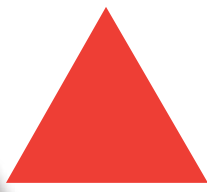




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LEY CHOON



KEEPING 2
THE MOMENTUM 0
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VISION

To be a leading one-stop regional service provider of underground infrastructure construction, road and airfield construction and maintenance, asphalt premix production and construction waste recycling.

MISSION

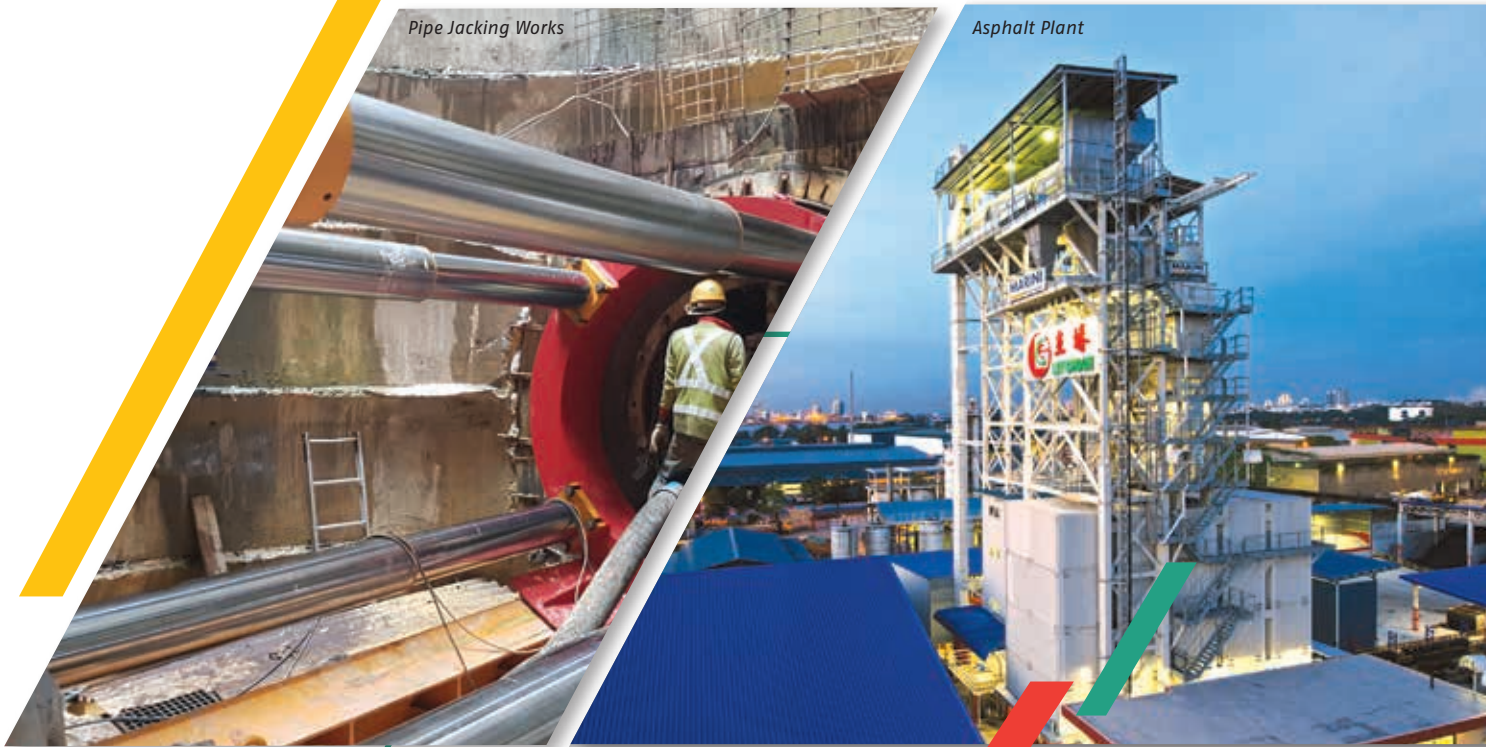
We aim to provide timely and reliable integrated solutions while building a strong team of in-house expertise and developing advanced machinery and technology to best serve the individual needs of our customers.

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This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd., (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this annual report. This annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report. The contact person for the Sponsor is Mr Nathaniel C.V., Registered Professional, RHT Capital Pte. Ltd., 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtgoc.com.



CORPORATE PROFILE

Ley Choon Group Holdings Limited (“**Ley Choon**” or the “**Group**”) is an established one-stop underground utilities infrastructure construction and road works service provider. Since our inception as Ley Choon Constructions and Engineering Pte Ltd in 1990, we have grown our spectrum of services to encompass:

- (1) Underground utilities infrastructure construction and maintenance services, which include water pipes, NEWater pipes, high-pressure gas pipes, high-voltage power cables, fibre optic cables and sewer pipeline rehabilitation;
- (2) Road and airfield pavement construction and maintenance services, which include the supplying and laying of graded stones, cement treated base and milling and laying of asphalt premix; and
- (3) Construction materials supply services, which include production of asphalt premix and recycled aggregates from construction and demolition waste and production of ready mix concrete and cement bricks.

As a one-stop underground utilities infrastructure construction service provider, our core strengths reside with our technical expertise in underground utilities infrastructure and the in-house supply of construction materials such as asphalt premix and recycled aggregates.

Ley Choon is one of the few asphalt plant operators in Singapore. Our asphalt plant is one of the largest in Singapore with production capacity of up to 400 tonnes per hour. The built-in recycling feature and the offering of various asphalt premix formulations to meet customer requirements provide us with a competitive advantage.

Our customers include Singapore government agencies such as Public Utilities Board (“**PUB**”) and Land Transport Authority (“**LTA**”), as well as reputable companies such as Changi Airport Group and SP Group.

As a L6-registered contractor (the highest grade) with the Building and Construction Authority (“**BCA**”), Ley Choon can tender for Singapore’s public sector contracts of unlimited value in the categories of cable/pipe-laying and road reinstatement, essential construction materials and other basic construction materials. The Group is also an A1-registered contractor in the category of civil engineering (CW02).

Leveraging on our expertise, the Group has been expanding overseas. The Group set up its first plant in China, engaging in the construction waste recycling and the development, production and sale of eco-green construction materials. Currently, the Group is undertaking a sewer pipeline rehabilitation project funded by Asian Development Bank (ADB) in Sri Lanka, and has since secured and completed a second project in FY2019.

Headquartered in Singapore with headcount of around 900, we build our technology capabilities by investing in people, process and system optimization, such as the application of Enterprise Resource Planning (ERP) system and mobile CCTV monitoring system.

As a testament to our technological advantage and service quality, Ley Choon has been accredited with IMS-ISO 9001, BS-OHSAS 18001, ISO 14001 and Green And Gracious Builder Award.

Ley Choon was listed on the Main Board of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in August 2012 via a reverse takeover of Ultron Technologies Limited and transferred to the Catalist Board on 22 February 2017.

CHAIRMAN'S STATEMENT

The Group will continue to focus on its core business and fine tune its operational efficiency to improve its performance in the coming years.



DEAR SHAREHOLDERS,

On behalf of the Board of Directors of Ley Choon Group Holdings Limited (the “Company”, and together with all its subsidiaries, collectively “the Group”), it gives me great pleasure to present to you the Annual Report for the financial year ended 31 March 2020 (“FY2020”).

During the financial year under review, the market conditions in construction industry were extremely competitive. The Group often had to fine-tune its pricing strategies and project management techniques in order to be more competitive and efficient in securing and delivering contracts.

Towards the end of FY2020, the COVID-19 pandemic had forced many countries to impose lockdown and travel restrictions and implement social distancing measures to prevent its spread. These measures had severely affected many businesses and industries especially the construction and building sector; the Group was not spared. The COVID-19 pandemic is expected to last for a prolonged period and will continue to impact the Group's operations and performance for the financial year ending 31 March 2021 (“FY2021”).

FINANCIAL PERFORMANCE

Despite the impact of COVID-19 pandemic towards the end of FY2020, the Group had recorded a significantly lower net loss after tax of S\$4.6 million for FY2020 compared to a net loss after tax of S\$9.6 million for the corresponding financial year ended 31 March 2019 (“FY2019”). The substantial decrease in the net loss after tax in FY2020 is largely attributed to the increase in gross profit and decrease in administrative expenses, amongst others.

Gross profit increased by 42.2% in FY2020 compared to FY2019 due mainly to lower material cost incurred in projects which are nearing completion. The decrease in administrative expenses in FY2020 compared to FY2019 is a result of lower professional fees and staff cost.

Shareholders' equity has further declined by 20.5% to S\$18.5 million as at 31 March 2020 as compared to S\$23.2 million as at 31 March 2019 mainly attributed to the net loss position for FY2020. While there was no significant change in the Group's cash and cash equivalent position at the year end, the Group managed to improve the operating cash flow to \$9.0 million in FY2020 compared to \$2.5 million in FY2019, partly due to improved working capital management.

BUSINESS OUTLOOK

The Building and Construction Authority (“BCA”), vide their announcement dated 17 September 2020, has revised its projected construction demand for 2020 from the earlier forecast of \$28 billion – \$33 billion released in January 2020 to \$18 billion – \$23 billion. However, the construction demand is expected to recover from 2021 onwards, supported by public residential developments and upgrading works, developments at the Jurong Lake District, construction of new healthcare facilities and various infrastructure projects such as the construction of the Cross Island MRT Line and major underground utility services. In view of that and with a decades-long proven track record in delivering underground infrastructural projects, the Group is cautiously optimistic of securing more projects to maintain a healthy order book in the coming year. The Group will continue to focus on its core business and fine-tune its operational efficiency to improve its performance in the coming years.



CHAIRMAN'S STATEMENT



Suction Excavator in operation

Small Pipe Laying Works

COVID-19

The Group had responded promptly to the Government's advisories on safe management measures announced from time to time and pro-actively stepped up various efforts which include implementation of Business Continuity Plan in response to the COVID-19 situation. In view of the impact of the COVID-19 pandemic on global supply chains, the Group has promptly taken all necessary actions to stockpile adequate essential construction materials to meet the near term requirements. The daily needs and the welfare of workers who are staying in our dormitories have been well taken care of. We had only one infected case in July 2020 who recovered within two weeks. Non-operations employees, particularly the office staff, have been working from home on alternate days and on split team basis. Mr Tan Chuan-Jin, Member of the Parliament of Singapore, visited the Group's dormitories immediately after the commencement of Circuit Breaker, had dialogues with workers there, and expressed satisfaction with the measures taken by the Group.

The pandemic brought construction activities to a halt during Circuit Breaker and the subsequent Phase-1 period. The Group's usual operations resumed gradually only after Phase-1 reopening period. Although construction activities have resumed, the operational constraints during the above periods have already affected the financial performance of the Group for the first quarter ended 30 June 2020 and this impact will continue to be reflected in the results of the Group for FY2021.

PROJECT MANAGEMENT

The Management Team invested significant time and energy to improve digitalisation and upgrading of the project monitoring tools through available information technology resources. More visualisation tools and techniques are used to track the progress

of projects and performance. The application of tools is not limited to project management but also to other support functions like logistics and inventory management. All these measures, which are still works in progress, will eventually improve the operational efficiency of the Group.

SUSTAINABILITY FOR GROWTH

Embracing sustainability reporting has led the Management Team to re-calibrate the business *modus operandi* under which the Group has been operating; the Group has broadened its financial-centric business approach to incorporate non-financial parameters which have since sparked off a more effective management of a new spectrum of ESG parameters. While the Group continues to seek breakthroughs for new growth, it recognises the increasing importance of strengthening the sustainability and resilience of its current business operations.

NOTE OF THANKS

On behalf of the Board, I would like to express my heartfelt thanks to the Management Team for their remarkable leadership and our employees for their hard work, commitment and accomplishments. I would also like to thank our shareholders and all stakeholders for their continued confidence and unwavering support. My sincere thanks and appreciation to our Board Members for their guidance, valuable advice and commitment.

TOH CHOO HUAT

Executive Chairman and Chief Executive Officer

OPERATIONS REVIEW

SEGMENTAL OVERVIEW

PIPES AND ROADS

Revenue from Pipes and Roads segment decreased by S\$6.1 million to S\$85.2 million or 90.2% of total revenue for the twelve months ended 31 March 2020 ("FY2020") compared to S\$91.3 million or 88.6% of total revenue for the corresponding period ended 31 March 2019 ("FY2019"). This was due mainly to lower revenue from certain projects as a result of completion during the year. However profit before tax from Pipes and Roads segment increased to S\$2.8 million for FY2020 compared to S\$1.0 million for FY2019 due mainly to the decrease in material cost as a result of less consumption of materials for certain ongoing project mix.

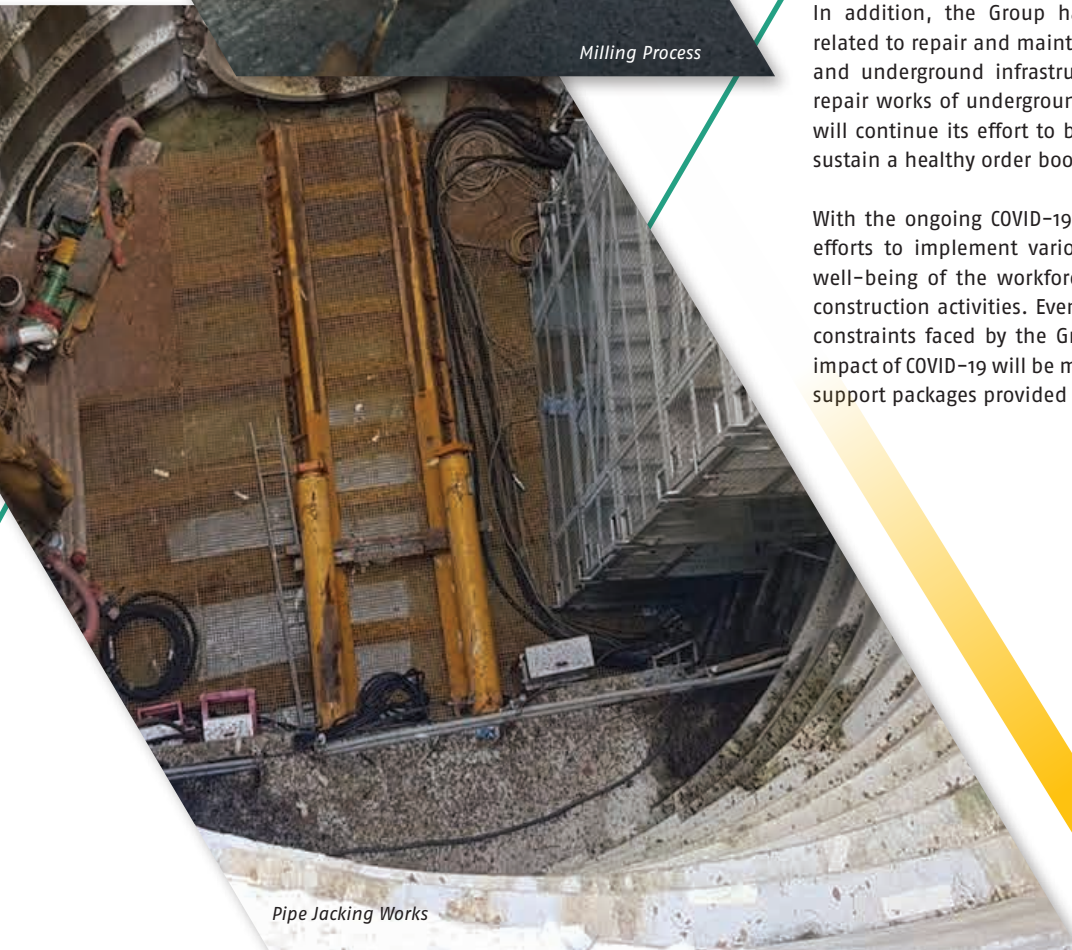
Despite the decrease in revenue for FY2020, there are several ongoing projects that contribute to the revenue streams for the year. Some of these projects include Strengthening of Taxiway Base, Proposed Construction of New 900 Series Aircraft Parking Stands with Associated Works and Reconfiguration of Airside Fence in Front of 500 Series Cargo Stands, Cable Installation Turnkey Projects IV, Replacement of Water Mains for Network Renewal Division Package 2A and Supply and Laying of Water Mains in East Division for Year 2019 to 2022 for Zone E1.

In addition, the Group has successfully secured new projects related to repair and maintenance works of underground services and underground infrastructure construction works and urgent repair works of underground services during the year. The Group will continue its effort to bid for projects locally and overseas to sustain a healthy order book.

With the ongoing COVID-19 outbreak, the Group has stepped up efforts to implement various safety measures to safeguard the well-being of the workforce and ensure smooth resumption of construction activities. Even though there are certain operational constraints faced by the Group, the Group is confident that the impact of COVID-19 will be minimised with the various Government support packages provided to support construction firms.



Milling Process

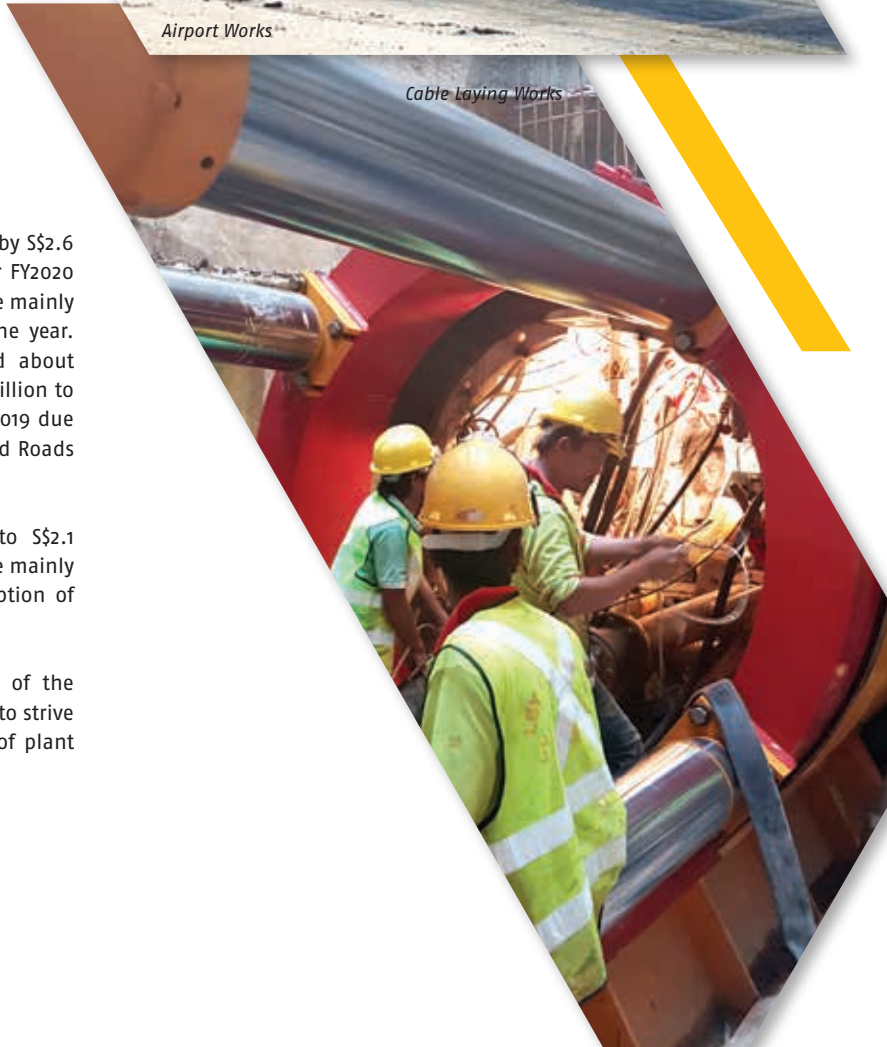


Pipe Jacking Works

OPERATIONS REVIEW



Airport Works



Cable Laying Works

CONSTRUCTION MATERIALS

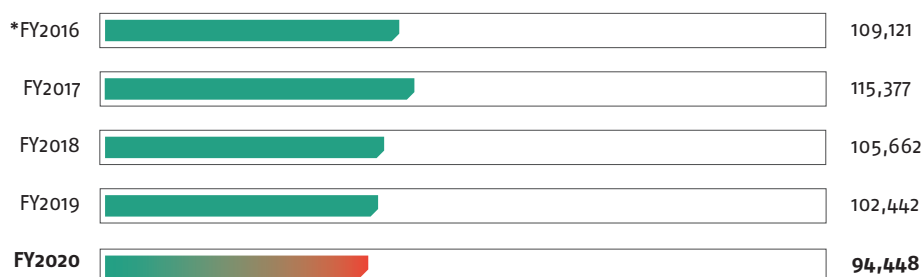
Revenue from Construction Materials segment decreased by S\$2.6 million to S\$9.2 million or 9.8% of the total revenue for FY2020 compared to S\$11.7 million or 11.4% for FY2019. This was due mainly to the decrease in sales to external customers during the year. Furthermore, inter-segment revenue which contributed about 44.0% of the segment revenue also decreased by S\$0.7 million to S\$7.3 million for FY2020 compared to S\$8.0 million for FY2019 due mainly to lesser usage of asphalt premix for our Pipes and Roads segment as a result of completion of certain projects.

Profit from Construction Material segment increased to S\$2.1 million for FY2020 compared to S\$0.7 million for FY2019 due mainly to decrease in material cost as a result of less consumption of materials for the year.

Despite the challenging market conditions as a result of the impact of the COVID-19 outbreak, the Group will continue to strive for better pricing and productivity by better utilisation of plant capacity and management of cost.

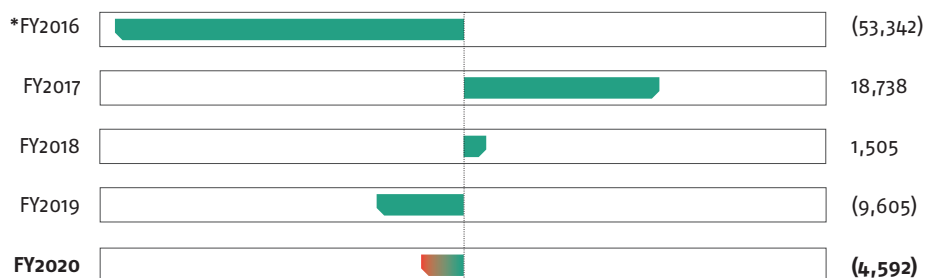
FINANCIAL HIGHLIGHTS

REVENUE (S\$'000)



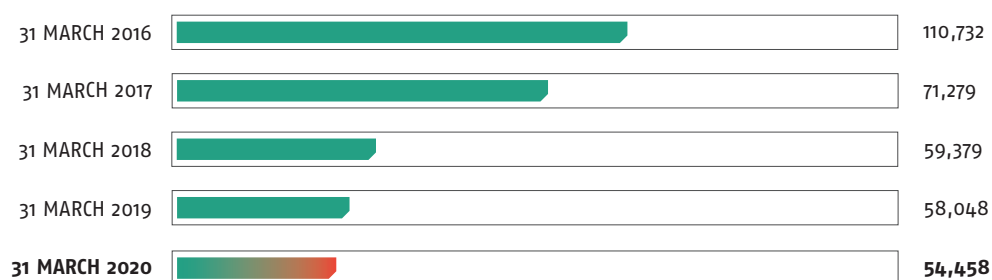
*FY2016 is for 15 months from 1 January 2015 to 31 March 2016.

PROFIT/(LOSS) AFTER TAXATION (S\$'000)

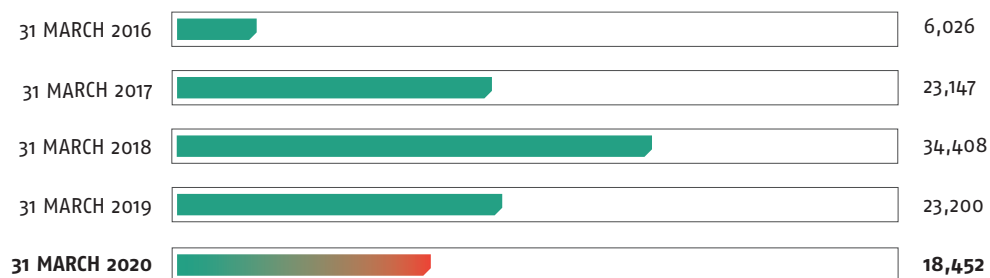


*FY2016 is for 15 months from 1 January 2015 to 31 March 2016.

