,555	(82,591)	186,721	–	–	186,721
Results							
External interest income	720	7	–	727	447	–	1,174
Inter-segment interest income	–	–	–	–	742	(742)	–
Inter-segment interest expense	(742)	–	–	(742)	–	742	–
Depreciation and amortisation	(3,365)	(2,455)	–	(5,820)	(52)	–	(5,872)
Net fair value loss on investment properties	(304)	–	–	(304)	–	–	(304)
Dividend income from other investments	–	–	–	–	163	–	163
Net gain/(loss) on disposal of property, plant and equipment	45	(2)	–	43	–	–	43
Net foreign exchange gain	425	51	–	476	234	–	710
Reversal of impairment loss on property, plant and equipment	149	–	–	149	–	–	149
Rental income	1,305	1,629	–	2,934	–	–	2,934
Share of results of joint venture	3	–	–	3	–	–	3
Finance cost	(162)	–	–	(162)	(2)	–	(164)
Other non-cash expenses ⁽¹⁾	297	(392)	–	(95)	263	–	168
Inter-segment dividend income	–	–	–	–	3,721	(3,721)	–
Segment profit before tax	7,890	11,205	–	19,095	3,981	(3,721)	19,355
Income tax expense	(837)	(1,759)	–	(2,596)	(101)	–	(2,697)
Assets							
Investment in joint venture	1,519	–	–	1,519	–	–	1,519
Additions to non-current assets ⁽²⁾	2,257	43	–	2,300	–	–	2,300
Segment assets	161,507	56,920	–	218,427	26,087	–	244,514
Liabilities							
Segment liabilities	73,444	8,747	–	82,191	1,411	–	83,602

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

37. SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2018	Mansfield						
	Precision Components and Tooling	Precision Machining	Adjustments and Eliminations	Total	Corporate and Others	Eliminations	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue							
External customers	145,012	73,287	–	218,299	–	–	218,299
Inter-segment	81,333	15,576	(96,909)	–	–	–	–
	<u>226,345</u>	<u>88,863</u>	<u>(96,909)</u>	<u>218,299</u>	<u>–</u>	<u>–</u>	<u>218,299</u>
Results							
External interest income	315	284	–	599	345	–	944
Inter-segment interest income	–	–	–	–	827	(827)	–
Inter-segment interest expense	(827)	–	–	(827)	–	827	–
Depreciation and amortisation	(1,557)	(3,532)	–	(5,089)	(20)	–	(5,109)
Net fair value gain on investment properties	59	138	–	197	–	–	197
Dividend income from other investments	–	–	–	–	166	–	166
Net gain on disposal of property, plant and equipment	1,273	–	–	1,273	–	–	1,273
Net foreign exchange (loss)/gain	(321)	80	–	(241)	(1)	–	(242)
Reversal of impairment loss on property, plant and equipment	–	1,163	–	1,163	–	–	1,163
Rental income	1,299	1,613	–	2,912	–	–	2,912
Share of results of joint venture	(1)	–	–	(1)	–	–	(1)
Finance cost	(1)	–	–	(1)	–	–	(1)
Other non-cash expenses ⁽¹⁾	(519)	(450)	–	(969)	(579)	–	(1,548)
Inter-segment dividend income	–	–	–	–	1,752	(1,752)	–
Segment profit/(loss) before tax	1,718	22,497	–	24,215	882	(1,752)	23,345
Income tax expense	(2,382)	(590)	–	(2,972)	(134)	–	(3,106)
Assets							
Investment in joint venture	1,562	–	–	1,562	–	–	1,562
Additions to non-current assets ⁽²⁾	7,708	355	–	8,063	34	–	8,097
Segment assets	<u>125,902</u>	<u>81,966</u>	<u>–</u>	<u>207,868</u>	<u>15,696</u>	<u>–</u>	<u>223,564</u>
Liabilities							
Segment liabilities	<u>52,156</u>	<u>20,580</u>	<u>–</u>	<u>72,736</u>	<u>1,232</u>	<u>–</u>	<u>73,968</u>

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

37. SEGMENT INFORMATION (CONTINUED)

- (1) Other non-cash income/expenses consist of net fair value gain/loss on other investments, net gain/loss on disposal of other investments, net impairment loss/reversal of impairment loss on financial assets, net allowance/write-back for inventory obsolescence, net impairment loss/reversal of impairment loss on capitalised contract costs and share-based payments as presented in the respective notes to the financial statements.
- (2) Additions to non-current assets consist of additions to property, plant and equipment and intangible assets and deposit refunded/paid for purchase of property, plant and equipment.