TOTAL BORROWINGS (S\$'000)



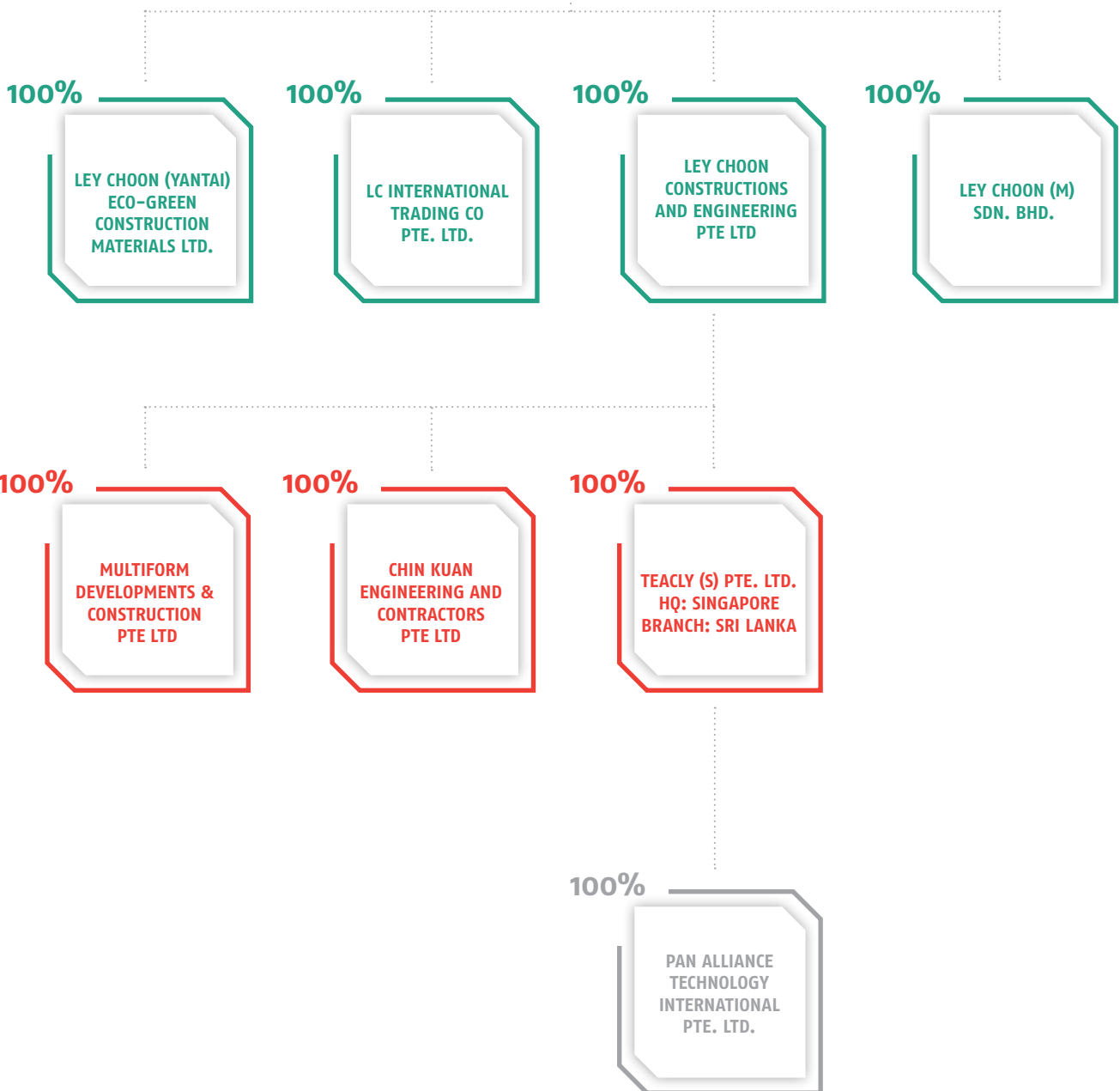
TOTAL EQUITY (S\$'000)



GROUP STRUCTURE



LEY CHOON GROUP HOLDINGS LIMITED
立堉集团控股有限公司



BOARD OF DIRECTORS



TOH CHOO HUAT
Executive Chairman and
Chief Executive Officer

Mr Toh Choo Huat is the Executive Chairman and Chief Executive Officer of Ley Choon Group Holdings Limited. As one of the Group's founders, Mr Toh has played a pivotal role in the growth and development of the Group. He is responsible for the overall business development and general management of the Group. He also oversees the overall strategic direction and expansion plans for the growth and development of the Group.

Mr Toh has more than 28 years of experience in the business of underground utilities infrastructure construction and maintenance, sewer pipeline rehabilitation, road and airfield construction and maintenance. Prior to the establishment of Ley Choon, Mr Toh worked as a maintenance technician in Fairchild Semiconductor Pte Ltd. In 1990, Mr Toh and his brothers incorporated Ley Choon Constructions and Engineering Pte Ltd ("LCCE").

Mr Toh holds a Diploma in Electrical & Electronic Engineering from Ngee Ann Technical College (in association with Central Polytechnic London).



PROF. LING CHUNG YEE
Lead Independent Director

Professor Ling was appointed as Lead Independent Director on 28 September 2015. He is also the Chairman of the Audit Committee and a Member of the Remuneration Committee and Nominating Committee. Prof. Ling is currently a Managing Director at RL Capital Management, an Adjunct Professor in Finance at the SKEMA Business School, and an Academic Program Director at SMU Academy. Concurrently, he also serves as an Independent Director on several public listed companies across Asia – United Food Holdings Ltd, Debao Property Development Ltd, Amplefield Ltd and Vingroup JSC.

Prior to RL Capital, Prof. Ling spent more than 20 years in investment banking and held senior positions with JPMorgan, Lehman Brothers, Goldman Sachs and Salomon Smith Barney. His expertise is in Asia real estate, REIT IPOs and capital markets, and he has worked in New York, Hong Kong, Tokyo and Singapore. During his investment banking career, Prof. Ling has originated and executed a broad range of advisory and capital market transactions including some of the most high profile transactions in the region. Prof. Ling was a former Board Director of the CFA Society of Japan. He was honored as the Real Estate Executive of the Year 2016 by Singapore Business Review, and as one of 20 Rising Stars in Real Estate 2008 by Institutional Investor.

Prof. Ling graduated from INSEAD with a Global EMBA and from the National University of Singapore with a BBA (Hons).

BOARD OF DIRECTORS

CHIA SOON HIN WILLIAM Independent Director

Mr Chia Soon Hin William was appointed as Independent Director of the Company on 28 September 2015. He is also the Chairman of the Remuneration Committee and a Member of the Audit Committee and Nominating Committee.

Mr Chia, besides serving as Independent Board Director of other two listed companies, provides training for financial institutions and business advisory to corporations through his company, Xie Capital Pte Ltd and has more than 35 years of retail and commercial banking experience with Overseas Union Bank, Standard Chartered Finance, DBS Bank, Malayan Banking Berhad and United Overseas Bank. Prior to his retirement from United Overseas Bank in October 2014, he was Executive Director with the bank's Group Commercial Banking.

Mr Chia is a Chartered Secretary and Associate of the Governance Institute of Australia, Fellow with the Chartered Institute of Marketing (UK) and Associate with the Chartered Institute of Bankers UK. He was conferred IBF Fellow by the Institute of Banking and Finance Singapore in November 2014.



CHUA HOCK THAK Independent Director

Mr Chua Hock Thak was appointed as Independent Director of the Company on 29 March 2018. He is also the Chairman of the Nominating Committee and a Member of the Audit Committee and Remuneration Committee.

Mr Chua has some 40 years of experience in the development of water infrastructure projects. He was with PUB, Singapore's National Water Agency, for 34 years holding various positions and was involved in the development of water infrastructures such as water and NEWater treatment works, water transmission and distribution pipelines, raw water and treated water reservoirs and barrage structures for raw water intakes. Prior to that, he was with JKR Kelantan for 2 years and contractors for 4 years, during which he was involved in the development of rural water supply scheme in Kelantan.



TEO HO BENG Non-Executive Director

Mr Teo Ho Beng was appointed as Non-Executive Director of the Company on 28 September 2015. He is also a Member of the Audit Committee, Remuneration Committee and Nominating Committee.

Mr Teo is presently the Chief Executive Officer of Hiap Hoe Group. Mr Teo has more than 39 years of experience in the construction and property industries, and over 25 years of experience in the leisure industry.

Mr Teo is responsible for the formulation of corporate strategies and policies for Hiap Hoe Group, and ensures their implementation by senior management at the operations level. Mr Teo also chairs the senior management meetings to monitor Hiap Hoe Group's performance, and oversees management, budgeting and forecasting procedures to ensure there is prudent financial management.



EXECUTIVE OFFICERS

TOH CHEW LEONG

Deputy Chief Executive Officer

Mr Toh Chew Leong is the Deputy Chief Executive Officer of Ley Choon and is one of the founders of the Group. Mr Toh oversees the Group's underground utilities infrastructure construction and assists in the day to day operations of the Group's business. Mr Toh has an extensive experience of more than 28 years in the Group's pipe and cable laying as well as asphalt premix businesses.

TOH SWEE KIM

Chief Operating Officer

Mr Toh Swee Kim is the Chief Operating Officer ("COO") of Ley Choon. He oversees all operations for underground utilities infrastructure construction and maintenance business, including deployment of resources, manpower and operations management of the Group.

Mr Toh has extensive experience of more than 28 years in the Group's pipe and cable laying business. In 1990, Mr Toh joined the Group as an operations manager.

TOH CHEW CHAI

Deputy Chief Operating Officer

Mr Toh Chew Chai joined Ley Choon since its establishment. As the Group's Deputy Chief Operating Officer, he oversees all operations for underground utilities infrastructure construction, deployment of resources and operations management of the Group.

Mr Toh has extensive experience of more than 28 years in the Group's pipe and cable laying business. In 1990, Mr Toh joined the Group as an operations manager.

GOH SENG HUAT DANIEL

Chief Financial Officer

A qualified Accountant, Mr Goh Seng Huat Daniel has about 25 years of Accounting & Finance experience, including 19 years of Senior Manager/Controller roles in corporate planning, treasury, consolidation reporting, management & statutory compliance reporting, tax & tax planning, audit as well as preparation work for companies listing. His range of experiences span from Manufacturing, Constructions, Oil & Gas, Healthcare, Engineering & Offshore & Marine, which extended across his earlier years of Big Six audit experience, to subsequently GLC, SGX-listed & MNC industries.

Mr Goh graduated and became a member of The Association of Chartered Certified Accountants in the year 2001, just 4 months shortly after becoming an affiliated member. Mr Goh holds a Bachelor of Science (Hons) in Applied Accounting. Currently, Mr Goh is a Chartered Accountant of Singapore and a Fellow of the Association of Certified Chartered Accountants.

Mr Goh has resigned and will be stepping down as Chief Financial Officer on 31 December 2020. The announcement in relation to his cessation was released via SGXNet on 25 September 2020.

Airport Works



EXECUTIVE OFFICERS

Recycle Plant

Small pipe-laying Works

**TOH KAI HOCK**

IT Director

Mr Toh Kai Hock joined the Group as IT Manager in 2011. His areas of responsibilities include all informational technology related matters and project management of the organisation.

Mr Toh graduated with a Bachelor of Engineering (Electrical Engineering) First Class Honours from National University of Singapore (NUS).

TOH KAI SHENG ADAM

Director, Operations & HR

Mr Toh Kai Sheng Adam joined the Group in 2009 as management executive, and has since worked under various departments within the Group, including operations, finance, logistics, training centre and property development. He oversees Group HR and Administration, and assists the COO in managing the operations of the Group.

Mr Toh graduated from the Nanyang Technological University of Singapore with a Bachelor of Accountancy with First Class Honours and second specialisation in Banking and Finance. He also holds a Diploma in Management Accounting from Chartered Institute of Management Accountants, and is a Chartered Accountant of Singapore.

TOH KOK HEAN BRAYDEN

Director

Mr Toh Kok Hean Brayden joined Ley Choon as Plant Manager since the inception of its asphalt plant in 2007. As the Group expanded into construction waste recycling in 2010, he was also tasked to be responsible for the overall procurement, production, quality and maintenance of the asphalt plant, construction waste recycling plant and other related machineries.

Mr Toh graduated with a Bachelor of Engineering (Honours) degree in Mechanical Engineering from Nanyang Technological University (NTU) in 2004.

Long Service Award Recipients



SUSTAINABILITY REPORT

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Chinese New Year Celebrations



SUSTAINABILITY REPORT

1. HIGHLIGHTS

1.1 BOARD STATEMENT

INNOVATE FOR SUSTAINABILITY

At Ley Choon Group Holdings Limited ("Ley Choon", and together with all its subsidiaries, collectively the "Group"), we are united in upholding the highest standards of Environmental, Social and Governance ("ESG") practices within our organisation. Since we embarked on the sustainability journey, we have tackled the challenge of driving corporate sustainability with conviction and fervour.

Embracing sustainability reporting has challenged the Ley Choon management team to be introspective and re-calibrate the business modus operandi under which we have operated.

We have broadened our financial-centric business approach to incorporate non-financial parameters which has since sparked off a more effective management of a new spectrum of ESG parameters.

We believe our sustainable growth and success is only possible with the sustainable development of the communities we operate in, be it social, business or national communities.

While the Group continues to seek breakthroughs for new growth, we recognise the increasing importance of strengthening the sustainability and resilience of our current business operations.

We will continue to explore and evaluate business opportunities (including but not limited to strategic investments, partnerships, or mergers and acquisitions) that have potential to generate value for the shareholders.

EHS EXCELLENCE

In FY2020, we have continued our Environmental, Health & Safety ("EHS") Monitoring Plan for the Ley Choon Group. This programme aims to increase EHS ownership among employees in daily operations as well as to empower all employees to meet high EHS standards.

As we endeavour to enhance our EHS management system and processes to the highest standards, we aim to review and revise our existing Safety Management System vigilantly. Apart from implementing quarterly internal and external audits, we have also introduced a Competency Skill Test for our site supervisors in order to maintain a balance between Productivity and Safety in our operation.

We continued in our pursuit of safety awareness through our Safety Enhancement Programme ("SEP") which uses technology-based analytic tools to analyse the root causes of past incidents/accidents to determine preventive solutions and specific training needed for employees.

As a result, safety training hours have increased from 400 hours in FY2019 to 620 hours in FY2020. In addition, we also successfully achieved a 75.0% reduction of environmental violation incidents compared to the previous year.

HUMAN CAPITAL AND INNOVATION

Driving innovation is one of the key goals of our human capital development. In FY2019, we are delighted to present the first Appreciation Award for Innovation that resulted in cost savings for the Company.

Our firm commitment towards investing in human capital is reflected in a 52.5% increase in average training hours per employee to 18.3 hours in FY2020. For social impact, the Group plans to increase our contribution to business and community initiatives in the next 3 years.

We remain optimistic in driving the virtuous cycle of innovation and change management to drive greater financial and ESG returns for the Group.

BUSINESS RESILIENCE

However, as we enter into the new decade in 2020, the emergence of COVID-19 (Coronavirus Disease 2019) has created instabilities amongst the international economy and generated considerable negative impact, especially within the construction sector in Singapore.

In fact, the repercussions from COVID-19 are far from over. This has motivated us to create a new normal in how we are going to conduct our business moving forward.

We have since taken all necessary measures to ensure the safety and well-being of our personnel and to mitigate the economic fallout of this existential health threat, travel curbs, quarantines, and lockdowns.

This includes the implementation of business continuity plans, enhancement of online activities and austerity measures.

In demonstrating our solidarity to join the authorities' efforts to control the pace of the spread of COVID-19, we vigilantly complied with the government's measures for the construction sector. As far as practicable, our office employees have been on split-team arrangement to work from home on alternate days.

Lastly, we wish to confirm that the Board has considered sustainability issues as part of its strategic formulation. The Board has determined the material ESG factors and overseen the management in monitoring these material ESG factors.

On behalf of the Board of Directors

TOH CHOO HUAT

Executive Chairman and Chief Executive Officer

SUSTAINABILITY REPORT

1.2 ESG PERFORMANCE FY2020 HIGHLIGHTS

SOCIAL

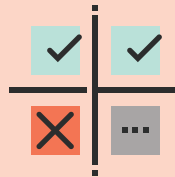


52.5% increase in average training hours per employee to 18.3 hours

GOVERNANCE



Full adherence to Code of Corporate Governance and maintained zero whistleblowing incidents



Achieved 75.0% reduction of environmental violation incidents

ENVIRONMENTAL



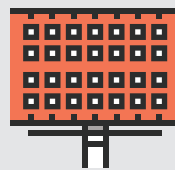
Continued with the Environmental, Health & Safety (“EHS”) Monitoring Plan to increase EHS ownership among employees in daily operations requirement as well as to empower all employees to meet high EHS standards



Continued with the Safety Enhancement Programme (“SEP”) which leveraged technology-based analytic tools to analyse the root causes of past incidents/accidents to derive with preventive solutions and specific training needed for employees



Continued with the Competency Skill Test for our site supervisors to strive for a balance between Productivity and Safety in operations



Achieved zero reportable incidents and reduced non-reportable incidents by 67.4%

SUSTAINABILITY REPORT

1.3 SCOPE OF SUSTAINABILITY REPORT

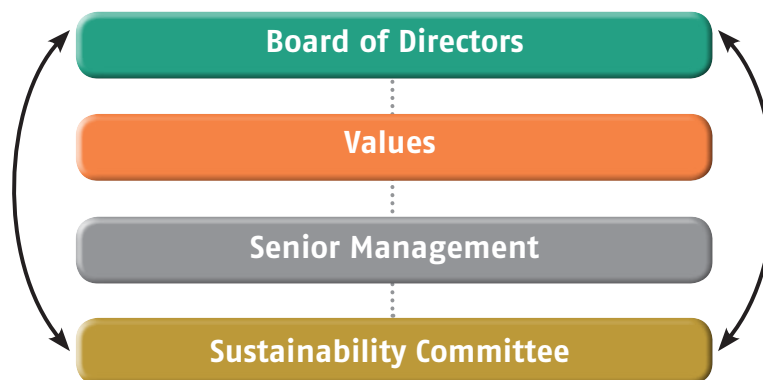
Reporting Period	The scope of the report covers data and information on material sustainability aspects of Ley Choon from 1 April 2019 to 31 March 2020 unless otherwise specified, and discusses the Group's achievements and performance towards Environmental, Social and Governance ("ESG") issues. We believe that the report should sufficiently address stakeholders' concerns in relation to sustainability issues arising from the Group's major business operations.
Reporting Standards	<p>This report is prepared in accordance with the Global Reporting Initiative ("GRI") Standards: Core Option as it provides a set of an extensive framework that is widely accepted as a global standard for sustainability reporting. We defined the report content in accordance with GRI Principles including:</p> <ul style="list-style-type: none"> • <i>Materiality</i>: Focusing on issues that impact business growth and are of utmost importance to our stakeholders; • <i>Stakeholder Inclusiveness</i>: Responding to stakeholder expectations and interests; • <i>Sustainability Context</i>: Presenting performance in the wider context of sustainability; and • <i>Completeness</i>: Including all information that is of significant economic, environmental and social impact to enable stakeholders to assess the Group's performance. <p>It also considers the Sustainability Reporting Guide in Practice Note 7F of the Catalyst Rules. In preparing our report, we applied the GRI's principles for defining report content and report quality by considering the Group's activities, impacts and substantive expectations and interests of its stakeholders.</p>
Reporting Boundaries	<p>The aspect boundaries 'within' the organisation are limited to Ley Choon and our subsidiaries.</p> <p>The aspect boundaries 'outside' the organisation include customers, employees, governments and regulatory agencies, local community, shareholders and financial community, and suppliers.</p>
Independent Verification	The data and information provided within the report have not been verified by an independent third party. We have relied on internal data monitoring and verification to ensure accuracy.
Restatements	Environmental impact data relating to electricity and water consumption for the previous year has been updated due to availability of more accurate data. No other restatements were made from the previous report.
Accessibility	A current electronic edition of the report is available at www.leychoon.com .
Sustainability Contact	<p>We welcome your views and feedback on our sustainability practices and reporting by filling up our feedback form which can be accessed by scanning the QR code on the right.</p> <div style="text-align: right;">  </div>

SUSTAINABILITY REPORT

2. OUR APPROACH TO SUSTAINABILITY

2.1 SUSTAINABILITY GOVERNANCE STRUCTURE

Sustainability is a vital part of our corporate strategy for achieving long-term growth. The values we create for our people, the environment and society at large very much determine our financial performance. We developed a sustainability organisational structure as follows:



2.2 SUSTAINABILITY STRATEGY

With our vision and corporate values in mind, we are making an effort to integrate sustainability into the businesses of Ley Choon Group, so that it is systematic and seamless. Where possible, we incorporate sustainability considerations in our decision-making processes.

Our sustainability efforts are led by our senior management who ensures that the Group's business objectives are in line with our commitments to sustainable development. Senior management is responsible for on-going communication with the Board of Directors.

Ley Choon's senior management determined focus areas where Ley Choon can have the greatest economic, environmental and social impact, as well as the areas that are most important to our stakeholders.

Ley Choon has taken efforts to seek the opinion of internal and external stakeholders either formally or informally. We aspire to understand the needs and expectations of our key stakeholders and strive to build mutual beneficial relationships.



Chinese New Year Appreciation Dinner



Health Screening of employees

SUSTAINABILITY REPORT

2.3 CONSULTING OUR STAKEHOLDERS

We recognise the need to continuously develop our responsible business approach in order to address growing stakeholder expectations around our impact on the economy, environment and society. As such, we periodically consult with our stakeholders to determine the issues that are most relevant to them and Ley Choon.

An overview of our approach and rationale is set out below (with stakeholders listed in alphabetical order), together with the feedback we have received.

Stakeholders	How we engage them	Key topics
Customers	<ul style="list-style-type: none"> Formal meetings Informal feedback Company's website 	<ul style="list-style-type: none"> Project timelines, requirements and specifications Work-in-progress and status Feedback on completed projects
Employees	<ul style="list-style-type: none"> Performance appraisals Team bonding and company events Internal communication (emails and intranet) Annual appreciation dinner One-on-one dialogue session with workers 	<ul style="list-style-type: none"> Performance and skills Health and safety issues and necessary precautions to note New contract wins Project timelines and status updates
Governments and regulatory agencies	<ul style="list-style-type: none"> Regular updates and communication Reports and compliance Periodical meetings/discussion with government bodies 	<ul style="list-style-type: none"> Regulatory and industry standards and guidelines
Local community	<ul style="list-style-type: none"> Community outreach activities (such as community event sponsorships) Charity events Sponsor technical seminars 	<ul style="list-style-type: none"> Partner with local not-for-profit charitable organisations to identify the target beneficiaries
Shareholders and Financial Community	<ul style="list-style-type: none"> Annual General Meeting SGX Announcements Annual reports Company's website Regular updates and communication 	<ul style="list-style-type: none"> Financial results Key developments such as contract wins, corporate action, etc. Long-term profitability and sustainability Compliance with all relevant requirements
Suppliers	<ul style="list-style-type: none"> Regular meetings Emails Periodic evaluations on suppliers' performance 	<ul style="list-style-type: none"> Feedback on their products and services Information of their new products or services

SUSTAINABILITY REPORT

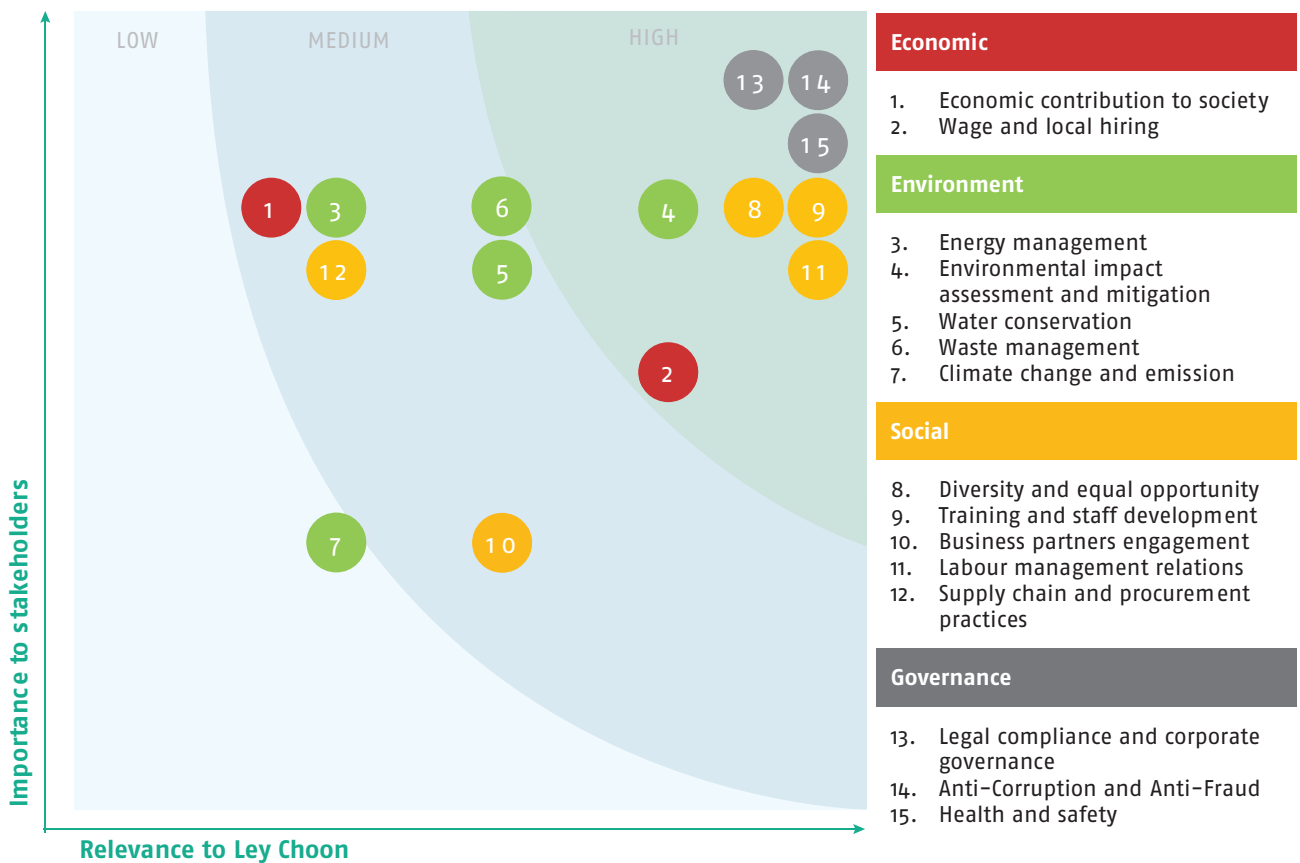
2.4 SUSTAINABILITY MATERIALITY

From the results of our stakeholders' engagement, the Group has adopted a materiality analysis to identify challenges and issues that are important to our stakeholders and which are relevant to our Group.

Our material issues are identified as those that are ranked as high and critical by both our internal and external stakeholders on the materiality matrix. We therefore focus our sustainability efforts and reporting on these issues.

We have identified and compiled 15 relevant sustainability issues for developing this report. These issues were further deliberated and narrowed down through our engagement process with stakeholders. The senior management then reviewed the list of issues and determined the material issues based on importance to our stakeholders and the sustainability impact to our businesses.

The importance of the material issues is ranked based on our meetings and interviews with our stakeholders.



SUSTAINABILITY REPORT

3. OUR PERFORMANCE

3.1 HOW WE MEASURE OUR PERFORMANCE

Our **sustainability strategy** is embedded into the appropriate parts of our business, with dedicated teams for each focus area, and coordination by our relevant departmental managers.

Progress will be tracked in two key ways: measuring performance against metrics, and evaluating how well the programs have advanced, through a series of 'commitments'.

Metrics and targets






We have established key performance indicators for each area outlined in our **sustainability materiality matrix**. Periodically, we plan to introduce new metrics and update targets to ensure alignment with our strategy.

Commitments

To ensure we have a robust sustainability programme in place, we have included the key commitments for each area above. The progress we have made against each key commitment is indicated using the symbols shown in the table below.

We track and review our sustainability programme with the Board of Directors at least once a year.

Symbols used to indicate progress against commitments

Symbol	Meaning
	New commitment this year
	Not started
	In progress
	Complete
	Ongoing commitment: no end date

3.2 ECONOMIC

Economic contribution to society

The Group operates our businesses across two business segments in Singapore and another two overseas markets in China and Sri Lanka. We manage our one-stop underground utilities infrastructure construction and roadworks service in accordance with sustainability principles. We work closely with our business partners to identify and consider any sustainability opportunities and risks that may arise.

More importantly, we strive to contribute positively to society through our economic presence by contributing to the efficient management of the public infrastructure, namely underground utilities infrastructure, roadworks and maintaining good stewardship of the resources.

In FY2020, we have achieved S\$94.4 million revenue and generated new business opportunities within our organisation in the markets we operate in. Despite our business challenges, we still seek to demonstrate our commitment to actively contribute to the communities and the charitable organisations in Singapore through a formal corporate philanthropy policy which is pegged to our annual contract wins.

For details of our financial performance, please refer to page 77 onwards of this Annual Report.

SUSTAINABILITY REPORT

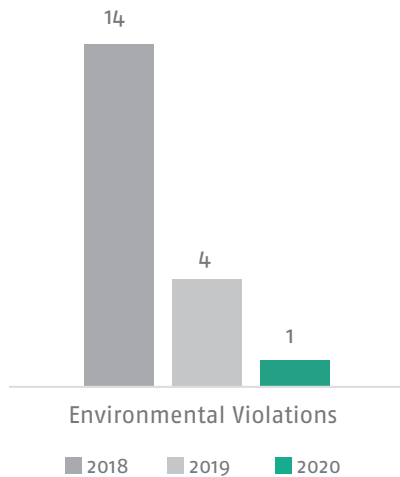
3.3 GOVERNANCE

Legal compliance and corporate governance

Corporate governance and legal compliance have always been one of the top priorities for the Group. The decision-making process in the Group is strictly in compliance with legal and regulatory requirements, including but not limited to, the Code of Corporate Governance issued by Monetary Authority of Singapore ("MAS") and the guidelines of the Building and Construction Authority ("BCA"), Land Transport Authority ("LTA"), National Environmental Agency ("NEA") and Ministry of Manpower ("MOM").

In FY2020, the Company has not received any correspondences or notifications in relation to any material non-compliance of regulatory requirements. In addition, the Audit Committee also received no whistle-blowing reports during the year. There was only 1 environmental violation incident in FY2020 which reflected our success in achieving a 75.0% reduction compared to 4 cases in FY2019.

For details of our performance on Corporate Governance, please refer to pages 40-69 of this Annual Report.



Anti-Corruption and Anti-Fraud

The Group prohibits all forms of bribery and corruption. The Group requires all employees to strictly abide by professional ethics and eliminate any corruption and bribery. All employees are expected to discharge their duties with integrity, to act fairly and professionally, and to abstain from engaging in bribery activities or any activities, which might exploit their positions against the Group's interests.

Whistle-blowers can report verbally or in writing to the senior management of the Group for any suspected misconduct with full details and supporting evidence. The management will conduct investigations against any suspicious or illegal behaviour to protect the Group's interests. The Group advocates a confidentiality

mechanism to protect the whistleblowers against unfair dismissal or victimisation. Where criminality is suspected, a report is made to the relevant regulators or law enforcement authorities when the management considers necessary.

Customer Privacy & Data Protection

The nature of our business warrants a high-level of security and confidentiality of our clients' personal data as well as the business transactions they have undertaken.

We adhere strictly to the guidelines set by the Personal Data Protection Act ("PDPA"). We have invested to ensure our proprietary IT system meets the highest standards for IT security. Our confidential documents are disposed by waste disposal firms to ensure maximum security.

There is no incident of substantiated complaints concerning breaches of customer privacy and losses of customer data.

3.4 ENVIRONMENT

Environmental Health & Safety ("EHS")

The Group recognises that the promotion of quality, environmental, safety and health of its employees and the prevention of pollution as an important part of its operations and in meeting the requirements of customers, business partners, employees and the general public.

Guided by our Group's policy that **"Safety is everybody's responsibility"**, we are driven by the steadfast commitment to our employees for a safe working environment in which one can work and excel with full confidence.

In support of our integrated management system policy, the Group commits itself to the provision of workplace, health and safety, prevention of damages to property, the promotion of pollution-free environment and noise reduction to the general public through:

- Reducing environmental impact through "Reduce, Reuse and Recycle".
- Prevention of environmental pollution, injury, ill health and accident that potentially affect our employees, stakeholders, contractors, suppliers, and the general public.
- Continuously improving our management system, process and performance.
- Ensuring compliance to applicable legal legislation and other requirements.
- Green and Gracious practices/code approaches to protect our mother earth and be gracious and considerate to general public.

SUSTAINABILITY REPORT

Occupational Health & Safety

Currently, we have three existing programmes in place, comprising the daily toolbox meeting, monthly safety training, and Safe Management Measures training to manage COVID-19. A new worker induction programme is also in place to provide a comprehensive training for all aspects of safety in different work environments for all new employees.

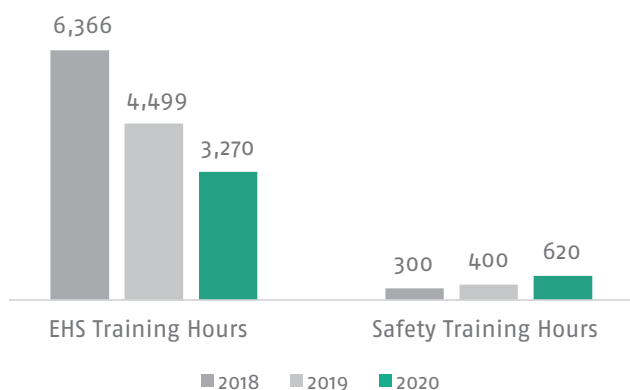
We hold our annual Safety Day to encourage workers to display good safety practices at sites as well as to maintain good housekeeping of equipment, machinery and vehicles. Top 3 winning teams are selected by Management and prizes are given out during our employees Annual Appreciation Dinner.

For risk management training, we have built in a tie-in with the national SGSECURE Anti-Terrorism programme whereby our workers are instilled with the importance of protecting our worksite against terrorist sabotage. Workplace fire safety drills are also organised to ensure that our employees are trained to respond effectively during emergencies.

We continued to implement our Environmental, Health & Safety Monitoring Plan for the Group. This programme aims to increase EHS ownership among employees in daily operations requirement as well as to empower all employees to meet higher EHS standards.

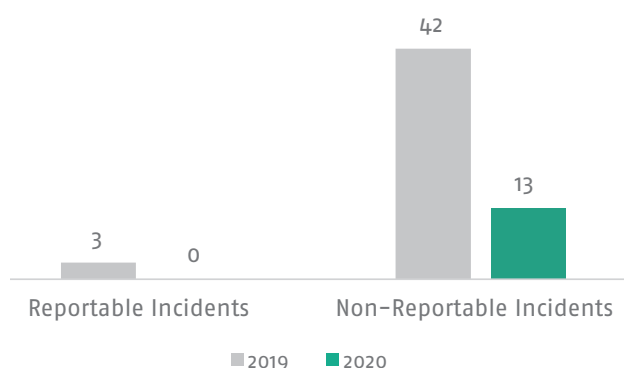
As we endeavour to elevate our EHS management system and processes to the highest standards, we review and revise our existing Safety Management System vigilantly. Other than implementing quarterly internal and external audits every year, we have also introduced a Competency Skill Test for our site supervisors. We strive to maintain a balance between Productivity and Safety in operation sites.

We also continued in our pursuit of safety awareness through our Safety Enhancement Programme ("SEP") which aims to enhance our Safety Standards and to lower the Accident Rate (AFR & ASR) within the Group. SEP uses technology-based analytic tools to analyse the root causes of past incidents/accidents to determine preventive solutions and specific training needed for employees.



In FY2020, safety training hours in relation to in-house training have increased to 620 hours from 400 hours in FY2019, representing an increase of 55.0%. At the same time, EHS training hours in relation to external training have decreased from 4,499 hours

in FY2019 to 3,270 hours in FY2020. The decrease in EHS training hours in FY2020 is because most workers had already attended the required external training courses in previous years to comply with the applicable law and regulations. In order to maintain the workers' competency, we hence conducted more in-house safety training instead.



Due to our continued emphasis on safety, in FY2020, we have achieved zero reportable incidents and reduced non-reportable incidents by 67.4%. This cannot be achieved without a high-level of discipline and vigilance by our workers.

We aim to maintain our average EHS training hours consistently despite the fluctuation in the volume of projects and staff strength every year.

Safe Management Measures to Manage COVID-19

Since March 2020, the Group fulfilled all the restart criteria for construction workplace, including:

- COVID-Safe Workplace
- COVID-Safe Worksite
- COVID-Safe Worker accommodation and transport

The Group has been working throughout the entire Circuit Breaker period from April to June 2020 as an essential services provider for Urgent Repair Works under the Public Utilities Board ("PUB"). Despite the harsh measures during this period, the Group managed to fulfil all MOM/MOH/BCA restart criteria and has resumed most of our project works.

On 3 April 2020, we were graced by our Honourable Minister Mr. Tan Chuan-Jin, Speaker of the Parliament of Singapore, when he visited our HQ office and dormitory. He gave valuable feedbacks and commendations on how we managed our workers during this difficult time. The PUB Director for Water Supply (Network), Mr. Ridzuan Ismail and his team, visited our dormitory as well after the Circuit Breaker period and they were impressed with our management of workers and dormitory in an orderly and efficient way. We make use of our technology and are committed in ensuring all our staff have a safe place to work in.

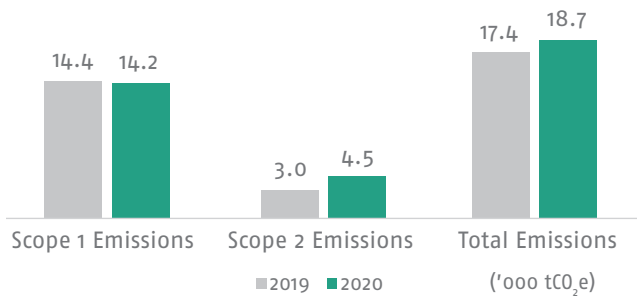
SUSTAINABILITY REPORT

Climate Change and Emissions

We are committed to positive action on climate change and dedicated to reducing the carbon emission in our daily operations. To determine the carbon footprint, we collect energy usage data from each of our businesses and thereafter calculate our total annual greenhouse gas emissions.

We follow the Greenhouse Gas Protocol established by the World Resources Institute and the World Business Council for Sustainable Development, the standard manual for measuring corporate greenhouse gas emissions. Using the "control method", we include 100% of the emissions associated with businesses which we directly control. Our carbon footprint includes:

- All fuels used directly by our companies (Scope 1 emissions)
- All purchased electricity used in our properties (Scope 2 emissions)



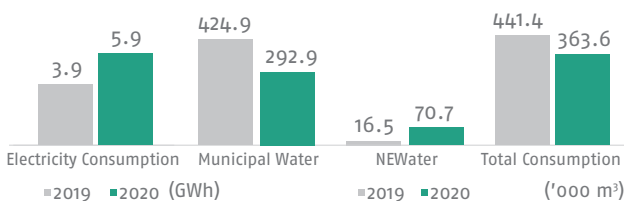
In FY2020, the Group generated a carbon footprint of 18,697 tonnes of carbon dioxide emission (tCO₂e). The emission mainly arises from diesel used in transportation of asphalt to our customers, accounting for 75.7% of the total carbon emission of the Group. The rest of the emissions are due to purchased electricity used in our operations and activities. Our carbon footprint increased 7.6% from the previous year mainly due increased electricity usage as mentioned above.

We will monitor our performance on carbon footprint reduction and report our progress every year.

Energy Management & Water Conservation

As we are in the underground utilities infrastructure business, electricity and water consumption increases correspondingly with increase in our business activities.

We have been actively monitoring our water and electricity consumption to control consumption levels, so as to maintain cost efficiencies. By investing in energy efficiency and reducing water consumption, we not only help protect the environment but can also lower our financial costs.



In FY2020, we continue to take active steps to reduce energy and water consumption within our organisation over the past year through installation of NEWater waterpoints and installation of solar panel street lights. Despite our best efforts, electricity consumption increased 50.2% from the previous year due to increase of production in the asphalt recycling plant. However, total water consumption reduced 17.6% from the previous year due to our conservation efforts. Moreover, we reduced usage of municipal water by 31.1% and increased the usage of recycled NEWater by more than 4 folds.

Biodiversity Conservation

We practice environmental monitoring and mitigation by incorporating biodiversity conservation within our worksites. Our biodiversity conservation programme is centred on the review of the conditions of the vegetation around the circumference of applicable projects. Any environmental issues will be reported and rectified immediately to ensure biodiversity is protected.

In FY2020, no significant issues concerning biodiversity conservation have been identified.

Waste Management

In line with our corporate motto of "Build, Renew, Recycle", proactive mitigation of the environmental impact and protection is deeply embedded within our business model. As aptly demonstrated by the built-in recycling feature of our asphalt premix plant, up to 70% of recycled components can be used.

As a strong green advocate of the use of recycled aggregates and asphalt, we promote green environment and are also committed to comply with all applicable environmental regulations set by the BCA, NEA as well as building and construction industry locally and internationally. We also labelled all the recycling containers with enhanced visibility for each category of recycled products, so that our staff and customers can have greater ease in their waste recycling management process.

We have set for ourselves the mission to (1) review and implement waste management systems and processes to minimise wastage; and (2) to protect water bodies from being affected by contaminated water and waste discharge.

In FY2020, we increase the usage of recycled material by 4% in Operation Works compared with previous year, exceeding our target set.

We recycled our construction waste, including excavated road materials that we salvaged from work sites, which will be brought back to our recycling plant to be converted into recycled aggregates to use as backfill materials.

SUSTAINABILITY REPORT

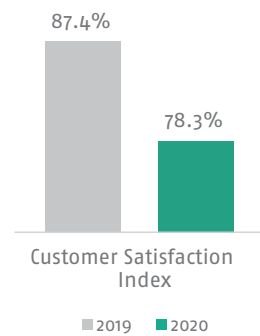
Pursuing EHS Excellence

We strive to attain EHS excellence through meeting the stringent requirements of BCA, Green and Gracious Builder Award and bizSAFE STAR annually for the following subsidiaries:


bizSAFE STAR	BCA Green & Gracious Awards
Ley Choon Constructions and Engineering Pte Ltd	Ley Choon Constructions and Engineering Pte Ltd
Teacly (S) Pte. Ltd.	Teacly (S) Pte. Ltd.
Chin Kuan Engineering and Contractors Pte Ltd	Chin Kuan Engineering and Contractors Pte Ltd
Multiform Developments & Construction Pte Ltd	
Pan Alliance Technology International Pte. Ltd.	

Customer Satisfaction Index

In FY2020, we have achieved an 78.3% target for the Customer Satisfaction Index FY2020 based on the survey results that were collected from 9 key clients in the private sector, which was under our target of 85.0%. This was mainly due to less than satisfactory condition of the equipment in use in the current year. We have taken note of the customers' feedback and will improve our regular maintenance of machinery and equipment.



In addition, we have been awarded the following awards

Awards	Customer	Project
Contractor Safety Recognition Award (Construction)	Public Utilities Board	Proposed 2200mm Diameter Water Pipeline from MNSR – Package 1 
Safety Recognition Award	Changi Airport Group	ZERO Safety infringement for works at Changi Airport in 2018 
Safety Accomplishment Award	Samsung Engineering & Construction	T313 Project 2018 for achieving 5.0 million accident free man-hours 

SUSTAINABILITY REPORT

Targets & Performance

We have charted for ourselves an Environmental, Health and Safety roadmap which we have embarked on since FY2018.

Aspects	Objective	Targets	Progress	Policy
Quality				
Meet and Exceed All Customer's Requirement	<ul style="list-style-type: none"> Benchmark customer satisfaction using Customer Satisfaction Index 	<ul style="list-style-type: none"> Meet the average target score of 85% for Customer Satisfaction Index 		<ul style="list-style-type: none"> We aim for 100% on time, on budget completion rate for all our projects.
				<ul style="list-style-type: none"> We strive to achieve 100% customer satisfaction rating by our customers.
				<ul style="list-style-type: none"> We deliver the highest quality standards in accordance to the project specifications set by our clients.
Performance of Services and Products	<ul style="list-style-type: none"> Reduce the number of rework cases per year 	<ul style="list-style-type: none"> Reduce and minimise major rework cases by 20% 		<ul style="list-style-type: none"> We aim for zero defects for the performance of services and products delivered to our clients.
				<ul style="list-style-type: none"> We will reduce major reworks and related repair by 1%.
Occupational Health and Safety				
Prevention/Reduction of Accident or Incident	<ul style="list-style-type: none"> Provide safe working environment 	<ul style="list-style-type: none"> Aim for zero accident rate at workplace 		<ul style="list-style-type: none"> We aim for zero accident rate at workplace.
				<ul style="list-style-type: none"> We provide for a safe and well-designed workplace to ensure our employees are safeguarded against any foreseeable accidents.
Occupational Health	<ul style="list-style-type: none"> Provide a healthy environment and protection for employees at workplace 	<ul style="list-style-type: none"> Aim for zero occupational health incident at workplace 		<ul style="list-style-type: none"> We aim for zero occupational health incident rate at workplace.
Prevention of Damages to Property	<ul style="list-style-type: none"> Prevent damages to property 	<ul style="list-style-type: none"> Reduce and minimise the repair cost and reduce damages to property by 20% 		<ul style="list-style-type: none"> We aim to reduce the repair costs to less than 5% of the project cost.
Comply with Legal and Other Requirements	<ul style="list-style-type: none"> Comply with legal requirements 	<ul style="list-style-type: none"> Reduce the cases of legal non-compliance by 20% 		<ul style="list-style-type: none"> We comply with all national and international legal regulations to uphold the highest level of health and safety standards at our worksites.
				<ul style="list-style-type: none"> We target to achieve zero non-compliance with any environmental regulations.

SUSTAINABILITY REPORT

Aspects	Objective	Targets	Progress	Policy
Occupational Health and Safety				
Material (Recycling)	<ul style="list-style-type: none"> Protect natural resources by maximising the usage of recycled materials in daily operation works. 	<ul style="list-style-type: none"> Increase the usage of recycled material by 1% in Operation Works compared with previous year 	●	<ul style="list-style-type: none"> We embrace green principles of using more recycled materials in our daily operations.
Energy Conservation	<ul style="list-style-type: none"> Preserve our environment by reducing energy consumption and avoiding pollution 	<ul style="list-style-type: none"> Reduce the total energy consumption by 2% per headcount in HQ building 	◎	<ul style="list-style-type: none"> We implement energy efficient practices, technology and equipment to reduce energy consumption within our premises. We target to reduce the pollution caused by our construction activities.
Water Conservation	<ul style="list-style-type: none"> Preserve our environment by reducing the use of water for our activities 	<ul style="list-style-type: none"> Reduce the total water consumption by 2% per headcount in HQ building 	◎	<ul style="list-style-type: none"> We implement efficient practices, technology and equipment to reduce water consumption.
Biodiversity	<ul style="list-style-type: none"> Deploy the necessary resources to preserve biodiversity and ensuring the sustainability of ecosystems 	<ul style="list-style-type: none"> Engage specialist/experts to set up the environmental programme for protected area prior to the commencement of works 	●	<ul style="list-style-type: none"> We implement environmentally-friendly practices, technology and equipment to preserve biodiversity.
Effluent and Waste	<ul style="list-style-type: none"> Protect water bodies from being affected by contaminated water and waste discharge Ensure all the contaminated waste are sent for proper disposal by NEA approved General Disposal Facilities 	<ul style="list-style-type: none"> Employ Environmental Control Office/Specialist for Environment Control Measure implementation 	◎	<ul style="list-style-type: none"> We target to treat contaminated waste water before discharging all our projects. We implement effective waste management measures and technology to ensure we maximise the materials we use and the waste disposal/discharge is responsibly managed.
Environment Compliance	<ul style="list-style-type: none"> Ro ensure we conform to environmental laws, regulations, standards and other industry requirements 	<ul style="list-style-type: none"> Reduce the number of environmental related cases brought by external authorities 	●	<ul style="list-style-type: none"> We comply with all national and international legal regulations to uphold the highest level of environmental standards at our worksites.

SUSTAINABILITY REPORT

3.4 SOCIAL

Compliance with Labour Regulations

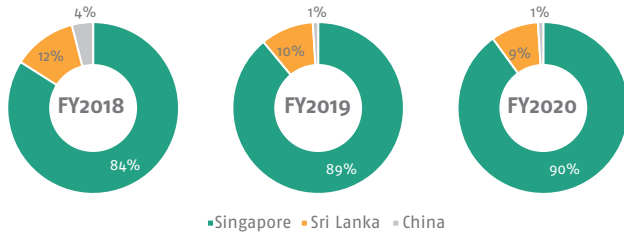
To underscore our care and commitment towards our employees, the Group adopts a holistic Human Resource ("HR") strategy focused on fair remuneration and equal opportunities, training and development, employee wellness and engagement, and work-life harmony.

We are fully committed to complying with all applicable labour laws where we operate as well as all mandatory legal regulations and training requirements stipulated by BCA and MOM in Singapore.

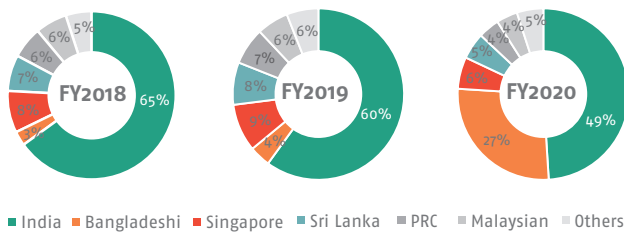
Diversity and Equal Opportunity

The Group currently has a headcount of about 900 employees, which is around the same level as the previous year. We provide fair employment opportunities to all, regardless of age, gender, race or nationality. Our Group advocates a policy of harnessing diversity in human resource as evidenced by a fair distribution of employees from varied nationalities and age groups to support our key markets in Singapore, China and Sri Lanka.

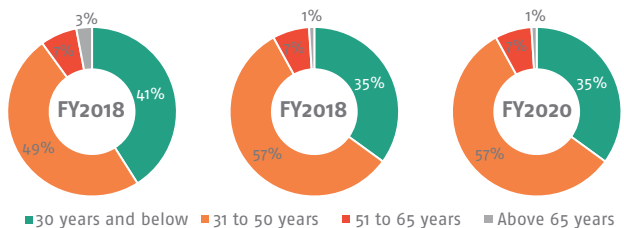
Our employees are distributed across the following locations:



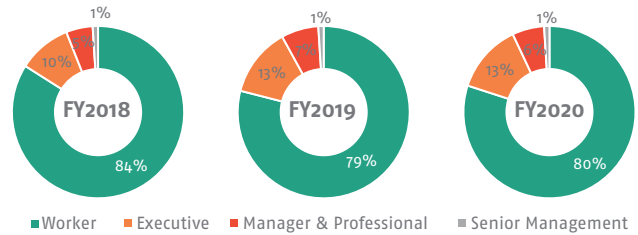
Our employees comprise of the following nationalities:



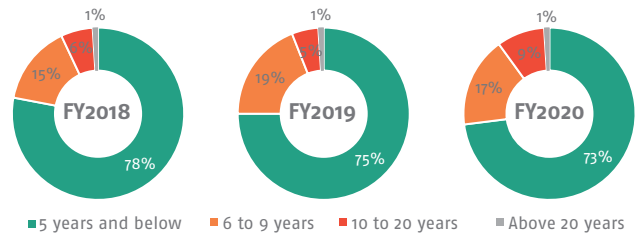
We employ both younger and older workers beyond the official retirement age of 65:



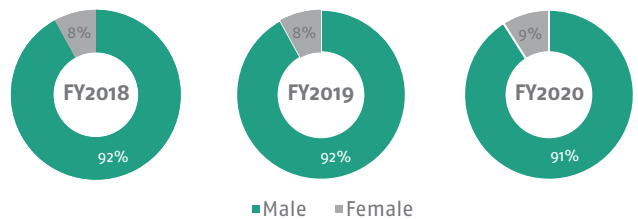
In terms of employee skills profile, we have maintained a fair proportion of professional and management team to lead and drive the business growth in our business segments:



Close to 80% of our workforce are made up of employees with 5 years of service and below. However, they are led by a stable pool of more senior staff who will be around to provide guidance and training where necessary:



Whilst the Group advocates gender diversity and equal opportunities in our organisation, however, given the nature of our business in the underground utilities infrastructure construction and roadworks services, it is inevitable that over 90% of our employees are male whilst the female employees are mainly engaged in the support functions at all levels:



Fair work practices and remuneration are ascertained based on individual work performance and not on any gender consideration at Ley Choon. No form of discrimination is tolerated within our organisation.

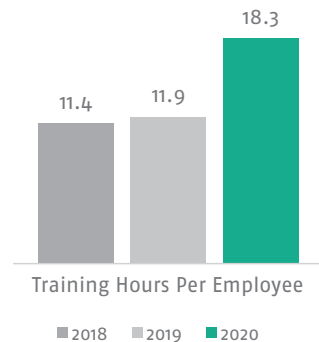
In FY2020, there is no incident of discrimination and corrective actions taken.

Training & Development

We are committed to investing in the training and further education of our employees as demonstrated by the fact that we have managed to increase our average training hours per employee by 52.5% in FY2020.

SUSTAINABILITY REPORT

Other than EHS and Safety Training, we also focused our training efforts by conducting other work-related training (e.g. pipe bending, copper bending welding, water tapping, pipe cutting etc.) in FY2020.



Embracing Technology Innovation

As our first step to digitise our employee records, we have adopted Fareclock which is a complete time attendance system using facial recognition technology. Through this implementation, we have enhanced the accuracy of our employee records and attendance system.

The employee self-service electronic system which allows our employees to access their leave records, check and apply for their leave as well as to file transportation claims on or offsite, were well-received. This has greatly enhanced the productivity and data analytics for our leave management system.

E-pay slips are generated for all employees have translated into higher productivity and convenience for employees through the paperless and electronic mechanism.

We have extended the connotation of green properties, and followed the idea of environmental protection throughout the whole process of construction. Together with our partners, we have made in-depth research over a rational construction site layout, and continuously enhanced on-site management to create a clean, tidy, comfortable and safe environment during construction or asset enhancement in property management.

Employee Engagement and Wellness

In appreciation of our employees' invaluable contribution to the organisation, the Group continued its annual appreciation events organised for employees of all levels to mingle and bond over social activities.

In FY2020, other than our annual appreciation dinner in January 2020, we organised a Movie Screening for our workers during Deepavali in Singapore.

We have also organized our regular Workers Orientation Briefing by senior management with our working level employees to understand and identify their work issues and challenges. Such engagement initiatives will be rolled out to involve the middle management in the following years.