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenues		Non-current assets	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Hong Kong/PRC	184,348	216,440	79,670	59,287
Thailand	2,373	1,859	5,730	5,379
Singapore	–	–	66	26
	186,721	218,299	85,466	64,692

Non-current assets information presented above consist of property, plant and equipment, right-of-use assets, investment properties, intangible assets, investment in joint venture, deposit paid for purchase of property, plant and equipment and non-current other receivables as presented in the balance sheet.

Information about major customers

Revenue from two (2018: two) major customers amounted to \$55,907,000 (2018: \$82,294,000), arising from sales by the Precision Components and Tooling and Precision Machining segments.

38. DIVIDENDS

	Group and Company	
	2019 \$'000	2018 \$'000
Declared and paid during the financial year		
<i>Dividends on ordinary shares</i>		
Final exempt (one-tier) dividend for 2018: \$0.015 (2017: \$0.010) per share	3,395	2,262
Proposed but not recognised as a liability as at 31 December		
<i>Dividends on ordinary shares, subject to shareholders' approval at the Annual General Meeting</i>		
Final exempt (one-tier) dividend for 2019: \$0.015 (2018: \$0.015) per share	3,395	3,395

NOTES TO FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

39. EVENTS AFTER THE REPORTING PERIOD

In late December 2019, an outbreak of a novel strain of coronavirus ("COVID-19") commenced and continued to spread rapidly in China and globally and was declared a global pandemic in March 2020 by the World Health Organisation. In an effort to contain the spread of COVID-19, many countries around the world, including People's Republic of China, Singapore and Thailand where the Group operates in have imposed regulatory actions like travel restrictions, in-person gatherings, suspensions of public events, business closures, quarantines and lock-downs resulting in deterioration in economic and market conditions in the first half of 2020.

On 23 January 2020, the central government of People's Republic of China imposed a lockdown in Wuhan and other cities in Hubei province in an effort to combat the COVID-19 outbreak. On 10 February 2020, the Group announced that the production and operations of Mansfield Manufacturing (Wuhan) Company Limited have been temporarily suspended due to the COVID-19 outbreak. The operations of the other Group entities including Mansfield (Suzhou) Manufacturing Company Limited, Magix Mechatronics (Dongguan) Company Limited, Sun Mansfield Manufacturing (Dongguan) Company Limited and Feng Chuan Tooling (Dongguan) Company Limited were also disrupted for varying levels and periods during the months from February 2020 and beyond.

On 24 April 2020, with the approval of the local Chinese authorities, the Group announced that the production and operations of all its factories in People's Republic of China have resumed and recovery of the Group's operations is ongoing at this date.

Since early 2020, the Group has been experiencing significant impact of the global outbreak of the COVID-19 pandemic from both supply-side and demand-side pressures. Beyond the supply chain disruptions faced in the manufacturing sector, there is the broader and more concerning challenge of a sharp decline in global economic activity due to decline in consumption in China and the rest of the world. The COVID-19 outbreak has also resulted in sharp declines and volatilities in global financial markets subsequent to the reporting date. Up to the date of the financial statements, the Group and Company have incurred fair value losses from the investments in quoted equity and debt instruments. The Group has assessed that these subsequent events are not indicative of conditions that existed as at 31 December 2019 and the COVID-19 outbreak has been determined by the Group to be a non-adjusting event for the Group's and Company's financial statements for the financial year ended 31 December 2019. The financial effects of these events, including possible impairments and fair value changes to the Group's assets cannot be reliably estimated at this date.

As of the date of the financial statements, the COVID-19 pandemic is still ongoing and rapidly evolving and creates significant challenges to the Group in forecasting the estimated financial effects. There may also be further adverse impacts to the Group and Company that could affect subsequent financial results and positions in addition to those disclosed above.

40. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2019 were authorised for issue in accordance with a resolution of the directors on 11 May 2020.