Business Partner & Stakeholder Engagement

We actively engage our business partners and stakeholders regularly to keep them abreast of the developments of our businesses.

Please see the section on Consulting our Stakeholders on Page 17 for more information.

Labour-Management Relations

It is important to have effective communication between management and employees, so that employees are more engaged with the organisation and have a more positive attitude towards their work and loyalty to the Group. They are provided with frequent management updates and adequate notice period regarding operational changes.

We often engage our employees in the following ways:

- Bi-monthly management meeting primarily to review the physical & financial progress of the projects.
- Regular dialogue session between CEO and operation staff to understand their practical challenges in the operations and the impediments to improve the productivity, so as to modify the workflow and business processes appropriately.
- Weekly/Monthly Meetings: Team Managers have weekly and monthly meetings with the management team to discuss about operations review and project progress.
- Quarterly Meetings: Management conducts quarterly meetings for Board of Directors to discuss business development and finance.
- Informal Small Group Meetings: Meetings are often held by management to listen to and understand our employees' concerns and grievances.

SUSTAINABILITY REPORT

Targets & Performance






We strive for excellence to raise our investments and standards for our human capital. We have set a three-year roadmap along 6 key pillars of:

- (1) Employee Engagement and Excellence
- (2) Fair Remuneration
- (3) Diversity and Equal Opportunities
- (4) Training and Development
- (5) Talent Performance Management
- (6) Corporate Social Responsibility

We are systematically reviewing and setting the key performance metrics for our human resource management system in 1 to 5 years' time.

Aspects	Objective	Targets	Progress	Policy
Employee Engagement and Excellence				
Employee Wellness	<ul style="list-style-type: none"> Enhance employee wellness in both physical and mental state of well-being 	<ul style="list-style-type: none"> Target employees' well-being by bringing in complimentary basic health screening services through appropriate medical intervention including medication and lifestyle modification 	Ⓒ	<ul style="list-style-type: none"> We aspire to position Ley Choon as the employer-of-choice for existing and potential employees.
		<ul style="list-style-type: none"> Support mental wellness through the promotion of work-life balance among the employees 	Ⓒ	<ul style="list-style-type: none"> We strive to provide a healthy workplace as healthy employees contribute to the Company's growth and corporate culture such as productivity, energy, engagement and morale.
Employee Engagement	<ul style="list-style-type: none"> Achieve employee engagement through well-designed employee engagement strategy & programmes 	<ul style="list-style-type: none"> Increase employee engagement to enhance the communication and cohesion of the organisation 	Ⓒ	<ul style="list-style-type: none"> We strive to achieve 20% more employee engagement to enhance the communication and cohesion of the organisation. We promote greater social interaction among employees via company-wide programmes and both external and internal communications channels.
Employee Loyalty	<ul style="list-style-type: none"> Achieve employee loyalty through well-designed employee loyalty strategy & programmes 	<ul style="list-style-type: none"> Attain employee loyalty to enhance employee morale, motivation and cohesion of the organisation 	Ⓒ	<ul style="list-style-type: none"> We strive to attain 80% employee loyalty to enhance the employee morale, motivation and cohesion of the organisation.

SUSTAINABILITY REPORT

Aspects	Objective	Targets	Progress	Policy
Employee Engagement and Excellence				
Compensation and Benefits	<ul style="list-style-type: none"> Provide fair and competitive remuneration and staff benefits which meets the Company's goals of attracting and retaining good talents 	<ul style="list-style-type: none"> Achieve fair and competitive remuneration packages for staff which commensurate with their work experience and skillset 		<ul style="list-style-type: none"> We aspire to position Ley Choon as the employer-of-choice for existing and potential employees.
				<ul style="list-style-type: none"> We strive to achieve fair, non-discriminatory and competitive remuneration packages for staff which commensurate with their work experience and skillset.
				<ul style="list-style-type: none"> We aim to achieve above 80% rating for satisfaction for remuneration and benefits by our employees in the exit interview responses.
Diversity and Equal Opportunities				
Recruitment	<ul style="list-style-type: none"> Embrace open recruitment approach to attract the best talent to serve in the Group 	<ul style="list-style-type: none"> Effectively recruit good employees with the right profile and required skillsets for the Group 		<ul style="list-style-type: none"> We embrace an open recruitment policy to uphold the principle of fairness and meritocracy in our recruitment and selection process.
Diversity	<ul style="list-style-type: none"> Attain the strength in diversity in terms of gender, age and nationality 	<ul style="list-style-type: none"> Achieve a fair proportion of diversity in terms of gender, age and nationality in our workforce 		<ul style="list-style-type: none"> We strive to achieve a fair proportion of diversity in terms of gender, age and nationality in our workforce.
Training and Development				
Training	<ul style="list-style-type: none"> Implement training programmes which will upgrade and enhance the technical skillsets and professional competencies of our employees in order for them to excel in their current position 	<ul style="list-style-type: none"> Support our employees to upgrade and enhance their professional competencies and technical skillset to meet the required scope of work 		<ul style="list-style-type: none"> We are committed to training and encouraging skills upgrading for all our employees. We provide training to our employees to upgrade and enhance their professional competencies and technical skillset to meet the required scope of work.
Employee Development	<ul style="list-style-type: none"> Implement training programmes which will upgrade and enhance the individual skillsets and interpersonal competencies of our employees for future career advancement 	<ul style="list-style-type: none"> Support our employees to upgrade and enhance their individual skillsets and interpersonal competencies 		<ul style="list-style-type: none"> We provide training to our employees to upgrade and enhance their individual skillsets and interpersonal competencies.

SUSTAINABILITY REPORT

Aspects	Objective	Targets	Progress	Policy
Talent Performance Management				
Recruitment & Workforce Planning	<ul style="list-style-type: none"> Attract and recruit good talents which can meet the need of the Company's workforce planning 	<ul style="list-style-type: none"> Recruit effectively good talents who can contribute to the talent mix and skillsets requirements of our workforce planning 		<ul style="list-style-type: none"> We aim to recruit employees who possess the professional skillset and interpersonal skills that meet our workforce planning.
Employee Performance	<ul style="list-style-type: none"> Motivate high employee performance through well-designed employee performance strategy & programmes 	<ul style="list-style-type: none"> Develop an employee performance system which will provide a fair evaluation and high motivation system for employees 		<ul style="list-style-type: none"> We adopt a fair employee performance system which provides a fair evaluation and high motivation system for employees.
Corporate Social Responsibility				
Corporate Philanthropy and Sponsorship	<ul style="list-style-type: none"> Position Ley Choon as an employer with strong Corporate Social Responsibility 	<ul style="list-style-type: none"> Achieve 10% increase in our staff volunteering hours 		<ul style="list-style-type: none"> We strive to improve the welfare of the communities while we endeavour towards our business goals. We set a corporate philanthropy policy which is pegged to our annual contract wins.



SUSTAINABILITY REPORT

APPENDIX A: GRI CONTENT INDEX

GRI STANDARDS CONTENT INDEX

The GRI Content Index references the Ley Choon Group Holdings Limited Annual Report 2020 (AR).

Disclosure number	Disclosure title	Page reference and remarks	
GRI 102: General disclosures			
Organisational profile	102-1	Name of organisation	• AR: Corporate Profile
	102-2	Activities, brands, products, and services	• AR: Corporate Profile
	102-3	Location of headquarters	• AR: Corporate Profile
	102-4	Location of operations	• AR: Corporate Profile • AR: Subsidiaries – Note 5 to the Financial Statements
	102-5	Ownership and legal form	• AR: General Information – Note 1 to the Financial Statements
	102-6	Markets served	• AR: Operating Segments – Note 27 to the Financial Statements
	102-7	Scale of organisation	• AR: Corporate Profile • AR: Operating Segments – Note 27 to the Financial Statements
	102-8	Information on employees and other workers	• SR: Social
	102-9	Supply chain	• SR: Consulting Our Stakeholders
	102-10	Significant changes to the organisation and its supply chain	• AR: Corporate Profile • AR: Operations Review
	102-11	Precautionary Principle or approach	• AR: Report on Corporate Governance
	102-12	External initiatives	• Not applicable
	102-13	Membership of associations	• Not applicable
Strategy	102-14	Statement from senior decision-maker	• SR: Board Statement
	102-15	Key impacts, risks, and opportunities	• SR: Board Statement
Ethics and integrity	102-16	Values, principles, standards, and norms of behavior	• SR: Sustainability Strategy
	102-17	Mechanisms for advice and concerns about ethics	• AR: Report on Corporate Governance
Governance	102-18	Governance structure	• AR: Report on Corporate Governance
	102-19	Delegating authority	• AR: Report on Corporate Governance
	102-20	Executive-level responsibility for economic, environmental, and social topics	• SR: Sustainability Governance Structure
	102-21	Consulting stakeholders on economic, environmental, and social topics	• SR: Consulting Our Stakeholders

SUSTAINABILITY REPORT

Disclosure number	Disclosure title	Page reference and remarks
102-22	Composition of the highest governance body and its committees	• AR: Report on Corporate Governance
102-23	Chair of the highest governance body	• AR: Report on Corporate Governance
102-24	Nominating and selecting the highest governance body	• AR: Report on Corporate Governance
102-25	Conflicts of interest	• AR: Report on Corporate Governance • AR: Directors' Statement • SR: Sustainability Strategy
102-26	Role of highest governance body in setting purpose, values, and strategy	• AR: Report on Corporate Governance
102-27	Collective knowledge of highest governance body	• AR: Report on Corporate Governance
102-28	Evaluating the highest governance body's performance	• AR: Report on Corporate Governance
102-29	Identifying and managing economic, environmental, and social impacts	• SR: Sustainability Materiality
102-30	Effectiveness of risk management processes	• AR: Report on Corporate Governance
102-31	Review of economic, environmental, and social topics	• SR: Sustainability Report
102-32	Highest governance body's role in sustainability reporting	• SR: Sustainability Governance Structure
102-33	Communicating critical concerns	• SR: Sustainability Materiality
102-34	Nature and total number of critical concerns	• SR: Sustainability Materiality
102-35	Remuneration policies	• AR: Report on Corporate Governance
102-36	Process for determining remuneration	• AR: Report on Corporate Governance
102-37	Stakeholders' involvement in remuneration	• AR: Report on Corporate Governance
102-38	Annual total compensation ratio	• AR: Report on Corporate Governance
102-39	Percentage increase in annual total compensation ratio	• AR: Report on Corporate Governance

SUSTAINABILITY REPORT

Disclosure number	Disclosure title		Page reference and remarks
Stakeholder engagement	102-40	List of stakeholder groups	• SR: Consulting Our Stakeholders
	102-41	Collective bargaining agreements	• Not applicable
	102-42	Identifying and selecting stakeholders	• SR: Consulting Our Stakeholders
	102-43	Approach to stakeholder engagement	• SR: Sustainability Strategy
	102-44	Key topics and concerns raised	• SR: Consulting Our Stakeholders
Reporting practice	102-45	Entities included in the consolidated financial statements	• AR: Subsidiaries – Note 5 to the Financial Statements
	102-46	Defining report content and topic Boundaries	• SR: Sustainability Materiality
	102-47	List of material topics	• SR: Sustainability Materiality
	102-48	Restatements of information	• SR: Scope of Sustainability Report
	102-49	Changes in reporting	• Not applicable
	102-50	Reporting period	• SR: Scope of Sustainability Report
	102-51	Date of most recent report	• SR: Scope of Sustainability Report
	102-52	Reporting cycle	• Annual
	102-53	Contact point for questions regarding the report	• SR: Scope of Sustainability Report
	102-54	Claims of reporting in accordance with the GRI Standards	• SR: Scope of Sustainability Report
	102-55	GRI content index	• SR: GRI Content Index
	102-56	External assurance	• No external assurance
GRI 200: Economic disclosures (applicable sections only)			
Economic performance	201-1	Direct economic value generated and distributed	• AR: Financial Highlights
Market presence	202-2	Proportion of senior management hired from local community	• Our senior management is 100% hired from the local community
Procurement practices	204-1	Proportion of spending on local suppliers	• Majority of our business expenditure in Singapore is on locally-registered companies.

SUSTAINABILITY REPORT

Disclosure number	Disclosure title		Page reference and remarks
Anti-corruption	205-1	Operations assessed for risks related to corruption	<ul style="list-style-type: none"> AR: Report on Corporate Governance SR: Governance
	205-2	Communication and training about anti-corruption policies and procedures	<ul style="list-style-type: none"> AR: Report on Corporate Governance SR: Governance
	205-3	Confirmed incidents of corruption and actions taken	<ul style="list-style-type: none"> There is no incidences of corruption.
Anti-competitive behavior	206-1	Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	<ul style="list-style-type: none"> There is no legal actions for anti-competition.
GRI 300: Environment disclosures (applicable sections only)			
Energy	302-1	Energy consumption within the organisation	<ul style="list-style-type: none"> SR: Environment
	302-4	Reduction of energy consumption	<ul style="list-style-type: none"> SR: Environment
Water	303-1	Water withdrawal by source	<ul style="list-style-type: none"> SR: Environment
	303-3	Water recycled and reused	<ul style="list-style-type: none"> SR: Environment
Biodiversity	304-1	Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	<ul style="list-style-type: none"> SR: Environment
	304-2	Significant impacts of activities, products, and services on biodiversity	<ul style="list-style-type: none"> SR: Environment
	304-3	Habitats protected or restored	<ul style="list-style-type: none"> SR: Environment
Emissions	305-1	Direct (Scope 1) GHG emissions	<ul style="list-style-type: none"> SR: Environment
	305-2	Energy indirect (Scope 2) GHG emissions	<ul style="list-style-type: none"> SR: Environment
Effluents and waste	306-1	Water discharge by quality and destination	<ul style="list-style-type: none"> SR: Environment
	306-2	Waste by type and disposal method	<ul style="list-style-type: none"> SR: Environment
Laws and regulations	307-1	Non-compliance with environmental laws and regulations	<ul style="list-style-type: none"> There is no non-compliance with environmental laws and regulations.
GRI 400: Social disclosures (applicable sections only)			
Employment	401-1	New employee hires and employee turnover	<ul style="list-style-type: none"> SR: Social
	401-3	Parental leave	<ul style="list-style-type: none"> SR: Social
Labor/management relations	402-1	Minimum notice periods regarding operational changes	<ul style="list-style-type: none"> SR: Social

SUSTAINABILITY REPORT

Disclosure number	Disclosure title		Page reference and remarks
Occupational health and safety	403-1	Workers representation in formal joint management-worker health and safety committees	• SR: Environment
	403-2	Types of injury and rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities	• SR: Environment
Training and education	404-1	Average hours of training per year per employee	• SR: Environment • SR: Social
	404-2	Programs for upgrading employee skills and transition assistance programs	• SR: Environment • SR: Social
	404-3	Percentage of employees receiving regular performance and career development reviews	• SR: Social
Diversity and equal opportunity	405-1	Diversity of governance bodies and employees	• SR: Social
	405-2	Ratio of basic salary and remuneration of women to men	• Workers' remuneration are ascertained based on work experience and academic qualifications. Individual work performance and not on any gender consideration.
Non-discrimination	406-1	Incidents of discrimination and corrective actions taken	• There is no incidents of discrimination.
Child labor	408-1	Operations and suppliers at significant risk for incidents of child labor	• Child labour is strictly prohibited.
Forced or compulsory labor	409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labor	• Forced and compulsory labour is strictly prohibited.
Customer privacy	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	• SR: Governance

CORPORATE INFORMATION

BOARD OF DIRECTORS

TOH CHOO HUAT

Executive Chairman and Chief Executive Officer

PROF. LING CHUNG YEE

Lead Independent Director

CHIA SOON HIN WILLIAM

Independent Director

CHUA HOCK THAK

Independent Director

TEO HO BENG

Non-Executive Director

AUDIT COMMITTEE

Prof. Ling Chung Yee (Chairman)

Chia Soon Hin William

Chua Hock Thak

Teo Ho Beng

REMUNERATION COMMITTEE

Chia Soon Hin William (Chairman)

Prof. Ling Chung Yee

Chua Hock Thak

Teo Ho Beng

NOMINATING COMMITTEE

Chua Hock Thak (Chairman)

Prof. Ling Chung Yee

Chia Soon Hin William

Teo Ho Beng

COMPANY SECRETARIES

Ong Beng Hong

Tan Swee Gek

REGISTERED OFFICE

No. 3 Sungei Kadut Drive

Singapore 729556

Tel: (65) 6757 0900

Fax: (65) 6757 0100

Website: www.leychoon.com

SHARE REGISTRAR

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30 Cecil Street

#19-08 Prudential Tower

Singapore 049712

CATALIST SPONSOR

RHT CAPITAL PTE. LTD.

6 Raffles Quay #24-02

Singapore 048580

INDEPENDENT AUDITORS

FOO KON TAN LLP

PUBLIC ACCOUNTANTS AND CHARTERED ACCOUNTANTS

24 Raffles Place #07-03

Clifford Centre

Singapore 048621

Partner-in-charge: Robin Chin Sin Beng

(with effect from 22 January 2016)

PRINCIPAL BANKERS

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

10 Collyer Quay #30-00

Ocean Financial Centre

Singapore 049315

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

6 Raffles Quay #23-01

Singapore 048580

RHB BANK BERHAD, SINGAPORE BRANCH

90 Cecil Street #03-00

RHB Bank Building

Singapore 069531

STANDARD CHARTERED BANK

Marina Bay Financial Centre (Tower 1)

8 Marina Boulevard

Singapore 018981

THE ISLAMIC BANK OF ASIA LIMITED

12 Marina Boulevard Level 46

Marina Bay Financial Centre Tower 3

Singapore 018982

SUSTAINABILITY

For enquiries, please contact

Tel: (65) 6757 0900

Email: ir@leychoon.com

RISK ASSESSMENT AND MANAGEMENT

The Group has identified and listed below certain key business risks and they could adversely affect the Group. The possible measures to mitigate such risks are also briefly described. Risks are inherent in all business enterprises and therefore our Group monitors and manage our exposure to risks relating to its business and industry.

1. Downgrade or loss of the Building Construction Authority ("BCA") grades or builder's licences

We are required to register ourselves as licensed contractors and/or builders with the BCA for our business. Based on the grades conferred to us as registered contractors, Ley Choon is allowed to tender for public sector projects, subject to the stipulated limit. To maintain the existing contractor grades for our subsidiaries, there are certain requirements stipulated by the BCA, including but not limited to the following:

- (a) each registered company must meet the stipulated requirements with regards to the value of contracts undertaken by that company in the past three financial years;
- (b) each registered company must meet the minimum paid-up share capital and the minimum net worth requirement; and
- (c) each registered company must employ the required number of professionals or technical personnel and these professionals or technical personnel must have the minimum professional qualifications stipulated by BCA, being a recognised degree in Architecture, Building, Civil/Structural Engineering or the equivalent qualifications approved by the BCA and have the stipulated number of years of relevant experience.

If these requirements are not complied, it is possible that Ley Choon loses its BCA grades and/or builder's licences. If this happens, our ability to tender for projects, and thus our business operations, will be affected.

To ensure business sustainability, we are careful to ensure that our subsidiaries comply with the BCA requirements and our BCA grades and builder's licenses upheld.

2. Dependency on public sector demand in Singapore

As Ley Choon is mainly engaged in the (i) underground utilities infrastructure construction and maintenance; (ii) sewer pipeline rehabilitation; and (iii) road and airfield construction and maintenance in Singapore, our business is vulnerable to the cyclical fluctuations of the construction industry in Singapore and is dependent on the general health of the Singapore economy as well as the availability of the government's civil engineering projects in Singapore.

To ensure business sustainability, we have diversified our revenue sources. We are also into the business of asphalt premix recycling and production and have taken on overseas projects.

3. Dependency on project tender success

All our businesses, except asphalt premix production and construction waste recycling, are mostly undertaken on a project basis and are non-recurring. Our income is therefore subject to the number, value and duration of projects successfully tendered.

We must therefore tender competitively to ensure a steady stream of projects coming on-board while at the same time be mindful about maintaining healthy margins for each project.

RISK ASSESSMENT AND MANAGEMENT

4. Potential shortage of labour and increase in labour cost

Ley Choon, like many construction companies in Singapore, relies heavily on foreign labour. Our foreign workers mostly come from India, China, Malaysia, Thailand, Myanmar and Bangladesh. The employment of foreign workers is subject to foreign workers' levy. We are thus vulnerable to any shortage in the supply of foreign workers or any increase in the cost of foreign labour. Any changes in the policies and regulations imposed by the authority may potentially affect the supply and cost of labour for Ley Choon.

Ley Choon constantly seeks ways to automate processes to increase productivity. We devised the Intelligent Stop & Go signalling, the off-site CCTV monitoring, and deployed the suction excavation machine, amongst others, to minimize the use of labour.

5. Inability to attract and retain key personnel

Ley Choon's success depends to a significant extent upon a number of key employees and senior management. Our continued success and growth are therefore dependent on the retention of our key personnel as well as our ability to continue to attract, retain and motivate other qualified personnel. Consequently, the loss of the services of one or more of these individuals without suitable and timely replacement or the inability to attract new qualified personnel could have an adverse impact on our operations.

To attract and retain talent, Ley Choon puts in place talent development initiatives to improve employee loyalty and staff cohesiveness.

6. Subject to regulations and guidelines imposed by various government and regulatory authorities

We are subject to regulations and guidelines, including safety regulations, imposed by various government and regulatory authorities in Singapore.

In the event of an inadvertent breach of certain regulatory guidelines and regulations imposed by the regulatory authorities such as the NEA, PUB and LTA, we may be subject to administrative proceedings and unfavourable decrees that result in pecuniary liabilities and cause delays to our projects. In such instances, our financial performance might be affected. In addition, judgements and decrees awarded that are unfavourable to us would have a negative effect on our reputation.

Regulations and regulatory guidelines are subject to amendments from time to time. Any changes in government legislation, regulations or policies affecting our industry could adversely affect our business operations and/or have a negative effect on the demand for our services. There is also no assurance that we will be able to comply with any changes. There is also a possibility that such amendments to regulations could increase our operating costs.

Ley Choon adopts a prudent approach and strives to adapt to the changes in the operating environment to stay relevant.

7. Possibility of cost overruns

Our quotes are determined after careful evaluation of all related costs pertaining to subcontractors, labour cost, materials cost and other overheads. However, unforeseen circumstances such as adverse weather conditions and unanticipated construction constraints at the worksites may arise during the course of the project resulting in increase in the costs of labour, raw materials, equipment, rental and sub-contracting services, or other costs not previously anticipated and thus leading to cost overruns.

Ley Choon has been going through extensive organisational restructuring in areas of human resource management, strengthening accountability, optimizing asset utilisation, enhancing management oversight and monitoring of project progress through periodic and systematic project budgetary review and control. All these measures have been helping the senior management to mitigate the above risk.

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REPORT ON CORPORATE GOVERNANCE

The Board of Directors (the “**Board**”) of Ley Choon Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”), is committed to high standards of corporate governance and adopting the corporate governance practices contained in the Code of Corporate Governance issued on 6 August 2018 (the “**Code**”) by the Corporate Governance Committee, so as to ensure greater transparency and protection of shareholders’ interests. The Board recognises the need for accountability, creating and preserving shareholder value and achieving its corporate vision for the Group. This report describes the Group’s corporate governance practices and activities, with specific reference to the Code, during the financial year ended 31 March 2020 (“**FY2020**”), and is presented in a tabular form, stipulating each principle and provision, and explaining any variation from any provisions of the Code (together with an appropriate explanation for such variation and an explanation on how the practices it had adopted are consistent with the intent of the relevant principle). The Company has also adopted, where appropriate, best practices set out in the Practice Guidance issued on 6 August 2018 (the “**Practice Guidance**”), which complements the Code by providing guidance on the application of the principles and provisions of the Code and setting out best practices for companies.

(A) **BOARD MATTERS**

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.

As at the date of this Annual Report, the Board comprises one (1) Executive Director, three (3) Independent Directors and one (1) Non-Executive Director. The contribution, experience and competency of each Director helps in the overall effective management of the Company and the Group.

The Board’s principal duties include the following:

*Provision 1.1 of the
Code: The Board’s role*

- (i) protecting and enhancing long-term value and return to the Company’s shareholders (“**Shareholders**”);
- (ii) establishing, reviewing and approving the annual budget, corporate policies, strategies and objectives for the Group;
- (iii) ensuring the effectiveness and integrity of the Management;
- (iv) chartering the corporate strategy and direction of the Group and setting goals for the Management;
- (v) supervising and monitoring the Management’s achievement of these goals;
- (vi) conducting periodic reviews of the Group’s financial performance, internal controls and reporting compliance;
- (vii) approving nominations to the Board and the appointment of key personnel;
- (viii) ensuring the Group’s compliance with all relevant and applicable laws and regulations;
- (ix) assuming responsibility for the corporate governance of the Group;
- (x) setting the values and standards for the Group (including ethical standards), and ensuring that obligations to Shareholders and other stakeholders are understood and met; and
- (xi) establishing a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of Shareholders’ interests and the Company’s assets.

REPORT ON CORPORATE GOVERNANCE

All Directors are expected to objectively discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Company and hold Management accountable for performance.

*Provision 1.1 of the Code:
Directors to act in the
interests of the Company*

To assist in the execution of its responsibilities, the Board has established an Audit Committee, a Nominating Committee and a Remuneration Committee (collectively referred herein as “**Board Committees**”). The Board Committees function within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis. The effectiveness of each Board Committee is also monitored.

*Provision 1.4 of the Code:
Disclosure on delegation
of authority by Board to
board committees*

Board meetings are conducted regularly at least once every quarter to review the business affairs of the Group and approve the announcement of the quarterly financial results. When necessary, additional Board meetings will be held to deliberate on other substantive matters. Teleconferencing at meetings of the Board is allowed under the Company’s Constitution. In addition to holding meetings, significant matters concerning the Group are also put to the Board for its decision by way of written resolutions.

*Provision 1.5 of the Code:
Board to meet regularly*

In the financial year under review⁽ⁱ⁾, the attendance of the existing Directors at the scheduled meetings of the Board and Board Committees and general meetings held during FY2020 were as follows:

	Board of Directors	Audit Committee	Remuneration Committee	Nominating Committee	General Meetings
No. of Meetings	4	4	1	1	1
Director					
Toh Choo Huat	4/4	–	–	–	1/1
Ling Chung Yee	4/4	4/4	1/1	1/1	1/1
Chia Soon Hin William	4/4	4/4	1/1	1/1	1/1
Chua Hock Thak	4/4	4/4	1/1	1/1	1/1
Teo Ho Beng	4/4	4/4	1/1	1/1	1/1

Note:

(i) The attendance of the Directors, including those also acting as the members of the respective Board Committees, at the meetings of the Board and the Board Committees was recorded in the relevant attendance lists prepared and circulated by the Company Secretaries prior to the commencement of such meetings and these attendance lists are kept in the statutory records of the Company. If the Company Secretaries were not present at the meetings, the attendance of the Directors was recorded by the Management in the minutes of the meetings.