STATISTICS OF SHAREHOLDINGS

AS AT 30 APRIL 2020

No. of issued shares	–	246,656,428
No. of issued shares (excluding treasury shares)	–	226,305,428
No./Percentage of Treasury Shares	–	20,351,000 (8.99%)
Class of Shares	–	Ordinary Shares
Voting Rights (excluding treasury shares)	–	One vote per share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS		NO. OF SHARES	
		%		%
1 – 99	5	0.28	62	0.00
100 – 1,000	197	10.94	182,590	0.08
1,001 – 10,000	853	47.36	5,059,039	2.23
10,001 – 1,000,000	730	40.53	45,343,498	20.04
1,000,001 AND ABOVE	16	0.89	175,720,239	77.65
TOTAL	1,801	100.00	226,305,428	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	RAFFLES NOMINEES (PTE.) LIMITED	42,190,100	18.64
2	PHILLIP SECURITIES PTE LTD	27,271,800	12.05
3	ADVANTEC HOLDING SA	22,571,000	9.97
4	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	20,324,400	8.98
5	DBS NOMINEES (PRIVATE) LIMITED	16,505,200	7.29
6	LOU YILIANG	14,082,700	6.22
7	CITIBANK NOMINEES SINGAPORE PTE LTD	9,793,000	4.33
8	COMCRAFT INTERNATIONAL S.A	4,421,000	1.95
9	LIU WENYING	4,400,000	1.94
10	UOB KAY HIAN PRIVATE LIMITED	2,991,200	1.32
11	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	2,678,641	1.18
12	SEE BENG LIAN JANICE	2,115,900	0.93
13	SEAH CHYE ANN (XIE CAI'AN)	1,850,000	0.82
14	MAYBANK KIM ENG SECURITIES PTE. LTD	1,661,998	0.73
15	LIEW CHOON FONG	1,650,000	0.73
16	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	1,213,300	0.54
17	WONG BARK CHUAN DAVID	1,000,000	0.44
18	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	801,000	0.35
19	DBSN SERVICES PTE. LTD.	771,900	0.34
20	TAY BOON HUAT	687,000	0.30
TOTAL		178,980,139	79.05

STATISTICS OF SHAREHOLDINGS

AS AT 30 APRIL 2020

PERCENTAGE OF SHAREHOLDING IN THE HANDS OF PUBLIC (PUBLIC FLOAT)

Based on information available to the Company as of 30 April 2020, approximately 51.47% of the issued ordinary shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the SGX-ST Listing Manual requirement.

SUBSTANTIAL SHAREHOLDERS

The interests of the substantial shareholders in the Shares as recorded in the Register of Substantial Shareholders are set out below:

Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Advantec Holding SA ⁽¹⁾	22,571,000	9.97	60,811,300	26.87
Trustee of Chandaria Trust I ⁽²⁾	–	–	83,832,300	37.04
Lou Yiliang ⁽³⁾	14,082,700	6.22	11,902,800	5.26

Notes:

- (1) Advantec Holding SA is deemed to be interested in the 60,811,300 Shares held through the following:
Raffles Nominees (Pte) Ltd in respect of 40,811,300 shares
UOB Bank Nominees Pte Ltd in respect of 20,000,000 shares
- (2) Trustee of Chandaria Trust I is deemed to be interested in the 83,382,300 Shares held by Advantec Holding SA as well as a further 450,000 Shares held by Metchem Engineering SA, both of which are wholly-owned by the Chandaria Trust I.
- (3) Mr. Lou Yiliang is deemed to be interested in the 11,902,800 shares held through Philip Securities Pte. Ltd

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 24th Annual General Meeting of **INNOTEK LIMITED** (the “**Company**”) will be convened and held by way of electronic means on Wednesday, 3 June 2020 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2019 together with the Auditors’ Report thereon.

(Resolution 1)

2. To declare a one-tier tax-exempt First and Final Dividend of 1.5 Singapore cents per share for the year ended 31 December 2019 (2018: First and Final Dividend 1.0 Singapore cents per share, Special Dividend 0.5 Singapore cents per share).

(Resolution 2)

3. To re-elect Mr. Sunny Wong Fook Choy (Non-Executive and Independent Director) who will retire in accordance with Article 103 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company.

(Resolution 3)

Subject to his re-appointment, Mr. Sunny Wong Fook Choy, will be re-appointed as Chairman of the Remuneration Committee and member of the Nominating Committee.