The Executive Director supervises the management of the business and affairs of the Group. However, meetings of the Board are still held and/or resolutions in writing of the Board are circulated for matters which require the Board’s approval, including the following, but are not limited to:

*Provision 1.3 of the Code:
Matters requiring Board
approval*

- (i) review of the annual budget and the performance of the Group;
- (ii) review of the key activities and business strategies;
- (iii) approval of the corporate strategy and direction of the Group;

REPORT ON CORPORATE GOVERNANCE

- (iv) approval of transactions involving a conflict of interest for a substantial shareholder or a Director or interested person transactions;
- (v) material acquisitions and disposals;
- (vi) corporate or financial restructuring and share issuances;
- (vii) declaration of dividends and other returns to Shareholders; and
- (viii) appointments of new Directors or key personnel.

A formal document setting out the following guidelines has been adopted by the Board:

- (i) the matters reserved for the Board's decision; and
- (ii) clear directions to Management on matters that must be approved by the Board.

The Company has adopted internal guidelines setting forth matters that require the Board's approval. The types of material transactions that require the Board's approval under such guidelines are listed below:

- (i) major capital expenditure;
- (ii) capital management;
- (iii) banking facilities;
- (iv) acquisition and disposal of entities/business;
- (v) diversifying into new business; and
- (vi) any other significant material transaction.

In the event that a Director is involved in an interested person transaction with the Group, he shall inform the Board accordingly and abstain from making any recommendation or decision with regards to the transaction.

*Provision 1.1 of the Code:
Directors facing conflicts
of interest*

The Company has a formal training program for new Directors. The Board ensures that all the newly appointed Directors will be given a detailed introduction on the Company's history and development and an orientation on the operational procedures of the Company to familiarise them with the Group's business and governance practices. When necessary, the Company will provide training for first-time directors in areas such as accounting, legal and industry-specific knowledge as appropriate. Any Director who has had no prior experience as a director of a listed company will be required to undergo training in the roles and responsibilities of a listed company director.

*Provision 1.2 of the
Code: Directors to receive
appropriate training*

The Directors are updated, from time to time, when new laws or regulations affecting the Group are introduced. The Directors are encouraged to attend seminars and training courses at the Company's expense that will assist them in executing their obligations and responsibilities as directors to the Company. During FY2020, Ling Chung Yee attended the 10th Asian Private Banker Summit Singapore 2019, SGX Regulatory Symposium, various panel discussions conducted by Nomura, Financial Reporting Seminar 2019 by Moore Stephens LLP-CCS, Singapore Budget 2020 Webinar by PwC, Singapore Budget 2020 Webinar by KPMG and 2020 Updates to SGX-ST Listing Rules by RHTLaw Asia and Chia Soon Hin William attended the SID AC Chapter Pit-Stop: Financial Reporting: Fraud in China, SID CTP-6 – Executive & Director Remuneration and SID Directors' Conference 2019.

REPORT ON CORPORATE GOVERNANCE

Access to Information

To ensure that the Directors are able to effectively discharge their duties and be fully aware of the decisions and actions of the Management, the Directors are given detailed information concerning the Group's business operations periodically. The Management maintains close contact and communication with the Board by various means, including but not limited to holding meetings with the Board or via electronic means by which documents are circulated to the Board for their review or for their information. In particular, financial statements of the Group are also prepared on a quarterly basis and circulated to all Directors for their review, allowing the Directors to have timely access to the Group's financial position. In addition, monthly summary management accounts and corporate updates are circulated to the Board for their review and for their information. When required, board papers are also prepared for meetings of the Board to provide information on financial, business and any other corporate issues to the Board. The Management also prepares and updates the Company's budget and tables the same to the Board for their review. The abovementioned arrangement allows the Directors to monitor the Group's performance as well as the Management's achievements of the goals and objectives determined and set by the Board.

Provision 1.6 of the Code: Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

The Company recognises that information should be supplied to the Board in a timely manner and as far as possible, Board papers and agenda items are circulated or dispatched to the Directors before scheduled meetings. This is to give Directors sufficient time to review and consider the matters being tabled and/or discussed so that discussions can be more meaningful and productive.

In addition, the Directors have, at all times:

- (i) unrestricted access to the Company's records and information; and
- (ii) separate and independent unlimited access to the Management, the Company Secretaries and external advisers (where necessary).

Provision 1.7 of the Code: Directors should have separate and independent access to the Management, the Company Secretaries and external advisers (where necessary)

The Board supports the taking of independent professional advice, at the Company's expense, if necessary in order for it or an individual Director to effectively discharge his/her duties and responsibilities.

At least one (1) of the Company Secretaries and/or her representatives attends all of the formal meetings held by the Board and/or the Board Committees and her responsibilities include ensuring that procedures for these meetings (including those stipulated in the Constitution) are followed and that applicable rules and regulations, including the requirements of the Singapore Companies Act (Cap. 50) (the "Companies Act") and the Singapore Exchange Securities Trading Limited (the "SGX-ST"), are complied with.

The appointment and the removal of the Company Secretaries rest with the Board as a whole.

Provision 1.7 of the Code: Appointment and removal of Company Secretary

REPORT ON CORPORATE GOVERNANCE

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 Board comprises five (5) Directors, of which three (3) are Independent Directors. As at the date of this Annual Report, the composition of the Board is as follows:

Executive Director

Toh Choo Huat (Executive Chairman and Chief Executive Officer)

Independent Directors

Ling Chung Yee (Lead Independent Director)
Chia Soon Hin William (Independent Director)
Chua Hock Thak (Independent Director)

Non-Executive Director

Teo Ho Beng (Non-Executive Director)

The Board considers a director to be "independent" if he is independent in conduct, character and judgment, and has no relationship with the Company, its related corporations, its shareholders who have an interest or interests in not less than 5% of the total votes attached to all the voting shares in the Company or the officers that could interfere, or be reasonably perceived to interfere, with the exercise of that director's independent business judgment in the best interests of the Company.

Provision 2.1 of the Code: Disclosure of directors considered to be independent

As the majority of the Board comprises Independent Directors, the Company believes the Board is able to exercise independent judgment on corporate affairs and ensures that no one individual or groups of individuals dominate any decision-making process and the Board is satisfied that there is a strong and independent element on the Board. Non-Executive Directors, which include the Independent Directors, make up a majority of the Board.

Provisions 2.2 and 2.3 of the Code: Independent directors make up a majority of the Board where the Chairman is not independent; non-executive directors make up a majority of the Board

Provision 2.2 of the Code requires that independent directors make up a majority of the Board where the Chairman is not independent. The Chairman is not independent when (i) he or she is not an independent director, (ii) he or she is also the CEO, (iii) he or she and the CEO are immediate family members as defined in the Listing Manual – Section B: Rules of Catalist (the "Catalist Rules") (i.e. the person's spouse, child, adopted child, step-child, brother, sister and parent), (iv) he or she and the CEO have close family ties with each other (i.e. a familial relationship between two parties which extends beyond immediate family members and could influence the impartiality of the Chairman) as determined by the Nominating Committee, or (v) he or she is part of the Management team. Under the present board composition, Provision 2.2 of the Code has been met.

Guideline 2.1 of the Code of Corporate Governance issued on 2 May 2012 (the "2012 Code"): Independent directors make up at least one-third of the Board⁽¹⁾

(1) Rule 4.06(3)(c) of the Catalist Rules requires independent directors to make up at least one-third of the Board. This rule will come into effect on 1 January 2022. Prior to 1 January 2022, the corresponding Guideline 2.1 in the 2012 Code will continue to apply.

REPORT ON CORPORATE GOVERNANCE

There are no Directors who have served on the Board beyond nine (9) years from the date of his first appointment.

Guideline 2.4 of the 2012 Code: Independence of director who has served on the Board beyond nine years should be subject to rigorous review⁽²⁾

The Board's policy in identifying director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender. The Board has considered the present Board size and each Board Committee's size, and is satisfied that the current size facilitates effective decision making and is appropriate for the nature and scope of the Group's operations.

Provision 2.4 of the Code: Board and board committees are of an appropriate size and Board to comprise directors with appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity

To maintain or enhance the Board's balance and diversity, consistent with the intent of Principle 2 of the Code, the Nominating Committee conducts an annual assessment of the existing attributes and core competencies of the Board to ensure that the Board has the appropriate mix of diversity, expertise and experience, and collectively possess the necessary core competencies for effective functioning and informed decision-making, taking into account the nature and scope of the Group's operations. The Nominating Committee is of the view that the Board has a good balance of Directors who come from diverse backgrounds and have extensive business, financial, accounting and management experience. Their combined wealth and diversity of experience enable them to contribute effectively to the strategic growth and governance of the Group. Details on the experiences, professional qualifications and responsibilities of the Directors are set out in pages 8 and 9 of this Annual Report.

The Non-Executive Directors (including the Independent Directors) will constructively challenge and assist in the development of proposals on strategy, assist the Board in reviewing the performance of the Management in meeting agreed goals and objectives, and monitor the reporting of performance. The Non-Executive Directors had engaged in regular discussions amongst themselves without the presence of the Management and the Executive Director throughout the year. For FY2020, the Independent Directors and Non-Executive Director met several times in the absence of key management personnel and the Lead Independent Director provides feedback to the Executive Chairman after such meeting(s).

Provision 2.5 of the Code: Regular meetings of non-executive directors and/or independent directors without the presence of Management

Executive 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 Executive Chairman and Chief Executive Officer, Toh Choo Huat, sets the tone for the conduct of the Board and leads the Board to ensure the effectiveness of the Board and its role. He also ensures the Group's adherence to the best corporate governance practices prescribed by the Code.

As Executive Chairman, Toh Choo Huat is also responsible for, amongst other things, the proper functioning of the Board. He ensures that the Board holds regular meetings and oversees the proper dissemination of corporate information to the relevant parties (including but not limited to the Directors and Shareholders). He sets the agenda for each meeting and ensures that adequate time is available for discussion and debate of all agenda items, in particular, strategic issues. He also encourages constructive relations between the Board and the Management, facilitating the effective contribution of Independent Directors, as well as encouraging constructive discussion and debate amongst the Directors and hence, promoting high standards of corporate governance.

Provision 3.2 of the Code: Chairman and CEO's role

(2) Rule 406(3)(d)(iii) of the Catalist Rules sets out that a director for an aggregate period of more than 9 years (whether before or after listing) and whose continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the company, and associates of such directors and chief executive officers, is not independent. This rule will come into effect on 1 January 2022. Prior to 1 January 2022, the corresponding Guideline 2.4 in the 2012 Code will continue to apply.

REPORT ON CORPORATE GOVERNANCE

All major decisions made by the Executive Chairman and the Chief Executive Officer are under the purview of review by the Audit Committee. His performance and appointment to the Board are also reviewed periodically by the Nominating Committee while his remuneration package is reviewed periodically by the Remuneration Committee. As such, whilst the Executive Chairman and the Chief Executive Officer are the same person, the Board believes that there are adequate safeguards in place against an uneven concentration of power and authority in a single individual.

Provision 3.1 of the Code: Chairman and CEO should in principle be separate persons

The Board is of the view that power is not unduly concentrated in the hands of one (1) individual nor is there any compromised accountability and independent decision-making as all major decisions and policy changes are conducted through the respective Board Committees, all of which are chaired by Independent Directors.

In addition, the Board also believes that notwithstanding the Executive Chairman and the Chief Executive Officer being the same person, the Group's interest is well served by:

- (i) the benefit of an Executive Chairman and Chief Executive Officer who is very experienced and knowledgeable about the Group's businesses, thereby ensuring the smooth and efficient implementation of decisions on policy issues;
- (ii) the good balance of power and authority on the Board as all the Board Committees of the Board are chaired by the Independent Directors;
- (iii) the majority of the Board is made up of Independent Directors to ensure independent review of the Management's performance; and
- (iv) the benefit of the objective and independent views that the Group receives from the Independent Directors and the contributions of the Non-Executive Directors.

In view that the Executive Chairman and the Chief Executive Officer are the same person, the Company had appointed Ling Chung Yee as the Lead Independent Director to adhere to the principles set out in the Code and to provide leadership in situations where the Executive Chairman is conflicted. As the Lead Independent Director, Ling Chung Yee acts as the contact person for the Shareholders in the event that the Shareholders have concerns or issues for which communication with the Executive Chairman and Chief Executive Officer or the Chief Financial Officer is inappropriate, inadequate or where such communication has failed to resolve the concerns or issues raised.

Provision 3.3 of the Code: Appointment of lead independent director

Board Membership

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

As at the date of this Annual Report, the Nominating Committee comprises the Company's three (3) Independent Directors, namely Chua Hock Thak (Chairman of the Nominating Committee), Ling Chung Yee (Member of the Nominating Committee), Chia Soon Hin William (Member of the Nominating Committee) and one (1) Non-Executive Director, Teo Ho Beng (Member of the Nominating Committee). The Nominating Committee meets at least once annually. The Lead Independent Director is a member of the Nominating Committee.

Provision 4.2 of the Code: Nominating Committee ("NC") comprises at least three directors, the majority of whom, including the Chairman, are independent

The Nominating Committee is responsible for:

- (i) re-nominating the Directors, having regard to the Directors' contribution and performance;

REPORT ON CORPORATE GOVERNANCE

- (ii) determining annually whether or not an Independent Director is independent; and
- (iii) deciding whether or not a Director is able to and has been adequately carrying out his duties as a director, taking into consideration the Director's number of listed company board representations and other principal commitments.

The Nominating Committee also makes recommendations to the Board relating to:

- (i) the review of board succession plans for the Directors, in particular, the Executive Chairman, the Chief Executive Officer and key management personnel;
- (ii) the development of a process for evaluation of the performance of the Board, its board committees and the Directors;
- (iii) the review of the training and professional development programs for the Board and the Directors;
- (iv) the appointment and re-appointment of the Directors (including alternate directors, if applicable); and
- (v) the appointment and re-appointment of the Chief Executive Officer, the Chief Financial Officer or any other person who holds a similar position to the Chief Executive Officer or the Chief Financial Officer by any name.

Provision 4.1 of the Code: NC to make recommendations to the Board on certain relevant matters

The Nominating Committee will decide how the Board's performance is to be evaluated and propose objective performance criteria, subject to the approval of the Board, which addresses how the Board is to enhance long-term Shareholders' value. As part of its review, the Nominating Committee will recommend to the Board a process to assess the effectiveness of the Board as a whole and for assessing the contribution by each individual Director to the effectiveness of the Board.

Each member of the Nominating Committee abstains from voting on any resolutions and making recommendations and/or participating in any deliberations in respect of the assessment of his own performance or re-nomination as a director.

Further to the above, the Nominating Committee reviews the independence of each of the Independent Directors annually. As part of their review process, the Nominating Committee requires the Independent Directors to complete and execute declaration forms in relation to their independence. These declaration forms are drawn up based on the circumstances in the Code and the Catalist Rules. The Nominating Committee reviews declaration forms executed by the Independent Directors as well as any declaration which they may make to determine their respective independence (including their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any). Pursuant to its review, the Nominating Committee is of the view that Ling Chung Yee, Chia Soon Hin William and Chua Hock Thak do not have any relationships with the Company, its related corporations, its substantial shareholders or its officers which may affect their independence and accordingly are independent of the Group and the Management.

Provision 4.4 of the Code: NC to determine directors' independence annually

The Nominating Committee also reviews the performance of the Directors as well as their contribution to the Board.

REPORT ON CORPORATE GOVERNANCE

The Nominating Committee has adopted internal guidelines addressing competing time commitments that are faced when Directors serve on multiple boards and have other principal commitments. The Board, with the concurrence of the Nominating Committee, has agreed that the Company shall not impose a maximum number of listed board representations on the Directors as the Board is of the opinion that setting a fixed number would not adequately take into account the varied circumstances of each Director and the Nominating Committee will instead focus on whether a Director has sufficient time to adequately discharge his duties to the Company.

Provision 4.5 of the Code: NC to decide if a director is able to and has been adequately carrying out his or her duties

Toh Choo Huat does not hold any other existing directorships with other public listed companies and also did not hold such past directorships in the last three (3) years. His present principal commitments are set out in the following table:

Company	Position
LC International Trading Co Pte. Ltd.	Director
Ley Choon Constructions and Engineering Pte Ltd	Director
Li Chun Dragon Fish Industry Pte. Ltd.	Director
Zheng Choon Holding Pte. Ltd.	Director
Ley Choon (M) Sdn Bhd	Director
Ley Choon (Yantai) Eco-Green Constructions Materials Ltd	Director

The present and past directorships (held in the last three (3) years) of the Independent Directors and Non-Executive Director with other public listed companies and their other present principal commitments are set out in the following tables:

LING CHUNG YEE

Other existing directorships with public listed companies:

Company	Position
Amplefield Ltd	Independent Director
Debao Property Development Ltd	Lead Independent Director
United Food Holdings Ltd	Lead Independent Director
Vingroup JSC (listed on Ho Chih Minh Stock Exchange)	Independent Director

Other past directorships with public listed companies (held in the last three (3) years):

Company	Position
Ace Achieve Infocom Ltd	Independent Director
Arion Entertainment Singapore Ltd	Independent Director
Chaswood Resources Holdings Ltd	Lead Independent Director
China Flexible Packaging Holdings Ltd	Lead Independent Director
Pine Capital Group Ltd	Lead Independent Director
Sino Grandness Food Industry Group Ltd	Lead Independent Director

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Other present principal commitments:

Company/Organisation	Position
RL Capital Management	Managing Director
SKEMA Business School	Adjunct Professor in Finance
SMU Academy	Academic Program Director

CHIA SOON HIN WILLIAM

Other existing directorships with public listed companies:

Company	Position
Asiatic Group (Holdings) Ltd	Independent Director

Other past directorships with public listed companies (held in the last three (3) years):

Company	Position
Sincap Group Limited	Independent Director

Other present principal commitments:

Company/Organisation	Position
Xie Capital Pte Ltd	Director
Mitsuba Japanese Restaurant Pte Ltd	Managing Director

CHUA HOCK THAK

Other existing directorships with public listed companies:

Company	Position
Nil	-

Other past directorships with public listed companies (held in the last three (3) years):

Company	Position
Nil	-

Other present principal commitments:

Company/Organisation	Position
Nil	-

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TEO HO BENG

Other existing directorships with public listed companies:

Company	Position
Hiap Hoe Limited	Chief Executive Officer

Other past directorships with public listed companies (held in the last three (3) years):

Company	Position
Nil	–

Other present principal commitments:

Company/Organisation	Position
Nil	–

After conducting its reviews, the Nominating Committee is satisfied that the Directors have been able to devote adequate time and attention to the affairs of the Company and they are able to fulfil their duties as directors of the Company.

The Company does not have any alternate directors. The Board will generally avoid approving the appointment of alternate directors unless alternate directors are appointed for limited periods in exceptional cases such as when a director has a medical emergency.

For appointment of new Directors to the Board, the Nominating Committee would, in consultation with the Board, evaluate and determine the selection criteria with due consideration to the mix of skills, knowledge and experience of the then existing Board. The Nominating Committee receives recommendations from existing Directors and the Company's professional advisors. The Nominating Committee may, if necessary, interview potential candidates and make recommendations to the Board for approval. The Board will then consider the potential candidates and Directors newly appointed by the Board are appointed by way of board resolution, following which they are subject to election by Shareholders at the next annual general meeting immediately following their appointment and thereafter, they are subject to the one-third rotation rule as prescribed by the Company's Constitution. For re-appointment of existing Directors to the Board, the Nominating Committee makes its decision based on its annual review of the performance of the relevant Directors as well as their contribution to the Board.

Provision 4.3 of the Code: Disclosure of process for selection, appointment and re-appointment of directors

All Directors are appointed to the Board by way of a formal letter of appointment or service agreement setting out the scope of their duties and obligations.

Provision 4.5 of the Code: New directors are aware of their duties and obligations

The dates of initial appointment of each Director are set out as follows:

Name of Directors	Date of initial appointment	Date of last re-election
Toh Choo Huat	25 July 2012	28 July 2019
Ling Chung Yee	28 September 2015	30 July 2018
Chia Soon Hin William	28 September 2015	30 July 2018
Chua Hock Thak	29 March 2018	30 July 2018
Teo Ho Beng	28 September 2015	22 July 2019

REPORT ON CORPORATE GOVERNANCE

Under Regulation 107 of the Company's Constitution, at least one-third of the Directors (or if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third) is required to retire from the office of Director and stand for re-election at the Company's Annual General Meeting. Generally, the retiring Directors are Directors who have been the longest in office since their last election (unless otherwise nominated by the Nominating Committee). Accordingly, pursuant to Regulation 107 of the Constitution, Ling Chung Yee and Chia Soon Hin William will be due for retirement and re-election at the forthcoming Annual General Meeting.

Under Regulation 117 of the Constitution, any newly appointed Director shall hold office only until the next Annual General Meeting of the Company, and shall be eligible for re-election.

Details on the experiences, professional qualifications and responsibilities of the Directors are set out in pages 8 and 9 of this Annual Report. In addition, information on shareholdings in the Company and its related companies held by each Director is set out in the "Directors' Statement" section of this Annual Report. Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F of the Catalist Rules relating to Ling Chung Yee and Chia Soon Hin William, who are the Directors seeking re-election at the forthcoming Annual General Meeting, is set out in pages 70 to 76 of this Annual Report.

Further to the above, it should also be noted that the Nominating Committee also reviews the appointment of any manager of the Company or any of its principal subsidiaries, who is a relative of a Director or Chief Executive Officer or Substantial Shareholder. Pursuant to Rule 704(8) of the Catalist Rules, the Company confirms that, as far as the Company is aware and save as set out below, there are no other persons occupying managerial positions in the Company or any of its principal subsidiaries who are related to a director or chief executive officer or substantial shareholder of the Company or its principal subsidiaries:

	Name	Current Position in the Company	Family Relationship with any Directors and/or Substantial Shareholders of the Company
1.	Toh Chew Leong	Deputy Chief Executive Officer	Brother of Toh Choo Huat ("TCH") who is the Executive Chairman and Chief Executive Officer
2.	Toh Swee Kim	Chief Operating Officer	Brother of TCH
3.	Toh Chew Chai	Deputy Chief Operating Officer	Brother of TCH
4.	Toh Chiew Boon	Senior Construction Manager	Brother of TCH
5.	Toh Kai Sheng	Director, Operations & HR	Nephew of TCH
6.	Toh Kai Hock	IT Director	Nephew of TCH
7.	Toh Ting Xuan	Deputy Director	Daughter of TCH
8.	Toh Wei Jie	Project Manager	Nephew of TCH
9.	Toh Qiu Ling	Assistant Procurement cum Sales Manager	Niece of TCH

REPORT ON CORPORATE GOVERNANCE

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.

The Nominating Committee has established a process for assessing the effectiveness of the Board as a whole and each of its Board Committees and for assessing the contribution of each individual Director to the effectiveness of the Board. This assessment is conducted by the Nominating Committee at least once a year. The Nominating Committee assesses the Board's effectiveness as a whole and the effectiveness of each of its Board Committees through the completion of a questionnaire by each member of the Nominating Committee which includes questions covering the above-mentioned areas of assessment. The Nominating Committee collates the results of these questionnaires and discusses the results collectively with other Board members to address any areas for improvement.

Provisions 5.1 and 5.2 of the Code: Board to implement criteria and process for evaluation of the Board's performance and disclose the process in Annual Report

Each member of the Nominating Committee shall abstain from voting on any resolutions in respect of the assessment of his own performance or re-nomination as a Director.

To assess the effectiveness of the Board as a whole, the factors evaluated by the Nominating Committee include but are not limited to:

- (i) the size and composition of the Board;
- (ii) the discussion and decision-making processes of the Board (including the conduct of meetings by the Board);
- (iii) the Board's access to information;
- (iv) the accountability of the Board to the Shareholders;
- (v) the observation of risk management and internal control policies by the Board; and
- (vi) the performance of the Board (including the Board's performance in relation to the discharge of its principal responsibilities in terms of the financial indicators set out in the Code).

To assess the effectiveness of each Board Committee, the factors evaluated by the Nominating Committee include but are not limited to:

- (i) the size and composition of the relevant Board Committee; and
- (ii) the performance of the relevant Board Committee in relation to the discharge of its duties set out in its terms of reference.

To assess the contribution of each individual Director, the factors evaluated by the Nominating Committee include but are not limited to:

- (i) his/her participation at the meetings of the Board;
- (ii) his/her ability to contribute to the discussion conducted by the Board;
- (iii) his/her ability to evaluate the Company's strength and weakness and make informed business decisions;

REPORT ON CORPORATE GOVERNANCE

- (iv) his/her ability to interpret the Company's financial reports and contribute to the formulation of strategies, budgets and business plans that are compatible with the Group's vision and existing business strategy;
- (v) his/her compliance with the policies and procedures of the Group;
- (vi) his/her performance of specific tasks delegated to him/her;
- (vii) his/her disclosure of any related person transactions or conflicts of interest; and
- (viii) for Independent Directors, his/her independence from the Group and the Management.

The performance criteria include financial targets, contributions by the Board members as well as expertise, sense of independence and industry knowledge. This encourages feedback from the Board members and leads to an enhancement of the Board's performance over time. The performance criteria are not usually changed from year to year. However, where circumstances deem it necessary for any of the criteria to be changed, the onus will be on the Board to justify this decision.

The Chairman of the Nominating Committee will act on the results of the performance evaluation, and in consultation with the Nominating Committee, propose, where appropriate, that new members be appointed to the Board or seek the resignation of Directors.

The Board and the Nominating Committee have ensured that the Directors possess the experience, knowledge and expertise critical to the Group's business.

Based on the Nominating Committee's review, the Nominating Committee considered the performance and effectiveness of each individual current Director, the Board as a whole and each Board Committee, to be satisfactory and is of the view that the Board and the various Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

(B) REMUNERATION MATTERS

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.

As at the date of this Annual Report, the Remuneration Committee comprises the Company's three (3) Independent Directors, namely Chia Soon Hin William (Chairman of the Remuneration Committee), Ling Chung Yee (Member of the Remuneration Committee), Chua Hock Thak (Member of the Remuneration Committee) and one (1) Non-Executive Director, Teo Ho Beng (Member of the Remuneration Committee). The Remuneration Committee meets at least once annually.