4. To approve the payment of Directors’ fees of S\$327,000 for the year ended 31 December 2019 (2018: S\$327,000).

(Resolution 4)

5. To approve the payment of Directors’ fees of up to \$327,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears.

(Resolution 5)

6. To re-appoint Ernst & Young LLP as the Company’s Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

(Resolution 6)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:

7. That pursuant to Section 161 of the Companies Act, Chapter 50 (“**Companies Act**”) and the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Listing Manual**”), the directors of the Company (“**Directors**”) be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**shares**”) whether by way of rights or bonus; and/or

▶ NOTICE OF ▶ ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS (CONTINUED)

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force;

Provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued ordinary shares (excluding treasury shares) shall be based on the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i) below]

(Resolution 7)

8. That approval be and is hereby given to the Directors to allot and issue such number of ordinary shares in the capital of the Company as may be issued pursuant to the exercise of the options under the InnoTek Employees' Share Option Scheme 2014 ("**Share Plan**") in accordance with the provisions of the Share Plan, provided always that the aggregate number of shares to be issued pursuant to the Share Plan shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time.

[See Explanatory Note (ii) below]

(Resolution 8)

9. To transact any other business which may arise and can be transacted at an Annual General Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 17 June 2020 for the preparation of dividend warrants. Duly completed transfers in respect of ordinary shares in the capital of the Company received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 16 June 2020 will be registered to determine members' entitlement to the proposed First and Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd. are credited with Shares in the Company as at 5.00 p.m. on 16 June 2020 will be entitled to the proposed First and Final Dividend.

The proposed First and Final Dividend, if approved at this annual general meeting, will be paid on 30 June 2020.

By Order of the Board

Linda Sim Hwee Ai
Company Secretary
Singapore, 19 May 2020

▶ NOTICE OF ▶ ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above Annual General Meeting until the date of the next Annual General Meeting, to issue, or agree to issue shares and/or grant Instruments that might require shares to be issued on a pro rata basis to shareholders of the Company, up to an aggregate limit of 50% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company (calculated as described).
- (ii) Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors, from the date of the above Annual General Meeting until the next Annual General Meeting, to allot and issue shares as may be issued pursuant to the exercise of options under the Share Plan up to an aggregate limit of 15% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time ("15% Limit"). The 15 % Limit is calculated by including the shares which have already been allotted and issued pursuant to the exercise of options under the Share Plan.

Notes:

- 1. A member (including shareholders which are legal entities) of the Company who is entitled to attend and vote at the AGM is entitled to appoint the Chairman of the Meeting as a proxy to vote in his/her/its stead.
- 2. The instrument appointing the Chairman of the Meeting as proxy must be duly deposited at the office of the Company's Share Registrar, **Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or sent by email to agm.teame@boardroomlimited.com** not less than 72 hours before the time appointed for the holding of the AGM.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

NOTICE OF ANNUAL GENERAL MEETING



Participation in the AGM via live webcast or live audio feed

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by 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. This Notice will also be made available on the Company’s website at <https://innotek.listedcompany.com/ar.rev>.
2. Shareholders will **NOT** be able to attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, **shareholders are required to pre-register their participation in the AGM (“Pre-registration”) at this link: <https://smartagm.sg/innotekagm2020> (“AGM Registration and Q&A Link”) by 9.30 a.m. on 31 May 2020 (“Registration Deadline”) for verification of their status as shareholders (or the corporate representatives of such shareholders).**
3. Upon successful verification, each such shareholder or its corporate representative will receive an email by 1.00 p.m. on 2 June 2020. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 2 above but do not receive an email by 1.00 p.m. on 2 June 2020 should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at (65) 6536 5355 (between 9.00 a.m. to 4.00 p.m. on 2 June 2020).

Voting by proxy

4. Shareholders may only exercise their voting rights at the AGM via proxy voting (see paragraph 5 and 6 below).
5. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf. The proxy form for the AGM may be accessed at the Company’s website at <https://innotek.listedcompany.com/ar.rev>.
6. The duly executed proxy form must be deposited at the office of the **Company Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or sent by email to agm.teame@boardroomlimited.com** not less than 72 hours before the time appointed for the holding of the AGM.

Submission of questions prior to the AGM

7. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link **by 5.00 p.m. on 26 May 2020** so that they may be addressed during the AGM proceedings.
8. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXNET and the Company’s website within one month after the date of AGM.

Important reminder

9. **Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company’s website or announcements released on SGXNET for updates on the AGM. Further, in light of the current COVID-19 measures, which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

▶ ADDITIONAL INFORMATION ON ▶ DIRECTOR SEEKING RE-ELECTION

Mr. Sunny Wong Fook Choy the Director seeking re-election at the forthcoming annual general meeting of the Company to be convened on 3 June 2020 ("AGM") ("Retiring Director").

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Retiring Director as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below.