Provision 6.2 of the Code: Remuneration Committee ("RC") comprises at least three directors, all of whom are non-executive and the majority of whom, including the Chairman, are independent

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The Remuneration Committee is principally responsible for:

- (i) overseeing the general compensation of employees of the Group with a goal to motivate, recruit and retain our employees and the Board through competitive compensation and progressive policies;
- (ii) reviewing all aspects of remuneration including the Board's and Executive Officers' fees, salaries, allowances, bonuses, options, share-based incentives and awards and benefits in kind as well as the remuneration of persons related to the Company's Board and Substantial Shareholders;
- (iii) implementing and administering any share option scheme, share performance scheme and other performance bonus scheme(s) that the Group may set up in the future; and
- (iv) reviewing the Group's obligations arising in the event of the termination of the Executive Director(s) and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

Provision 6.1 of the Code: RC to make recommendations to the Board on certain relevant matters

Pursuant to its review, the Remuneration Committee will submit its recommendations to the entire Board for endorsement.

Each member of the Remuneration Committee abstains from the decision-making process and from voting on any resolutions in respect to his remuneration package.

The Remuneration Committee will be provided with access to expert professional advice on remuneration matters, as and when necessary. The expenses of such services shall be borne by the Company. If so required, it may seek expert advice in the field of executive compensation outside the Company upon approval by the Board. The Remuneration Committee ensures that in the event of such advice being sought, existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. The Company has not appointed any remuneration consultants for FY2020.

Provision 6.4 of the Code: Disclosure of engagement of any remuneration consultants and their independence

The Remuneration Committee reviews all aspects of remuneration to ensure they are fair. In particular, the Remuneration Committee reviews the fairness and reasonableness of the termination clauses of the service agreements of the Executive Director and key management executives to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with an aim to be fair and avoid rewarding poor performance.

Provision 6.3 of the Code: RC to consider all aspects of remuneration, including termination terms, to ensure they are fair

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.

The Remuneration Committee carries out annual reviews of the remuneration packages of the Directors and the Management, having due regard to their contributions as well as the financial and commercial needs of the Group. The Remuneration Committee takes into account the industry norms/standards by considering, inter alia, the remuneration packages and employment conditions within the industry, the Group's performance as well as the contribution and performance of each Director when determining the remuneration packages of the Directors. The Directors' fees are compared against industry standards to ensure that they are in line with industry norms.

Provision 8.1 of the Code: Disclosure of the policy and criteria for setting remuneration

REPORT ON CORPORATE GOVERNANCE

The remuneration for the Executive Director and the Management comprise a basic salary component and a variable component, namely, the annual bonus. The latter is based on the performance of the Group as a whole, giving due regard to the profitability of the Group, its financial performance as well as general economic conditions under which the Group operates and their individual performance.

Provision 7.1 of the Code: A significant and appropriate proportion remuneration is structured so as to link rewards to corporate and individual performance

The Remuneration Committee also considers whether remuneration is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

Provision 7.3 of the Code: Remuneration is appropriate to attract, retain and motivate the directors and key management personnel

The Remuneration Committee administers the Company's performance share plan (the "**Ley Choon Performance Share Plan 2018**"), which was approved by the Shareholders at the Annual General Meeting held on 30 July 2018. Please refer to pages 58 and 78 of this Annual Report for more details. Save for the Ley Choon Performance Share Plan 2018, the Company currently does not have any long-term incentive scheme.

The Independent Directors and Non-Executive Director receive directors' fees, in accordance with their contributions, taking into account factors such as effort and/or time spent, the responsibilities of the Independent Directors and Non-Executive Director and the need to pay competitive fees to attract, retain and motivate the Independent Directors and Non-Executive Director. The Independent Directors and Non-Executive Director are not over-compensated to the extent where their independence may be compromised. The Directors' fees are recommended by the Remuneration Committee and endorsed by the Board for approval by the Shareholders of the Company at annual general meetings.

Provision 7.2 of the Code: Remuneration of non-executive directors is appropriate to the level of contribution

The Company had entered into a service agreement with Toh Choo Huat which sets out the framework of his remuneration. This service agreement provides, *inter alia*, that the Executive Director or the Company may terminate the service agreement upon giving written notice of not less than six (6) months.

In addition, the Board is of the view that there is no need to institute contractual provisions to allow the Company to reclaim incentive components of the Executive Director's remuneration paid in prior years in exceptional circumstances of misstatement of financial results or of misconduct resulting in financial loss, as he owes a fiduciary duty to the Company and the Company should be able to avail itself of remedies against the Executive Director in the event of such a breach of fiduciary duties.

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.

In addition to its strict policies on bribery and money-laundering, the Group also maintains, under its code of ethics, strict policies on gifts and entertainment which apply to all employees (including Directors). In the event that gifts, entertainment or other benefits are offered to employees, they must be properly declined if there is a risk of there being an appearance of impropriety. Similarly, all employees must also not offer any gifts, entertainment or other benefits to others if it creates an appearance of impropriety.

REPORT ON CORPORATE GOVERNANCE

The breakdown of remuneration (in percentage terms) of the Directors of the Company paid and payable for FY2020 is set out below:

Remuneration Band and Name of Directors	Fees (%)	Salary (%)	Bonus (%)	Employer CPF + SDL (%)	Allowances (%)	Total (%)
Directors who receive S\$0 to S\$100,000						
Ling Chung Yee	100%	–	–	–	–	100%
Chia Soon Hin William	100%	–	–	–	–	100%
Chua Hock Thak	100%	–	–	–	–	100%
Teo Ho Beng	100%	–	–	–	–	100%
Directors who receive S\$250,000 to S\$499,999						
Toh Choo Huat	–	77%	13%	2%	8%	100%

Provisions 8.1 and 8.3 of the Code: Remuneration of directors, CEO and top five key management personnel; details of employee share schemes

The breakdown of remuneration of the top five (5) Key Management (Executive Officers) for FY2020 is set out below:

Remuneration Band and Name of Key Management	Salary (%)	Bonus (%)	Employer CPF + SDL (%)	Allowances (%)	Total (%)
Key Management who receive S\$0 to S\$250,000					
Toh Kok Hean, Brayden	70%	9%	10%	11%	100%
Toh Kai Sheng	70%	9%	10%	11%	100%
Toh Kai Hock	76%	10%	10%	4%	100%
Goh Seng Huat	76%	12%	7%	5%	100%
Key Management who receive S\$250,001 to S\$499,999					
Toh Chew Chai	81%	7%	4%	8%	100%
Toh Swee Kim	72%	12%	5%	11%	100%
Toh Chew Leong	74%	12%	3%	11%	100%

In aggregate, the total remuneration paid to the top five (5) key management personnel (who are not Directors or the Chief Executive Officer) in FY2020 is approximately S\$1.7 million.

The Board is of the view that given the sensitive, private and confidential nature of the Directors' and employees' remuneration, detailed disclosure on the remuneration of the Directors and key management personnel is not in the best interests of the Company and the Group. Such disclosure would disadvantage the Group in relation to its competitors and may adversely affect the cohesion and spirit of team work prevailing among the Directors and the employees of the Group. The Board is also of the view that it is not necessary to present detailed disclosure on the Company's remuneration policy as the remuneration policy for executives is a management decision that the Board is generally entitled to make.

REPORT ON CORPORATE GOVERNANCE

In view of the aforementioned reasons, the Company believes that its current disclosure is consistent with the intent of Principle 8 of the Code as shareholders are still given information on the level and mix of remuneration in percentage terms and that the interests of shareholders will not be prejudiced as a result of such non-disclosure of the total remuneration in dollar terms for the Directors as well as for key management personnel.

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

Pursuant to Rule 704(10) of the Catalist Rules, the Company has disclosed in its full year results announcement released via SGXNET on 14 July 2020, a list of persons occupying managerial positions who are related to a Director, Chief Executive Officer or Substantial Shareholder of the Group ("**Related Employees**"). The breakdown of Related Employees whose remuneration exceeds S\$100,000 for FY2020 is set out below:

Provision 8.2 of the Code: Disclosure of remuneration of employees who are substantial shareholders or family members of directors, CEO or substantial shareholder and whose remuneration exceeds \$100,000

Remuneration Band and Name of Relative	Family Relationship with any Director and/or Substantial Shareholder	Salary (%)	Bonus (%)	Reward/ Incentive (%)	Employer CPF + SDL (%)	Allowances (%)	Total (%)
S\$100,001 to S\$200,000							
Toh Ting Xuan	Daughter of Toh Choo Huat ("TCH") (the Executive Chairman and Chief Executive Officer of the Company) and niece of Toh Chew Leong ("TCL"), Toh Swee Kim ("TSK") and Toh Chew Chai ("TCC") (substantial shareholders of the Company)	69%	9%	1%	15%	7%	100%
Toh Chiew Boon	Brother of TCH, TCL, TSK and TCC	54%	7%	-	9%	30%	100%
Toh Kai Sheng	Son of TCC and nephew of TCH, TCL and TSK	70%	9%	-	10%	11%	100%
S\$200,001 to S\$300,000							
Toh Kai Hock	Son of TCC and nephew of TCH, TCL and TSK	76%	10%	-	10%	4%	100%
Toh Chew Chai	Substantial shareholder and brother of TCH, TCL and TSK	81%	7%	-	4%	8%	100%
S\$300,001 to S\$400,000							
Toh Swee Kim	Substantial shareholder and brother of TCH, TSK and TCC	72%	12%	-	5%	11%	100%
Toh Chew Leong	Substantial shareholder and brother of TCH, TCL and TCC	74%	12%	-	3%	11%	100%

REPORT ON CORPORATE GOVERNANCE

The Ley Choon Performance Share Plan 2018 was approved by the Shareholders at the Annual General Meeting held on 30 July 2018.

*Provision 8.3 of the Code:
Details of employee share
schemes*

The objectives of the Ley Choon Performance Share Plan 2018 are as follows:

- (a) to give the Company the option and flexibility to pay eligible employees' bonuses in the form of cash, shares or a combination of cash and shares, resulting in a better and more flexible salary and cash-flow management for the Company;
- (b) to give the Company the flexibility to impose specific or medium-term performance targets or to impose time-based service conditions, or a combination of both, as a means to reward and steer its executives to better performance and to retain employees with suitable skill sets and talents to drive the growth of the Group;
- (c) to incentivise participants of the Ley Choon Performance Share Plan 2018 to excel in their performance and encourage greater dedication and loyalty to the Company;
- (d) to recognise and reward past contributions and services and motivate participants of the Ley Choon Performance Share Plan 2018 to continue to strive for the Company's long-term prosperity;
- (e) to further strengthen and enhance the Company's competitiveness in attracting and retaining employees with suitable talents; and
- (f) to foster an ownership culture within the Company, and align the interests of participants of the Ley Choon Performance Share Plan 2018 with the interests of the Shareholders.

The Ley Choon Performance Share Plan 2018 shall be administered by the Remuneration Committee with such discretion, powers and duties as are conferred on it by the Board of Directors. A member of the Remuneration Committee shall not be involved in the deliberations or decisions of the Committee in respect of the grant of Awards to him or his associate. Shareholders who are eligible to participate in the Ley Choon Performance Share Plan 2018 shall abstain from voting on any resolution relating to the Ley Choon Performance Share Plan 2018.

The Ley Choon Performance Share Plan 2018 shall continue to be in force at the discretion of the Remuneration Committee, subject to a maximum period of ten (10) years from the date on which the Ley Choon Performance Share Plan 2018 is adopted by Shareholders, provided always that the Ley Choon Performance Share Plan 2018 may continue beyond the above stipulated period with the approval of the Company's Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

No performance shares have been allotted and issued to any employees or Directors of the Company since the Ley Choon Performance Share Plan 2018's commencement.

Save for the Ley Choon Performance Share Plan 2018, the Company currently does not have any long-term incentive scheme for its Directors and key management personnel.

REPORT ON CORPORATE GOVERNANCE

(C) ACCOUNTABILITY AND AUDIT

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.

In line with the Singapore Standards on Auditing and the Committee of Sponsoring Organisations of the Treadway Commission Internal Controls-Integrated Framework, "internal controls" is broadly defined as "a process effected by an entity's board of directors and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- (i) effectiveness and efficiency of operations;
- (ii) reliability of financial reporting; and
- (iii) compliance with applicable laws and regulations."

The first category addresses an entity's basic business objectives, including performance and profitability goals and safeguarding of assets. The second category relates to the preparation of reliable published financial statements, including interim and condensed financial statements and selected financial data derived from such statements, such as earning releases, reported publicly. The third category deals with complying with those laws and regulations to which the entity is subject.

The Audit Committee, as well as the Board, conducts regular reviews of the effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems.

During FY2020, Crowe Horwath First Trust Risk Advisory Pte Ltd (the "**Internal Auditors**") conducted an independent review of the effectiveness and adequacy of the Group's internal controls and risk management policies and processes. Subsequent to the internal audit fieldwork and the detailed review of internal controls in specific identified areas with respect to FY2020, the Internal Auditors submitted a report to the Audit Committee covering their findings and recommendations to improve the internal controls in the respective identified areas. The Internal Auditors' recommendations were accepted and implementation of the recommendations is in progress. The Audit Committee and the Board monitors the Management's implementation of such recommendations.

Based on the internal controls established and maintained by the Group, work performed by Messrs Foo Kon Tan LLP (the "**External Auditors**") and Internal Auditors and reviews performed by Management, the Board, with the concurrence of the Audit Committee, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective as at 31 March 2020.

Provision 9.1 of the Code: Board to determine nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation

Adequacy of Internal Controls (Catalist Rule 1204(10))

REPORT ON CORPORATE GOVERNANCE

The Board has received assurance from the Chief Executive Officer and the Chief Financial Officer:

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

The Board acknowledges that it is responsible for the overall internal control and risk management framework, but recognises that all internal control and risk management systems contain inherent limitations and that no internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives. The Board notes that all internal control systems can provide only reasonable and not absolute assurance against the occurrence of material misstatement or loss, poor judgement in decision making, human error, fraud or other irregularities.

The Board of Directors oversees the Group's financial risk management policies. Where there are significant risks in respect of the Group's operations, risk management practices will be put in place to address these risks. The Management regularly reviews the Company's business and operational activities to identify areas of significant business risks as well as appropriate measures to manage and mitigate these risks. The Management reviews all the significant control policies and procedures and highlights all significant findings to the Directors and the Audit Committee.

Audit Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

As at the date of this Annual Report, the Audit Committee comprises the Company's three (3) Independent Directors, namely, Ling Chung Yee (Chairman of the Audit Committee), Chia Soon Hin William (Member of the Audit Committee), Chua Hock Thak (Member of the Audit Committee) and one (1) Non-Executive Director, Teo Ho Beng (Member of the Audit Committee), who collectively bring with them invaluable managerial and professional expertise in the financial, accounting and business management spheres. The Board ensures that the Audit Committee's members have the appropriate qualifications to provide independent, objective and effective supervision. At least two members, including the Chairman of the Audit Committee, have recent and relevant accounting or related financial management expertise or experience.

The Company has appointed Ling Chung Yee as the Chairman of the Audit Committee as he has strong financial management expertise, having held senior investment banking positions with JPMorgan, Lehman Brothers, Goldman Sachs and Salomon Smith Barney. Ling Chung Yee was a former Board Director of the CFA Society of Japan. Further, he also serves on the board of directors of other listed companies.

The Audit Committee does not comprise any former partners or directors of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The Audit Committee meets at least once every quarter to review the accounting, auditing and financial reporting matters so as to ensure that an effective system of control is maintained within the Group.

Provision 9.2 of the Code: Board to receive assurance on financial records, financial statements and management and internal control systems

Risk Management (Catalist Rule 1204(4)(b)(iv))

Provision 10.2 of the Code: Audit Committee ("AC") comprises at least three directors, all of whom are non-executive and the majority of whom, including the Chairman, are independent; Board to ensure AC members are qualified

Provision 10.3 of the Code: Former partners or directors of Company's existing auditing firm should not act as member of the AC

REPORT ON CORPORATE GOVERNANCE

The Audit Committee's duties include, amongst others, the review of:

*Provision 10.1 of the
Code: Duties of AC*

- (i) the financial and operating results and accounting policies of the Group;
- (ii) the co-operation given by the Group's officers to the external auditors;
- (iii) the quarterly and annual financial statements of the Group and the results announcements before the submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Catalist Rules and any other relevant statutory or regulatory requirements;
- (iv) the Group's administrative, operating and internal accounting and financial control procedures;
- (v) the nomination of external auditors and internal auditors for appointment or re-appointment and matters relating to the resignation or dismissal of the external auditors and internal auditors before making recommendations to the Board;
- (vi) interested person transactions falling within Chapter 9 of the Catalist Rules, if any;
- (vii) any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Group's management's response;
- (viii) any potential conflicts of interest;
- (ix) the Group's key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review will be disclosed in the annual reports or if the findings are material, to be immediately announced via SGXNET;
- (x) the Group's significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;
- (xi) hedging policies and instruments, if any, to be implemented by the Group before recommending the same to the Board;
- (xii) review the proposals to the Shareholders on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- (xiii) the adequacy, effectiveness, independence, scope and results of the Group's internal audit function;
- (xiv) the adequacy, effectiveness, independence scope and results of the Group's external auditors;
- (xv) the policy and arrangements by which staff of the Company and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters; and
- (xvi) the suitability of the Group's Chief Financial Officer/Financial Controller.

REPORT ON CORPORATE GOVERNANCE

As part of its review, the Audit Committee shall also:

- (i) commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position;
- (ii) ensure that all future transactions with related parties shall comply with the requirements of the Catalist Rules; and
- (iii) evaluate and report to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems, ensuring co-ordination between the external auditors, the internal auditors and the Group's management, and reviewing the assistance given by the Group's management to the auditors, and discussing problems and concerns, if any, arising from audits, and any matters which the auditors may wish to discuss (in the absence of the Group's management, where necessary); and
- (iv) review the assurance from the Chief Executive Officer and the Chief Financial Officer on the financial records and financial statements.

Under its terms of reference, the Audit Committee is entitled to obtain independent professional advice to execute its duties.

For FY2020, the Audit Committee has reviewed the Company's financial reporting function, internal controls and processes and is satisfied with the effectiveness and adequacy of the same.

In the event that a member of the Audit Committee is interested in any matter being considered by the Audit Committee, he will abstain from reviewing that particular transaction or voting on that particular resolution.

The Audit Committee reviewed the adequacy of the audit plans, with particular emphasis on the observations of the External Auditors, the scope and the results of their audits and the independence and objectivity of the External Auditors.

The Audit Committee has also reviewed the scope and quality of the External Auditors' work before recommending the External Auditors to the Board for re-appointment. The Company's External Auditors are Messrs Foo Kon Tan LLP. After taking into account the resources and experience of Messrs Foo Kon Tan LLP and the audit engagement partner assigned to the audit, Messrs Foo Kon Tan LLP's other audit engagements, any non-audit services provided by Messrs Foo Kon Tan LLP to the Group, the size and complexity of the audit for the Group as well as the number and experience of the staff assigned by Messrs Foo Kon Tan LLP for the audit, the Audit Committee is of the opinion that Messrs Foo Kon Tan LLP's independence has not been compromised and is able to meet its audit obligations. Together with the Board, the Audit Committee recommends the re-appointment of Messrs Foo Kon Tan LLP at the forthcoming Annual General Meeting. None of the members of the Audit Committee is a partner or director of Foo Kon Tan LLP.

REPORT ON CORPORATE GOVERNANCE

Messrs Foo Kon Tan LLP is an audit firm registered with the Singapore Accounting & Corporate Regulatory Authority and was appointed on 22 January 2016. Messrs Foo Kon Tan LLP was also re-appointed to audit the accounts of the Company and its Singapore incorporated subsidiaries for FY2020. The fees paid/payable to the External Auditors for their audit and non-audit (taxation advice) services in FY2020 are S\$266,000 [FY2019: S\$250,000] and S\$37,000 [FY2019: S\$55,000], respectively. The Company is in compliance with Rule 712 and Rule 715 of the Catalist Rules.

The Audit Committee has reviewed the arrangements by which the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters within the Group, with the objectives of ensuring that arrangements are in place for independent investigations of such matters and for appropriate follow-up action as and when the need arises. As at the date of this Annual Report, the Company has put in place a whistle-blowing policy for this purpose. Under the Company's whistle-blowing policy, employees may submit a complaint (which may be on an anonymous basis) to the Independent Directors and Non-Executive Director, who also form the Audit Committee. The Audit Committee is obliged to review all reports received and take or approve the appropriate actions. There were no whistle blowing reports received during FY2020 and until the date of this report.

The Audit Committee is also briefed by the External Auditors on any change in the accounting standards which has a direct impact on the Company's financial statements.

The Audit Committee and External Auditors have, at all times, unrestricted access to each other. The Audit Committee also meets annually with the External Auditors and the Internal Auditors, without the presence of the Management and is authorised to have full and unrestricted access to the Management and all personnel, records, operations, properties and other informational sources of the Company as required or desirable to properly discharge its responsibilities.

Provision 10.5 of the Code: AC to meet external and internal auditors without the presence of management, annually

The Audit Committee has reviewed and discussed the following significant matters affecting the financial statements with the Management and the External Auditors:

Significant Matters	Action
Revenue recognition over time	<p>The Audit Committee, with the assistance of the internal audit function, considered the internal controls established and maintained by the Management over project management, costing and revenue recognition. The Audit Committee noted the periodic reviews conducted by the Management in respect of long-term projects where the Group satisfies its performance obligations over time, which include the assessment of reasonableness of the estimated total budgeted costs of each project, and whether any provision for onerous contracts is required.</p> <p>Revenue recognition over time was also an area of focus for the External Auditors. The External Auditors had included this item as a key audit matter in their report for FY2020. Please refer to page 82 of this Annual Report.</p>

REPORT ON CORPORATE GOVERNANCE

Significant Matters	Action
<p>Impairment testing of non-financial assets (the Group's property, plant and equipment and right-of-use assets, and the Company's investments in subsidiaries)</p>	<p>The Audit Committee considered the approach, methodology and inputs applied to the valuation model in assessing the impairment of non-financial assets (the Group's property, plant and equipment and right-of-use assets, and the Company's investments in subsidiaries). The Audit Committee concurred with the assessment of the Management and the valuers.</p> <p>The impairment of property, plant and equipment and right-of-use assets of the Group and investments in subsidiaries of the Company was also an area of focus for the External Auditors. The External Auditors had included this item as a key audit matter in their report for FY2020. Please refer to page 83 of this Annual Report.</p>

Internal Audit

The Internal Auditors have unfettered access to all the Company's documents, records, properties and personnel, including access to the Audit Committee, and has appropriate standing within the Company. The Internal Auditors report directly to the Audit Committee and provide reports to the Audit Committee on a timely basis. The AC decides on the appointment, termination and remuneration of the Internal Auditors.

Provision 10.4 of the Code: Primary reporting line of the internal audit function is to the AC; internal audit function has unfettered access to documents, records, properties and personnel, and has appropriate standing

The Board acknowledges that it is responsible for maintaining an internal audit function independent of the activities it audits. The effectiveness of the internal control systems and procedures are monitored by the Management and also by the internal audit function. During FY2020, the Company had in place an internal audit function, whereby the Company's finance team supports the Audit Committee in ensuring that the Company maintains a sound system of internal controls by monitoring and assessing the adequacy and the effectiveness of the key controls and procedures.

As part of the Company's efforts to enhance the risk management process and internal control systems, the Audit Committee went through a due selection process and appointed Crowe Horwath First Trust Risk Advisory Pte Ltd, a suitably appointed qualified firm of accountants which meets the standards set by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors ("IIA"), for the enterprise risk management and internal audit functions of the Group and to perform internal audit review on the operations of the Group. The internal audit methodology of Crowe Horwath First Trust Risk Advisory Pte Ltd has been mapped to the IIA's International Professional Practice Framework.

The Audit Committee meets at least once annually to ensure the adequacy of the internal audit functions. The AC reviewed the independence, adequacy and effectiveness of the Internal Auditors as required under Rule 1204(10C) of the Catalist Rules and determined that the Internal Auditors are independent, effective and adequately resourced. The Audit Committee also believes that the system of internal controls and risk management maintained by the Company is adequate to safeguard the Shareholders' investment and the Company's assets.

Internal audit function is independent, effective and adequately resourced (Catalist Rule 1204(10C))

REPORT ON CORPORATE GOVERNANCE

The findings from the reviews and checks on the adequacy of the internal control and risk management are rated and reported to the Audit Committee. In particular, high risk matters are highlighted to the Audit Committee and the Management to ensure that proper follow-up actions are undertaken to ensure proper internal control and risk management.

(D) SHAREHOLDER RIGHTS AND ENGAGEMENT AND MANAGING STAKEHOLDERS RELATIONSHIPS

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.

The Shareholders are treated fairly and equitably to facilitate the exercise of their ownership rights. Written policies and procedures are implemented to ensure that there is adequate disclosure of development in the Group in accordance with the Catalist Rules.

The Board supports the Code's principle to encourage shareholder participation at the general meetings. Any notice of a general meeting of Shareholders is issued at least 14 clear days before the scheduled date of such meeting, and Shareholders are informed of the rules governing general meetings. The Board regards the Annual General Meeting as an opportunity to communicate directly with the Shareholders and encourages attendance and participative dialogue during the Annual General Meeting. The notice of the Annual General Meeting is dispatched to the Shareholders with the Annual Report (together with explanatory notes or a circular/letter to shareholders on items of special business, if applicable) at least 14 clear days before the Annual General Meeting if only ordinary resolutions are to be tabled at the meeting or at least 21 clear days before the meeting if any special resolutions are to be tabled at the meeting.

Provision 11.1 of the Code: Company to provide shareholders with the opportunity to participate effectively in and vote at general meetings and inform them of the rules governing general meetings

The Board notes that there should be separate resolutions at general meetings on each substantially separate issue and supports the Code's principle regarding "bundling" of resolutions. In the event that there are resolutions which are interlinked, the Board will explain the reasons and material implications.

Provision 11.2 of the Code: Company should avoid "bundling" resolutions

The Directors, Senior Management and the Company Secretary will be available to answer questions from the Shareholders present. The Chairmen of the Audit Committee, Remuneration Committee and Nominating Committee are normally available at the Annual General Meeting as well to answer questions relating to the work of the Board Committees. The External Auditors are also invited to attend the Annual General Meeting and will assist the Directors in addressing relevant queries by the Shareholders relating to the conduct of the audit and the preparation and content of the External Auditors' report. All Directors attended the last Annual General Meeting held on 30 July 2019.

Provision 11.3 of the Code: All directors and external auditors to be present at AGM

REPORT ON CORPORATE GOVERNANCE

The Company's Constitution allows a Shareholder to appoint one (1) or two (2) proxies to attend general meetings and vote in place of that Shareholder. A member of the Company who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at general meetings, but such proxies must be appointed to exercise the rights attached to a specified number of shares. The term "relevant intermediary" for this purpose is defined under the Companies Act and includes the Central Provident Fund Board as well as banks and capital market services licence holders which provide custodial services. Allowing multiple proxies for such members will facilitate indirect investors attending and voting at shareholder meetings and encourages more active shareholder participation. The Board is of the view that voting in absentia can only be possible if there is absolute certainty that integrity of the information and authentication of the identity of such Shareholder are not compromised.

Provision 11.4 of the Code: Company's Constitution allows for absentia voting at general meetings

The Company also encourages all the Shareholders to attend the Annual General Meeting to grasp a better understanding of the Group's business and be informed of the strategic goals and objectives. The Board and Management are committed to an open dialogue with the Shareholders at the Annual General Meeting to address the Shareholders' issues, views and concerns.

The Company Secretary and/or representatives from the Company Secretary's office prepares the minutes of general meetings that include substantial and relevant comments or queries from Shareholders relating to the agenda of the meeting, and responses from the Board and Management. The minutes of such meetings are then circulated to the Board for approval. Thereafter, the Company publishes the minutes on its corporate website as soon as practicable.

Provision 11.5 of the Code: Minutes to be available to shareholders

In compliance with Rule 730A(2) of the Catalist Rules, resolutions tabled at general meetings of Shareholders will be put to vote by poll, via electronic polling, the procedures of which will be explained by the appointed scrutineer(s) at the general meetings of Shareholders. The results of the Annual General Meeting will be released as an announcement via SGXNET.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate. The Board is not recommending any dividends for FY2020 due to the financial position of the Company and the Company's commitment to reduce borrowings pursuant to the debt restructuring exercise.

Provision 11.6 of the Code: Company to have a dividend policy and communicate it to shareholders

One of the Board's principal duties is to protect and enhance the long-term value and returns to the Shareholders. This accountability to the Shareholders is demonstrated through the presentation of its periodic financial statements as well as the timely announcements and press releases of significant corporate developments and activities so that the Shareholders can have a detailed explanation and balanced assessment of the Group's financial position and prospects.

REPORT ON CORPORATE GOVERNANCE

For further accountability, the announcements containing the quarterly interim financial statements in the course of FY2020 were signed jointly by the Executive Chairman and Chief Executive Officer, Toh Choo Huat and the Lead Independent Director, Ling Chung Yee for and on behalf of the Board, to confirm that it is to the best of the Board's knowledge, nothing has come to the attention of the Board which may render the unaudited interim financial results contained in the announcement to be false or misleading in any material aspects. The Directors' Statement to the audited financial statements of the Company is also signed by the Executive Chairman and Chief Executive Officer, Toh Choo Huat and the Lead Independent Director, Ling Chung Yee.

The Company also completes and submits compliance checklists to its Sponsor (if applicable and when required) to ensure that all announcements, circulars or letters to our Shareholders comply with the disclosure requirements set out in the Catalist Rules. For its annual reports, the Company also reviews the documents against the Governance and Transparency Index launched by The Business Times and the Singapore Corporate Governance & Financial Reporting Centre.

Engagement with Shareholders and Stakeholders

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.

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

The Company endeavours to maintain constant and effective communication with Shareholders through timely and comprehensive announcements. Price-sensitive information is released to all parties such as Shareholders, stakeholders and the public simultaneously to ensure a level playing field. Any material information or respective quarterly, half-yearly and full year results (all issued within the mandatory period) is disseminated through SGXNET.

Provision 12.1 of the Code: Company provides avenues for communication between the Board and all shareholders, and discloses the steps taken to solicit and understand the views of shareholders.

The Company communicates regularly through the following channels:

- (i) the SGXNET;
- (ii) news and press releases; and
- (iii) the annual report.

The Group's material development and information shall also be disclosed in:

- (i) the Company's announcement of periodic financial results on the SGXNET;
- (ii) notices of and explanatory memoranda for Annual General Meetings and Extraordinary General Meetings;
- (iii) press releases for the Group's quarterly and full-year results as well as other briefings, as appropriate;

REPORT ON CORPORATE GOVERNANCE

- (iv) press releases on major developments and corporate affairs of the Group (which the Company also releases as announcements via SGXNET and any supporting materials to these press releases such as PowerPoint slides are also attached to these announcements); and
- (v) circulars or letters to shareholders to provide the Shareholders with more information on its major transactions.

In addition to the above, Shareholders and other stakeholders can access the Company's corporate website (<http://www.leychoon.com>) at their convenience to receive updates. The Company's corporate website also provides information about the Company, its products and its directors. In the investor relations section of the corporate website, the Company maintains announcements released on SGXNET, including its latest financial results and annual reports.

Provision 13.3 of the Code: Company maintains a current corporate website to communicate and engage with stakeholders

The Company has adopted an investor relations policy, which describes the principles and practices that the Company applies in order to provide current and prospective investors with information necessary to make well-informed investment decisions and to ensure a level playing field, and sets out the mechanism through which Shareholders may contact the Company with questions and through which the Company may respond to such questions. The Company also considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to Shareholders.

Provisions 12.2 and 12.3 of the Code: Company has in place an investor relations policy

The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2020 can be found on page 17 of this Annual Report in the Sustainability Report.

Provisions 13.1 and 13.2 of the Code: Management of stakeholder relationships

(E) DEALING IN SECURITIES

The Group has adopted and implemented the best practices guidelines advised by SGX-ST in relation to the dealing of shares of the Company through an internal compliance code to provide guidance to its officers with regard to dealing by the Company and its officers in its securities. The Group has in place procedures prohibiting the Directors and employees of the Group from dealing in the Company's shares during the periods commencing two (2) weeks before the Company's quarterly or half-year results until after the announcement and one (1) month prior to the announcement of the Group's full year financial results and ending on the date of the announcement of the results, or if they are in possession of unpublished material price-sensitive information of the Group.

The Directors and employees are also expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. In addition, the Directors and employees are expected not to deal in the Company's securities on short term considerations.

The Board confirms that as at the date of this Annual Report, the Company has complied with Rule 1204(19) of the Catalist Rules.

REPORT ON CORPORATE GOVERNANCE

(F) INTERESTED PERSON TRANSACTIONS

To ensure compliance with the relevant rules under Chapter 9 of the Catalist Rules on interested person transactions, the Board and Audit Committee regularly reviews if the Company enters into any interested person transaction and if it does, to ensure that the Company complies with the requisite rules under Chapter 9.

As set out in the Company's circular to the Shareholders dated 25 July 2012 (the "**Circular**"), the Company has implemented, *inter alia*, the following procedures to ensure that all Interested/Related Person Transactions are undertaken on normal commercial terms:

- (a) in the case of a purchase from or procurement of services from an Interested Person or a Related Person, the Group shall require that quotations be obtained from such Interested Person or Related Person and at least two (2) other quotations from unrelated third parties; and
- (b) in the case of a sale to or provision of services to an Interested Person or a Related Person, comparison will be made with reference to (i) at least two (2) latest similar transactions between the Group and unrelated third parties or (ii) if relevant market rates from independent sources are available, such market rates.

If the Company does enter into an Interested/Related Party Transaction, and a potential conflict of interest arises, the Director concerned will abstain from any discussions and decisions involving the issues of conflict and will also refrain from exercising any influence over other members of the Board. In addition, the Audit Committee will carry out quarterly reviews to ensure that the established guidelines and procedures for Interested/Related Party Transaction have been complied with and the relevant approvals are obtained.

*Provision 1.1 of the Code:
Directors facing conflicts of
interest*

No interested person transactions were entered into during FY2020.

(G) MATERIAL CONTRACTS

Save as disclosed under "Material Contracts" in the announcements made on SGXNET, in the audited financial statements of this Annual Report and the service agreements entered into between the Company and the Executive Director, there were no material contracts of the Company or its subsidiaries involving the interests of the Executive Chairman, Chief Executive Officer, any Director or Controlling Shareholder subsisting at the end of FY2020, or if not then subsisting, entered into since the end of the previous financial period.

(H) NON-SPONSOR FEES

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The current Continuing Sponsor of the Company is RHT Capital Pte. Ltd. ("**RHT Capital**"). RHT Capital was appointed as the Company's Continuing Sponsor with effect from 22 February 2017. No non-sponsor fees were paid to RHT Capital by the Company for FY2020.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Ling Chung Yee and Mr Chia Soon Hin William are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 27 November 2020 ("AGM") (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to Rule 720(5) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below:

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
Date of Appointment	28 September 2015	28 September 2015
Date of last re-appointment	30 July 2018	30 July 2018
Age	43	68
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, work experience and suitability of Mr Ling Chung Yee for re-appointment as an Independent Director of the Company. The Board has reviewed and concluded that Mr Ling Chung Yee possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, work experience and suitability of Mr Chia Soon Hin William for re-appointment as an Independent Director of the Company. The Board has reviewed and concluded that Mr Chia Soon Hin William possesses 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	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Director, Chairman of the Audit Committee and member of the Remuneration Committee and Nominating Committee	Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
Professional qualifications and working experience and occupation(s) during the past 10 years	<p>Mr Ling Chung Yee has been a Managing Director at RL Capital Management since 2011.</p> <p>Prof. Ling has been an Adjunct Professor in Finance at the SKEMA Business School since 2018 and an Academic Program Director at SMU Academy since 2019.</p> <p>Prior to RL Capital Management, Prof. Ling spent more than 20 years in investment banking and held senior positions with JPMorgan, Lehman Brothers, Goldman Sachs and Salomon Smith Barney.</p> <p>Prof. Ling graduated from INSEAD with a Global EMBA and from the National University of Singapore with a Bachelors degree in Business Administration.</p>	<p>Mr Chia Soon Hin William provides training for financial institutions and business advisory to corporations through his company, Xie Capital Pte Ltd and has more than 35 years of retail and commercial banking experience with Overseas Union Bank, Standard Chartered Finance, DBS Bank, Malayan Banking Berhad and United Overseas Bank. Prior to his retirement in October 2014 from United Overseas Bank, he was Executive Director with the bank's Group Commercial Banking.</p> <p>Mr Chia is a Chartered Secretary and Associate of the Governance Institute of Australia, Fellow with the Chartered Institute of Marketing (UK) and Associate with the Chartered Institute of Bankers UK. He was conferred IBF Fellow by the Institute of Banking and Finance Singapore in November 2014.</p>
Shareholding interest in the listed issuer and its subsidiaries	No	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
<p>Other Principal Commitments* Including Directorships#</p> <p>* "Principal Commitments" has the same meaning as defined in the Code.</p> <p># These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)</p>	<p>Past (for the last 5 years):</p> <p>Director of Sino Grandness Food Industry Group Ltd</p> <p>Director of Ace Achieve Infocom Ltd</p> <p>Director of Pine Capital Group Ltd</p> <p>Directors of Advance Capital Partners Asset Management Pte Ltd</p> <p>Director of BSDCN Pte Ltd</p> <p>Director of TAP Private Equity Pte Ltd</p> <p>Director of TAP Venture Fund 1 Pte Ltd</p> <p>Director of Arion Entertainment Singapore Ltd</p> <p>Director of Chaswood Resources Holdings Ltd</p> <p>Director of China Flexible Packaging Holdings Ltd</p> <p>Director of ChinaSing Investment Holdings Ltd</p> <p>Present:</p> <p>Director of Derong Real Estate Holdings Pte Ltd</p> <p>Director of Dynamic Real Estate Holdings Pte Ltd</p> <p>Director of Amplefield Ltd</p> <p>Director of Debao Property Development Ltd</p> <p>Director of United Food Holdings Ltd</p> <p>Director of Vingroup JSC</p>	<p>Past (for the last 5 years):</p> <p>Director of MBZ International Exchange Pte Ltd</p> <p>Director of Sincap Group Limited</p> <p>Present:</p> <p>Director of Asiatic Group (Holdings) Ltd</p> <p>Managing Director of Mitsuba Japanese Restaurant Pte Ltd</p> <p>Director of Xie Capital Pte Ltd</p>
<p>(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?</p>	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
<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,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	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	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LING CHUNG YEE	MR CHIA SOON HIN WILLIAM
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>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.	N.A.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

The directors submit this annual report to the members together with the audited consolidated financial statements of the Group and statement of financial position of the Company for the financial year ended 31 March 2020.

In the opinion of the directors:

- (a) the accompanying statements of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows, together with the notes thereon, are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2020 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, as disclosed in Note 2(a) to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

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

Names of directors

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

Toh Choo Huat (Executive Chairman and Chief Executive Officer)
 Ling Chung Yee (Independent Director)
 Chia Soon Hin William (Independent Director)
 Chua Hock Thak (Independent Director)
 Teo Ho Beng (Non-Executive Director)

Directors' interest in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Companies Act, Chapter 50, none of the directors who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations except as follows:

	Holdings registered in the name of director		Holdings in which director is deemed to have an interest	
	As at 1.4.2019	As at 31.3.2020 and 21.4.2020*	As at 1.4.2019	As at 31.3.2020 and 21.4.2020*
The Company - <u>Ley Choon Group Holdings Limited</u>				
Toh Choo Huat	794,000	794,000	585,959,000	588,319,000
			<u>Number of ordinary shares</u>	
Holding company - <u>Zheng Choon Holding Pte Ltd</u>				
Toh Choo Huat	272	272	-	-
			<u>Number of ordinary shares</u>	

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

Toh Choo Huat, by virtue of the provisions of Section 7 of the Companies Act, Chapter 50, is deemed to have an interest in all shares of the subsidiaries of the Company.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

Share options

No options were granted during the financial year to take up issued shares of the Company or its subsidiaries.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

Performance Share Plan

The Ley Choon Performance Share Plan 2018 was approved by the Shareholders at the Annual General Meeting held on 30 July 2018.

The objectives of the Ley Choon Performance Share Plan 2018 are as follows:

- (a) to give the Company the option and flexibility to pay eligible employees' bonuses in the form of cash, shares or a combination of cash and shares, resulting in a better and more flexible salary and cash-flow management for the Company;
- (b) to give the Company the flexibility to impose specific or medium-term performance targets or to impose time-based service conditions, or a combination of both, as a means to reward and steer its executives to better performance and to retain employees with suitable skill sets and talents to drive the growth of the Group;
- (c) to incentivise participants of the Ley Choon Performance Share Plan 2018 to excel in their performance and encourage greater dedication and loyalty to the Company;
- (d) to recognise and reward past contributions and services and motivate participants of the Ley Choon Performance Share Plan 2018 to continue to strive for the Company's long-term prosperity;
- (e) to further strengthen and enhance the Company's competitiveness in attracting and retaining employees with suitable talents; and
- (f) to foster an ownership culture within the Company and align the interests of participants of the Ley Choon Performance Share Plan 2018 with the interests of the Shareholders.

The Ley Choon Performance Share Plan 2018 shall continue to be in force at the discretion of the Remuneration Committee, subject to a maximum period of ten (10) years from the date on which the Ley Choon Performance Share Plan 2018 is adopted by Shareholders, provided always that the Ley Choon Performance Share Plan 2018 may continue beyond the above stipulated period with the approval of the Company's Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

No performance shares have been allotted and issued to any employees or Directors of the Company since the Ley Choon Performance Share Plan 2018's commencement.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

Audit Committee

The Audit Committee at the date of this statement comprises the following members:

Ling Chung Yee (Chairman)
Chia Soon Hin William
Chua Hock Thak
Teo Ho Beng

The Audit Committee performs the functions set out in Section 201B(5) of the Companies Act, Chapter 50, the Listing Manual – Section B: Rules of Catalist (the “Catalist Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the Code of Corporate Governance. In performing those functions, the Audit Committee performed the following:

- (i) reviewed the overall scope of both the internal and external audits and the assistance given by the Company’s officers to the auditors. It also met with the Company’s internal auditor to discuss the results of their examination and evaluation of the Group’s system of internal accounting controls;
- (ii) reviewed the audit plan of the Company’s external auditor and any recommendations on the Group’s internal accounting controls arising from the statutory audit;
- (iii) reviewed the quarterly financial information, the statement of financial position of the Company as at 31 March 2020 and the consolidated financial statements of the Group for the financial year ended 31 March 2020, as well as the auditor’s report thereon;
- (iv) reviewed and discussed with management and the external auditor the key audit matters communicated in the auditor’s report;
- (v) reviewed the effectiveness of the Company’s material internal controls, including financial, operational and compliance controls and information technology controls and risk management systems via reviews carried out by the internal auditor;
- (vi) 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 Audit Committee;
- (vii) 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;
- (viii) reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- (ix) reviewed the nature and extent of non-audit services provided by the external auditor;
- (x) 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;
- (xi) reported actions and minutes of the Audit Committee to the Board of Directors with such recommendations as the Audit Committee considered appropriate; and
- (xii) reviewed interested person transactions (as defined in Chapter 9 of the Catalist Rules).

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

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

Audit Committee (Continued)

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

Full details regarding the Audit Committee are provided in the Report on Corporate Governance.

In appointing our auditors for the Company and its subsidiaries, we have complied with Rules 712 and 715 of the Catalist Rules.

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Directors

.....
TOH CHOO HUAT

.....
LING CHUNG YEE

Dated: 3 November 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LEY CHOON GROUP HOLDINGS LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Ley Choon Group Holdings Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2020, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) to the financial statements. The Group incurred a net loss and total comprehensive loss of S\$4,592,000 and S\$4,600,000, respectively, for the financial year ended 31 March 2020. In addition, the Group and the Company had net current liabilities of S\$18,714,000 and S\$9,815,000, respectively, as at 31 March 2020.

As disclosed in Note 16 to the financial statements, the Group did not meet the financial covenants in respect of its restructured borrowings for the relevant periods ended 30 June 2019 and 31 December 2019. These borrowings amounted to S\$54,458,000 as at 31 March 2020. The Group had obtained from the relevant lenders waivers of compliance with the financial covenants relating to 30 June 2019 and 31 December 2019 before the end of the reporting period. The Group had also obtained waivers of compliance with the financial covenants relating to 30 June 2020 and 31 December 2020 from the relevant lenders before the date of authorisation of the financial statements. The appropriateness of the use of the going concern assumption in the financial statements is dependent on the factors disclosed in Note 2(a).

These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's and the Company's ability to continue as going concern.

If the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements.

Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LEY CHOON GROUP HOLDINGS LIMITED

Key Audit Matters

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

Key audit matter

Our responses and work performed

Revenue recognition over time (Refer to Note 2(b), 2(e) and 20 to the financial statements)

For the long-term projects where the Group satisfies its performance obligations over time, the Group has determined that a cost-based input method provides a faithful depiction of the Group's performance in transferring control to the customers, as it reflects the Group's efforts incurred to date relative to the total inputs expected to be incurred on the projects. The measure of progress is based on the costs incurred to date as a proportion of total costs expected to be incurred up to the completion of the projects.

The level of total expected costs to be incurred on each contract is estimated by the Group and includes certain judgements as contracts may run over a number of accounting periods and include variations in contract work, claims and incentive payments, and forecasts in relation to future costs including labour and materials which are not yet contractually agreed. The nature of these judgements increases the risk of them being susceptible to management override.

Our audit procedures included testing the Group's internal controls over revenue. We assessed whether the revenue recognition policies adopted complied with SFRS(I) 15 as detailed in Note 2(e) to the financial statements. We inspected the terms of significant sales contracts to assess whether they were consistent with the detailed calculations being considered. We agreed amounts recognised to contract sums and variation orders. Our testing also included evaluating customer acceptance of the work done. When assessing the stage of completion on contracts, we agreed amounts recognised to documentary evidence on a sample basis. This included the agreement of actual costs incurred to invoices and other supporting documents, and the assessment of any judgements applied in the projection of total contract costs through consideration of the Group's historical experience of costs on similar contracts. Our audit procedures also included reviewing for variation orders and enquiring of key personnel regarding adjustments for job costing and expected losses from onerous contracts. We also considered the adequacy of disclosures in the financial statements, including management's sensitivity analysis to assess the impact from reasonably possible changes to estimates of expected costs of uncompleted contracts and revenue.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LEY CHOON GROUP HOLDINGS LIMITED

Key Audit Matters (Continued)

Key audit matter

Impairment testing of non-financial assets (the Group's property, plant and equipment and right-of-use assets, and the Company's investments in subsidiaries) (Refer to Note 2(b), 2(e), 3, 4 and 6 to the financial statements)

In view of the significant losses incurred by the Group for the current financial year, management has assessed that there are indications of impairment of the property, plant and equipment and right-of-use assets, of the Group and the investments in subsidiaries of the Company. Accordingly, these assets are tested for impairment.

The impairment testing of the Group's property, plant and equipment and right-of-use assets, and the Company's investments in subsidiaries is considered to be a significant risk area due to the judgemental nature of key assumptions and the significance of the carrying amounts of these assets in the statements of financial position of the Group and the Company.

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of value in use and fair value less costs of disposal.

Fair value less costs of disposal encompasses estimating the expected selling prices of the underlying assets by identifying the comparable assets and determining the current market selling/purchase prices of these assets, and the estimated cash outflows to settle the obligations in respect of the underlying liabilities. Input inaccuracies or inappropriate bases used to determine the level of impairment, including the comparable assets used in the fair value measurements, could result in material misstatement in the financial statements.

The valuation techniques and inputs to the impairment tests based on fair value less costs of disposal are disclosed in Notes 3 and 6 to the financial statements.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above 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.

Our responses and work performed

Our procedures in relation to management's testing of impairment and determination of the recoverable amount of the Group's property, plant and equipment and right-of-use asset, and the Company's investments in subsidiaries based on fair value less costs of disposal included:

- * Assessing the methodologies and appropriateness of the key assumptions used by the management's experts;
- * Understanding and reviewing the assumptions in the input data from management and the management's experts through discussions, comparisons to industry peers and independent external data sources and where available to agreement with supporting documentation and historical trends; and
- * Evaluating the competence, capabilities and objectivity of the management's experts.

We involved auditor's expert to assist us in the above. We evaluated the competence, capabilities and objectivity of the auditor's expert, and the adequacy of the work performed by the experts.

We also considered the adequacy of disclosures in the financial statements, describing the methodologies used, degree of subjectivity and key assumptions used in the estimates.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LEY CHOON GROUP HOLDINGS LIMITED

Responsibilities of Management and Directors for the Financial Statements

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LEY CHOON GROUP HOLDINGS LIMITED

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

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

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

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary companies incorporated in Singapore of which we are the auditor 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 Chin Sin Beng.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants
Singapore

3 November 2020

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2020

	Note	The Group		The Company	
		2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	3	31,394	46,981	–	–
Right-of-use assets	4	8,314	–	–	–
Land use rights	5	–	2,930	–	–
Subsidiaries	6	–	–	38,407	78,734
Club membership		229	229	–	–
		<u>39,937</u>	<u>50,140</u>	<u>38,407</u>	<u>78,734</u>
Current Assets					
Inventories	7	6,801	6,882	–	–
Contract assets	8	33,070	35,147	–	–
Trade and other receivables	9	16,211	15,836	90	4,118
Prepayments		2,880	3,669	57	15
Other investments	10	39	49	–	–
Cash and bank balances	11	2,834	3,568	1	5
Fixed deposits	11	161	1,601	–	–
		<u>61,996</u>	<u>66,752</u>	<u>148</u>	<u>4,138</u>
Assets of disposal group classified as held-for-sale	12	10,866	–	8,000	–
		<u>72,862</u>	<u>66,752</u>	<u>8,148</u>	<u>4,138</u>
Total assets		<u>112,799</u>	<u>116,892</u>	<u>46,555</u>	<u>82,872</u>
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	13	79,807	79,807	146,026	146,026
Accumulated losses		(61,954)	(57,214)	(146,451)	(112,348)
Other reserves	14	599	607	29,017	(884)
Total equity		<u>18,452</u>	<u>23,200</u>	<u>28,592</u>	<u>32,794</u>
Non-Current Liabilities					
Deferred tax liabilities	15	31	35	–	–
Borrowings	16	–	50,579	–	15,731
Lease liabilities	17	2,740	–	–	–
		<u>2,771</u>	<u>50,614</u>	<u>–</u>	<u>15,731</u>
Current Liabilities					
Borrowings	16	54,458	7,469	15,851	–
Lease liabilities	17	2,574	–	–	–
Trade and other payables	18	28,108	33,083	2,112	34,347
Provisions	19	1,799	2,441	–	–
Current tax payable		54	85	–	–
		<u>86,993</u>	<u>43,078</u>	<u>17,963</u>	<u>34,347</u>
Liabilities directly associated with disposal group classified as held-for-sale	12	4,583	–	–	–
		<u>91,576</u>	<u>43,078</u>	<u>17,963</u>	<u>34,347</u>
Total liabilities		<u>94,347</u>	<u>93,692</u>	<u>17,963</u>	<u>50,078</u>
Total equity and liabilities		<u>112,799</u>	<u>116,892</u>	<u>46,555</u>	<u>82,872</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

		2020 S\$'000	2019 S\$'000
Continuing operations			
Revenue	20	94,448	102,442
Cost of sales		<u>(87,318)</u>	<u>(97,428)</u>
Gross profit		7,130	5,014
Other income	21	2,158	2,571
Selling and distribution expenses		(133)	(153)
Administrative expenses		(9,937)	(11,090)
Impairment on trade receivables reversed/(made), net	9	136	(462)
Other operating expenses	22	(850)	(1,091)
Finance costs	23	<u>(3,314)</u>	<u>(2,932)</u>
Loss from continuing operations, before taxation		(4,810)	(8,143)
Taxation	24	<u>(20)</u>	<u>(482)</u>
Loss from continuing operations, after taxation		<u>(4,830)</u>	<u>(8,625)</u>
Discontinued operation			
Profit/(Loss) from discontinued operation, net of tax	12	238	(980)
Loss for the year	25	<u>(4,592)</u>	<u>(9,605)</u>
Other comprehensive income after tax:			
Items that may be reclassified subsequently to profit or loss			
Currency translation differences		35	(469)
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post-employment benefit obligations		<u>(43)</u>	<u>-</u>
Other comprehensive loss for the year, net of tax of nil		<u>(8)</u>	<u>(469)</u>
Total comprehensive loss for the year attributable to owners of the Company		<u>(4,600)</u>	<u>(10,074)</u>
Loss attributable to owners of the Company			
- Loss from continuing operations, net of tax		(4,830)	(8,625)
- Profit/(Loss) from discontinued operation, net of tax		238	(980)
Loss for the year		<u>(4,592)</u>	<u>(9,605)</u>
Total comprehensive loss attributable to owners of the Company			
- Loss from continuing operations, net of tax		(4,838)	(9,094)
- Profit/(Loss) from discontinued operation, net of tax		238	(980)
Total comprehensive loss for the year		<u>(4,600)</u>	<u>(10,074)</u>
(Loss)/Earnings per share attributable to owners of the Company (Singapore cent)			
From continuing and discontinued operations			
- basic and diluted	26	<u>(0.39)</u>	<u>(0.81)</u>
From continuing operations			
- basic and diluted	26	<u>(0.41)</u>	<u>(0.73)</u>
From discontinued operation			
- basic and diluted	26	<u>0.02</u>	<u>(0.08)</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