	Mr. Sunny Wong Fook Choy
Date of Appointment	17 November 2014
Date of last re-appointment	27 April 2017
Age	64
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("NC") and has reviewed and considered the qualification, work experience and suitability of Mr. Sunny Wong Fook Choy for re-appointment as Independent Non-Executive Director of the Company. The Board have reviewed and concluded that Mr. Sunny Wong Fook Choy possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, ARMC Chairman, ARMC Member, etc.)	Chairman of the Remuneration Committee and member of the Nominating Committee
Working experience and occupation(s) during past 10 years	Practising advocate and solicitor of the Supreme Court of Singapore, Managing Partner of Wong Tan & Molly Lim LLC and Director of WTML Management Services Pte. Ltd.
Shareholding interest in the listed issuer and its subsidiaries	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Other Principal Commitments including Directorships (for the last 5 years)	<p>Previous Directorships in Listed Companies:</p> <ol style="list-style-type: none"> 1. Global Testing Corporation Limited (resigned on 26 April 2010) 2. Advanced Integrated Manufacturing Corp. Ltd. (resigned on 30 September 2006) 3. Albedo Limited (now known as JCG Investment Holdings Ltd) (resigned on 28 April 2017) 4. KTL Global Limited (retired/cessation on 28 June 2019)
Present	<p>Current Directorships in Listed Companies:</p> <ol style="list-style-type: none"> 1. Excelpoint Technology Ltd. 2. Mencast Holdings Ltd. 3. Civmec Limited 4. InnoTek Limited
(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
(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
(c) Whether there is any unsatisfied judgment against him?	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

▶ ADDITIONAL INFORMATION ON ▶ DIRECTOR SEEKING RE-ELECTION

(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
(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
(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
(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
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or government body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION

<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(i) Any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(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</p> <p>(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</p> <p>(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?</p>	No
<p>(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?</p>	No
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience. 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. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	N.A.

INNOTEK LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 199508431Z)

24TH ANNUAL GENERAL MEETING

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT

- Members who wish to vote on any or all of the resolutions at the Annual General Meeting must appoint the Chairman of the Meeting as their proxy to do so on their behalf.
- Members can access the Notice of Annual General Meeting and Proxy Form via electronic means on the Company's website at <https://innotek.listedcompany.com/ar.rev>.
- For investors who have used their CPF/SRS monies to buy shares in the capital of InnoTek Limited, this proxy form is not valid for use and shall be ineffective for all intent and purposes if used or purported to be used by them. CPF/SRS investors who wish to appoint the Chairman of the Meeting as their proxy should contact their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 26 May 2020.

I/We, _____ (Name)

Of _____ (Address)

Being a member/members of InnoTek Limited (the "**Company**"), hereby appoint the Chairman of the Meeting as *my/our proxy, to attend, speak and vote for *me/us and on *my/our behalf, at the Annual General Meeting of the Company to be convened and held by way of electronic means on Wednesday, 3 June 2020 at 9.30 a.m. and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1	Directors' Statement and the Audited Financial Statements for the year ended 31 December 2019			
2	Declaration of First and Final Dividend			
3	Re-election of Mr. Sunny Wong Fook Choy			
4	Approval of Directors' fees for 2019			
5	Approval of Directors' fees for 2020			
6	Re-appointment of Ernst & Young LLP as Auditors			
7	Authority to allot and issue new shares			
8	Authority to allot and issue new shares in accordance with the provisions of the Share Plans			

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast "for" or "against" the Resolutions as set out in the Notice of AGM. If you mark the "abstain" box for a particular Resolution, you are directing your proxy not to vote on that resolution.)

Dated this _____ day of _____ 2020

Total Number of Shares in:	No. of Shares
(a) CDP register	
(b) Register of Members	

Signature of Shareholder(s)

or, Common Seal of Corporate Shareholder



IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:-

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
2. **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 as 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.** A printed copy of the proxy form is in the Annual Report 2019. Members can also access the Proxy Form via electronic means on the Company's website at <https://innotek.listedcompany.com/ar.rev>.

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 form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

3. The Chairman of the Meeting as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) If submitted **by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623**, or
 - (b) If submitted electronically, be submitted via **email to the Company's Share Registrar at agm.teame@boardroomlimited.com**.

In either case, not less than 72 hours before the time set for the meeting.

A member who wishes to submit an instrument of proxy must first complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and 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.

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointer, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the Meeting and/or any adjournment thereof, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 19 May 2020.

INNOTEK

INNOTEK LIMITED

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