	Share capital S\$'000	Accumulated losses S\$'000	Foreign currency translation reserve S\$'000	Reserve of disposal group classified as held-for-sale S\$'000	Other reserve S\$'000	Equity component of convertible bonds S\$'000	Total equity S\$'000
Balance at 1 April 2018	79,807	(47,609)	833	-	-	243	33,274
Loss for the year	-	(9,605)	-	-	-	-	(9,605)
Other comprehensive loss for the year							
- Currency translation differences	-	-	(469)	-	-	-	(469)
Total comprehensive loss for the year	-	(9,605)	(469)	-	-	-	(10,074)
Balance at 31 March 2019	79,807	(57,214)	364	-	-	243	23,200
Balance at 1 April 2019	79,807	(57,214)	364	-	-	243	23,200
Adjustment on initial application of SFRS(I) 16 (Note 2(c))	-	(148)	-	-	-	-	(148)
Adjusted balance at 1 April 2019	79,807	(57,362)	364	-	-	243	23,052
Loss for the year	-	(4,592)	-	-	-	-	(4,592)
Other comprehensive income/ (loss) for the year							
- Currency translation differences	-	-	35	-	-	-	35
- Remeasurement of post-employment benefit obligations	-	-	-	-	(43)	-	(43)
Total comprehensive (loss)/ income for the year	-	(4,592)	35	-	(43)	-	(4,600)
Reclassification of currency translation reserve related to disposal group classified as held-for-sale	-	-	173	(173)	-	-	-
Balance at 31 March 2020	79,807	(61,954)	572	(173)	(43)	243	18,452

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

	Note	2020 S\$'000	2019 S\$'000
Cash Flows from Operating Activities			
Profit/(Loss) before taxation			
- Continuing operations		(4,810)	(8,143)
- Discontinued operation	12	238	(988)
Loss before taxation		(4,572)	(9,131)
Adjustments for:			
Amortisation of land use rights	5	-	69
Depreciation of property, plant and equipment	3	7,550	8,645
Depreciation of right-of-use assets	4	1,987	-
Dividend income from other investments	21	(1)	(1)
Fair value loss on other investments	10	10	9
(Gain)/Loss on disposal of property, plant and equipment	21/22	(40)	171
Impairment losses on property, plant and equipment	3	211	121
Impairment losses on right-of-use assets	4	291	-
Impairment on trade receivables (reversed)/made, net			
- Continuing operations	9	(136)	462
- Discontinued operation	9	(236)	396
Interest expense	23	3,367	3,040
Interest income	21	(58)	(32)
Provision for fines and penalty reversed, net		(642)	-
Provision for onerous contracts made, net	25	-	107
Write-down on inventories	25	122	-
Operating profit before working capital changes		7,853	3,856
Changes in inventories		(50)	5,918
Changes in contract assets		1,960	(8,279)
Changes in trade and other receivables		(1,227)	(1,272)
Changes in prepayments		348	(66)
Changes in trade and other payables		164	2,141
Cash generated from operations		9,048	2,298
Income taxes (paid)/refunded		(52)	164
Net cash generated from operating activities		8,996	2,462
Cash Flows from Investing Activities			
Dividends received from other investments		1	1
Interest received		58	32
Proceeds from disposal of property, plant and equipment		172	336
Purchase of property, plant and equipment and right-of-use assets	A	(1,761)	(651)
Net cash used in investing activities		(1,530)	(282)
Cash Flows from Financing Activities			
Fixed deposits pledged with banks		1,440	936
Interest paid		(3,035)	(2,597)
Proceeds from bank loan		-	1,240
Repayment of lease liabilities		(3,130)	-
Repayment of finance lease obligations		-	(794)
Repayment of loans from financial institutions		(2,830)	(2,029)
Net cash used in financing activities		(7,555)	(3,244)
Net decrease in cash and cash equivalents		(89)	(1,064)
Cash and cash equivalents at beginning of year		3,568	4,665
Exchange differences on translation of cash and cash equivalents at beginning of year		(9)	(33)
Cash and cash equivalents at end of year	11	3,470	3,568

Note A: In 2020, the Group made cash payments of S\$1,293,000 and S\$468,000 to acquire property, plant and equipment and right-of-use assets, respectively. There were non-cash additions to right-of-use assets and lease liabilities of S\$2,862,000. In 2019, the Group purchased plant and equipment with an aggregate cost of S\$796,000, of which S\$145,000 was acquired by means of finance lease. Cash payment of S\$651,000 was used to purchase plant and equipment.

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

RECONCILIATION OF MOVEMENTS OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES

	Obligations under finance leases (Note 16) S\$'000	Loans from financial institutions (Note 16) S\$'000	Convertible bonds (Note 16) S\$'000	Interest payable (Note 18) S\$'000	Total S\$'000
Balance at 1 April 2018	1,520	42,245	15,614	652	60,031
Changes from financing cash flows					
- Interest paid	(41)	(1,833)	(723)	-	(2,597)
- Proceeds from bank loan	-	1,240	-	-	1,240
- Repayment of finance lease obligations	(794)	-	-	-	(794)
- Repayment of loans from financial institutions	-	(2,029)	-	-	(2,029)
Total changes from financing cash flows	(835)	(2,622)	(723)	-	(4,180)
Effect of changes in foreign exchange rates	-	(43)	-	-	(43)
Other changes					
- Interest expense	41	1,866	772	361	3,040
- New finance lease liabilities	145	-	-	-	145
- Others	-	-	68	-	68
Total liability-related other changes	186	1,866	840	361	3,253
Balance at 31 March 2019	871	41,446	15,731	1,013	59,061

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

RECONCILIATION OF MOVEMENTS OF LIABILITIES TO CASH FLOWS ARISING FROM FINANCING ACTIVITIES (CONTINUED)

	Obligations under finance leases (Note 16) S\$'000	Lease liabilities (Note 17) S\$'000	Loans from financial institutions (Note 16) S\$'000	Convertible bonds (Note 16) S\$'000	Interest payable (Note 18) S\$'000	Total S\$'000
Balance at 1 April 2019	871	–	41,446	15,731	1,013	59,061
Adjustment on initial application of SFRS(I) 16 (Note 2(c))	(871)	5,611	–	–	–	4,740
Adjusted balance at 1 April 2019	–	5,611	41,446	15,731	1,013	63,801
Changes from financing cash flows						
– Interest paid	–	(300)	(1,948)	(787)	–	(3,035)
– Repayment of lease liabilities	–	(3,130)	–	–	–	(3,130)
– Repayment of loans from financial institutions	–	–	(2,830)	–	–	(2,830)
Total changes from financing cash flows	–	(3,430)	(4,778)	(787)	–	(8,995)
Effect of changes in foreign exchange rates	–	11	–	–	–	11
Other changes						
– Effect of changes in market rental rates	–	(40)	–	–	–	(40)
– Interest expense	–	300	1,939	840	288	3,367
– New leases	–	2,862	–	–	–	2,862
– Others	–	–	–	67	–	67
Total liability-related other changes	–	3,122	1,939	907	288	6,256
Transfer to disposal group classified as held-for-sale	–	–	–	–	(83)	(83)
Balance at 31 March 2020	–	5,314	38,607	15,851	1,218	60,990

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

1 GENERAL INFORMATION

The financial statements of Ley Choon Group Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 March 2020 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

The Company is incorporated as a limited liability company and is domiciled in Singapore.

The Company was listed on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and principal place of business of the Company is located at No. 3 Sungei Kadut Drive, Singapore 729556.

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiaries are disclosed in Note 6 to the financial statements.

The immediate and ultimate holding company is Zheng Choon Holding Pte Ltd, a company incorporated in Singapore.

2(A) GOING CONCERN

For the financial year ended 31 March 2020, the Group incurred a net loss of S\$4,592,000 (2019: S\$9,605,000). In addition, as at 31 March 2020, the Group and the Company had net current liabilities of S\$18,714,000 (2019: net current assets of S\$23,674,000) and S\$9,815,000 (2019: S\$30,209,000), respectively. Notwithstanding this, the directors are of the view that the going concern assumption is appropriate for the preparation of the financial statements, due to the following:

- (i) For the financial year ended 31 March 2020, the Group continues to generate net operating cash inflows of S\$8,996,000 (2019: S\$2,462,000). Having regard to measures to tighten controls over expenses and to better manage the Group's working capital, the directors believe that the Group is able to continue to generate sufficient cash flows from operations.
- (ii) As at 31 March 2020, the Group and the Company had net assets of S\$18,452,000 (2019: S\$23,200,000) and S\$28,592,000 (2019: S\$32,794,000), respectively, which include cash and bank balances and fixed deposits amounting to S\$2,995,000 (2019: S\$5,169,000) for the Group.
- (iii) As disclosed in Note 16 to the financial statements, the Group did not meet the financial covenants in respect of its restructured borrowings for the relevant period ended 30 June 2019 and 31 December 2019. Nonetheless, the Group had obtained waivers of compliance with those financial covenants from the relevant lenders before the end of the financial year. The Group had also obtained waivers of compliance with the financial covenants relating to 30 June 2020 and 31 December 2020 from the relevant lenders before the date of authorisation of the financial statements.
- (iv) The Group is currently in discussions with the lenders on certain amendments to the terms, including the financial covenants and extension of repayment period from 31 March 2021 to 31 March 2024, in the debt restructuring agreement.
- (v) At the end of the reporting period, the Group's unfulfilled order book based on secured contracts stood at S\$131.7 million. In addition to that, as disclosed in Note 34 to the financial statements, subsequent to the end of the financial year, the Group has been awarded various contracts worth approximately S\$86.11 million in total. In the press release dated 17 September 2020, Building and Construction Authority announced that it projects the total construction demand this year to range between S\$18 billion and S\$23 billion. The projection is mainly based on the sustained public sector construction demand, which is expected to reach between S\$11 billion and S\$14 billion and contribute to about 60% of the projected demand for this year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(A) GOING CONCERN (CONTINUED)

Based on the above, the directors believe that the Group and Company have sufficient working capital and financial resources to enable them to meet their liabilities as and when they fall due and continue as going concern for 12 months from the end of the reporting period.

The financial statements do not include any adjustments relating to the recoverability and classification of reported asset amounts or the amounts and classification of liabilities that would be required if the going concern basis is found to be inappropriate.

2(B) BASIS OF PREPARATION

The financial statements are prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") promulgated by the Accounting Standards Council ("ASC"). The financial statements have been prepared under the historical cost convention except as otherwise described in the notes below.

The financial statements are presented in Singapore dollar which is the Company's functional currency. All financial information is presented in Singapore dollar and rounded to the nearest thousand, unless otherwise stated.

Significant accounting estimates and judgements

The preparation of the financial statements in conformity with SFRS(I) requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

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

The significant accounting estimates and assumptions used and areas involving a high degree of judgement are described below.

Significant judgements in applying accounting policies

Determination of functional currencies

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(B) BASIS OF PREPARATION (CONTINUED)

Significant judgements in applying accounting policies (Continued)

Classification of land use rights

Within the People's Republic of China ("PRC"), it is the practice for the State to issue land use rights to individuals or entities. Such rights are evidenced through the granting of a land use right certificate, which gives the holder the right to use the land (including the construction of buildings thereon) for a given length of time. An upfront payment is made for this right. Management judges that the substance of this arrangement is an operating lease over the land, and that the upfront payment represents prepaid lease rental.

In the previous reporting period, the prepayment was recognised as "land use rights" in the consolidated statement of financial position, and the prepayment was amortised to spread the lease cost over the duration of the term of the land use right, as specified in the land use right certificate. The carrying amount of the Group's land use rights at the end of the previous reporting period is disclosed in Note 5 to the financial statements.

In the current reporting period, this is reclassified and recognised as "right-of-use assets", under "leasehold land" category (Note 4), after the adoption of SFRS(I) 16 *Leases*. Subsequently, on 31 March 2020, this is transferred to "assets of disposal group classified as held-for-sale" as it belongs to Ley Choon (Yantai) Eco-Green Construction Material Ltd. which is expected to be disposed of within 12 months from the reporting date (Note 12).

Income taxes

The Group and the Company have exposure to income taxes in various jurisdictions. Significant judgement and estimates are involved in determining group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's and the Company's deferred taxation at the end of the reporting period and the Group's income taxes for the year are disclosed in Note 15 and 24, respectively, to the financial statements.

Disposal group classified as held-for-sale and discontinued operation

Disposal group is classified as held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. An impairment loss on initial classification and subsequent measurement is recognised as an expense.

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

- (a) represents a separate major line of business or geographical area of operations;
- (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- (c) is a subsidiary required exclusively with a view to resale.

Further details of the discontinued operation and disposal group classified as held-for-sale are disclosed in Note 12 to the financial statements.

Significant assumptions used and accounting estimates in applying accounting policies

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

The costs of property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over the estimated economic useful lives of the assets. The Group's business is capital intensive and the annual depreciation of property, plant and equipment and right-of-use assets form a significant component of total costs charged to profit or loss. Management estimates the useful lives of property, plant and equipment and right-of-use assets (excluding leasehold land) to be within 2 to 30 years. In particular, management estimates the useful life of plant and equipment to be 2 to 20 years. The useful life of leasehold land is based on the tenure of the lease. The carrying amount of the Group's property, plant and equipment and right-of-use assets at the end of the reporting period is disclosed in Note 3 and 4 to the financial statements, respectively. The estimation of useful lives is based on assumptions about wear and tear, ageing, changes in demand and the Group's historical experience with similar assets. The Group performs annual reviews on whether the assumptions made on useful lives continue to be valid. As changes in the expected level of usage, maintenance programmes and technological developments could affect the economic useful lives and the residual values of these assets, future depreciation charges could be revised. If depreciation on the Group's property, plant and equipment and right-of-use assets increases/decreases by 10% from management's estimates, the Group's results for the year will decrease/increase by S\$755,000 (2019: S\$865,000) and S\$199,000, respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(B) BASIS OF PREPARATION (CONTINUED)

Significant assumptions used and accounting estimates in applying accounting policies (Continued)

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

Property, plant and equipment and right-of-use assets are assessed at the end of each reporting period whether there is any indication of impairment or that an impairment loss recognised in prior periods no longer exists or may have decreased. If any such indication exists, the recoverable amounts of the assets are estimated to determine the extent of the impairment loss, if any. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Such impairment loss is recognised in profit or loss.

Significant judgement and estimates by management are required in the area of asset impairment, particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by its market value based on comparable assets or the net present value of future cash flows which are estimated based on the continued use of the asset in the business; and (iii) the appropriate valuation techniques and inputs used in fair value measurement and the key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are extrapolated using a suitable growth rate and then discounted using an appropriate discount rate. Changing the assumptions selected by management to determine the level of impairment could materially affect the recoverable amount determined in the impairment test and as a result may potentially affect the Group's results. The carrying amount of the Group's property, plant and equipment at the end of the reporting period, and the basis used to determine fair value less costs of disposal or the assumptions used to estimate value in use as the recoverable amount, are disclosed in Note 3 and 4 to the financial statements.

Impairment of investments in subsidiaries

The Company assesses at the end of each reporting period whether there is any indication that the investments in subsidiaries may be impaired or that impairment losses recognised in prior periods may no longer exist or may have decreased. If any indication exists, the investment in subsidiary is tested for impairment. The determination of the recoverable amount requires an estimation of the fair value less costs of disposal of the underlying assets or the value in use of the cash-generating units. Estimating the fair value less costs of disposal requires the Company to make an estimate of the expected selling prices of the underlying assets and the estimated cash outflows to settle the obligations in respect of the underlying liabilities. Estimating the value in use requires the Company to make an estimate of the expected future cash flows from the cash-generating units, a suitable growth rate to extrapolate the future cash flows, and an appropriate discount rate in order to calculate the present value of the future cash flows. The carrying amount of the Company's investments in subsidiaries at the end of the reporting period, and the basis used to determine fair value less costs of disposal or the assumptions used to estimate value in use as the recoverable amount, are disclosed in Note 6 to the financial statements. If the recoverable amount of the investment in subsidiaries decrease/increase by 10% from management's estimates, the Group's allowance for impairment of investment in subsidiaries will increase/decrease by S\$4,631,000 (2019: S\$7,863,000).

Allowance for inventory obsolescence

The Group reviews the ageing analysis of inventories at the end of each reporting period and applies judgement and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The net realisable value for such inventories are estimated based primarily on the latest invoice prices and current market conditions. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amount of the Group's inventories at the end of the reporting period is disclosed in Note 7 to the financial statements. If the net realisable values of the inventories decrease/increase by 10% below cost from management's estimates, the Group's results for the year will decrease/increase by S\$680,000 (2019: S\$688,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(B) BASIS OF PREPARATION (CONTINUED)

Significant assumptions used and accounting estimates in applying accounting policies (Continued)

Revenue recognition over time

For the long-term projects where the Group satisfies its performance obligations over time, management has determined that a cost-based input method provides a faithful depiction of the Group's performance in transferring control to the customers, as it reflects the Group's efforts incurred to date relative to the total inputs expected to be incurred on the projects. The measure of progress is based on the costs incurred to date as a proportion of total costs expected to be incurred up to the completion of the projects. Significant judgement is required in determining the estimated total contract revenue and estimated total contract costs, as well as the recoverability of the contract costs incurred.

Estimation of total contract revenue also includes an estimation of the variation works that are recoverable from the customers. In making the judgement, the Group relies on past experience and/or the work of relevant professionals.

The estimation of total contract costs is based on historical experience and contractual arrangements with contractors/suppliers. An onerous contract as a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. Where the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. The estimated total costs for each project are reviewed on a regular basis by the Group in order to determine the costs to be recognised in profit or loss at the end of each reporting period and to assess whether any provision for onerous contracts is required. Actual costs could differ from the estimates.

The carrying amount of the Group's contract assets at the end of the reporting period and the Group's contract revenue for the year are disclosed in Note 8 and 20, respectively, to the financial statements. If the contract revenue from uncompleted contracts at the end of the reporting period had been higher/lower by 5% from management's estimates, the Group's revenue would have been higher/lower by S\$3,850,000 (2019: S\$5,935,000). If the contract costs of uncompleted contracts to be incurred had been higher/lower by 5% from management's estimates, the Group's results for the year would have been lower/higher by S\$614,000 (2019: S\$832,000) and S\$649,000 (2019: S\$861,000), respectively.

Provision for expected credit losses of trade receivables

The Group uses a provision matrix to calculate expected credit losses ("ECLs") for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At the end of each reporting period, 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 relating to ECLs on the Group's trade receivables is disclosed in Note 31.1. If the loss rates increase/decrease by 10% from management's estimates, the Group's allowance for impairment of trade receivables will increase/decrease by S\$1,334,000 (2019: S\$1,664,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(B) BASIS OF PREPARATION (CONTINUED)

Significant assumptions used and accounting estimates in applying accounting policies (Continued)

Estimation of the incremental borrowing rate ("IBR")

For the purpose of calculating the right-of-use asset and lease liability, an entity applies the interest rate implicit in the lease ("IRIL") and, if the IRIL is not readily determinable, the entity shall use its IBR applicable to the lease asset. The IBR is the rate of interest that the entity 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. For most of the leases whereby the Group is the lessee, the IRIL is not readily determinable. Therefore, the Group estimates the IBR relevant to each lease asset by using observable inputs (such as market interest rate and asset yield) when available, and then making certain lessee specific adjustments (such as a group entity's credit rating). The carrying amount of the Group's right-of-use assets and lease liabilities are disclosed in Note 4 and 17, respectively. An increase/decrease of 50 basis points in the estimated IBR will decrease/increase the Group's right-of-use assets and lease liabilities by approximately S\$50,000 and S\$24,000, respectively.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, except as explained in Note 2(c), which addresses changes in accounting policies.

Impact of COVID-19 on the financial statements

The COVID-19 pandemic that has been declared globally and has not shown any indication of its end. While the Group have considered the potential financial impact of the COVID-19 pandemic in the preparation of the financial statements, the full financial impact to the Group remains uncertain. Accordingly, there is a possibility that factors not currently anticipated by management could occur in the future and result in adjustments to the carrying amounts of the Group's assets and liabilities.

2(C) INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2020

On 1 April 2019, the Group adopted the following SFRS(I) that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I).

<u>Reference</u>	<u>Description</u>
SFRS(I) 16	Leases
SFRS(I) INT 23	Uncertainty over Income Tax Treatments
Amendments to SFRS(I) 1-19	Plan Amendment, Curtailment or Settlement
Amendments to SFRS(I) 1-28	Long-term Interests in Associates and Joint Ventures
Amendments to SFRS(I) 9	Prepayment Features with Negative Compensation
Annual Improvements to SFRS(I)s 2015-2017 Cycle:	
- Amendments to SFRS(I) 3 and SFRS(I) 11	Previously Held Interest in a Joint Operation
- Amendments to SFRS(I) 1-12	Income Tax Consequences of Payments on Financial Instruments Classified as Equity
- Amendments to SFRS(I) 1-23	Borrowing Costs Eligible for Capitalisation

The adoption of these new and amended SFRS(I) did not result in substantial changes to the Group's accounting policies nor any significant impact on these financial statements, except for the following:

SFRS(I) 16 Leases

The Group applied SFRS(I) 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at 1 April 2019. Accordingly, the comparative information presented for 2019 is not restated – i.e. it is presented, as previously reported, under SFRS(I) 1-17 and related interpretations. The details of the changes in accounting policies are disclosed below. Additionally, the disclosure requirements in SFRS(I) 16 have not generally been applied to comparative information.

Definition of a lease

Previously, the Group determined at contract inception whether an arrangement was or contained a lease under SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*. The Group now assesses whether a contract is or contains a lease based on the definition of a lease, as explained in SFRS(I) 16.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(C) INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2020 (CONTINUED)

SFRS(I) 16 Leases (Continued)

Definition of a lease (Continued)

On transition to SFRS(I) 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Group applied SFRS(I) 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under SFRS(I) 1-17 and SFRS(I) INT 4 were not reassessed for whether there is a lease under SFRS(I) 16. Therefore, the definition of a lease under SFRS(I) 16 was applied only to contracts entered into or changed on or after 1 April 2019.

As a lessee

The Group holds its leasehold land, certain plant and equipment and motor vehicles as a lessee. The Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under SFRS(I) 16, the Group recognises right-of-use assets and lease liabilities for these leases i.e. these leases are on-balance sheet.

The Group has elected, as a practical expedient of SFRS(I) 16, not to separate non-lease components from lease components for all classes of underlying assets and instead account for each lease component and any associated non-lease components as a single lease component, except if the non-lease component is an embedded derivative according to SFRS(I) 9 *Financial Instruments*.

For short-term leases, the Group has elected for exemption under SFRS(I) 16 from recognising their right-of-use assets and lease liabilities, and to report their lease expenses in profit or loss on a straight-line basis.

Leases classified as operating leases under SFRS(I) 1-17

Previously, the Group classified property leases as operating leases under SFRS(I) 1-17. On transition, for these leases, lease liabilities were measured at the present value of the remaining lease payments, discounted at the respective lessee entities' incremental borrowing rates applicable to the leases as at 1 April 2019. Right-of-use assets are measured at the carrying amount as if SFRS(I) 16 had been applied since the commencement date, discounted using the applicable incremental borrowing rates at the date of initial application.

The Group used a number of practical expedients when applying SFRS(I) 16 to leases previously classified as operating leases under SFRS(I) 1-17. In particular, the Group:

- did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application;
- excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- used hindsight when determining the lease term.

Leases classified as finance leases under SFRS(I) 1-17

On 1 April 2019, with regards to the Group's leases of certain plant and equipment and motor vehicles that were formerly classified as finance leases under SFRS(I) 1-17, the carrying amounts of the leased assets (in property, plant and equipment) and obligations under finance lease immediately before the date of initial application became, respectively, the opening balance of the carrying amounts of right-of-use assets and lease liabilities under SFRS(I) 16. Subsequently, the Group accounts for these right-of-use assets and lease liabilities in accordance with SFRS(I) 16.

As a lessor

SFRS(I) 16 has not changed substantially how the Group as a lessor accounts for leases, except when it is the intermediate lessor of sublease, if any. Under SFRS(I) 16, the Group continues to classify leases, where it is the lessor, as either finance lease or operating lease and to account for the two types of leases differently. However, SFRS(I) 16 changes and expands the disclosures required, in particular, regarding how the Group as lessor manages the risks arising from its residual interest in leased assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(C) INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2020 (CONTINUED)

SFRS(I) 16 Leases (Continued)

Deferred tax effects on adoption of SFRS(I) 16

In certain jurisdictions that the Group operates in, tax deductions are available only for the lease payments as they are paid, and no tax deduction is allowed for the leased asset depreciation or finance cost. On 1 April 2019, these tax circumstances give rise to temporary differences on initial recognition of both the right-of-use asset and lease liability. However, the deferred tax effects for these temporary differences, either initially or over the lease term, are not recognised due to application of the initial recognition exemption in SFRS(I) 1-12 *Income Taxes*, that explicitly excludes recognising the deferred tax effects arising from initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profit nor taxable profit.

In July 2019, the International Accounting Standards Board ("IASB") decided to propose amendments to International Accounting Standard ("IAS") 12 *Income Taxes* which would narrow the scope of the initial recognition exemption in IAS 12 such that it would no longer apply when an entity recognises equal amounts of deferred tax asset and deferred tax liability arising from the initial recognition of right-of-use asset and a lease liability under International Financial Reporting Standard ("IFRS") 16 *Leases*. In November 2019, the public comment window had closed for the Exposure Draft on Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Proposed amendments to IAS 12) issued by IASB. If implemented, an entity shall apply these amendments retrospectively. At the date of these financial statements, IASB has not issued these amendments to IAS 12 or any related IFRS pronouncements. Accordingly, no adjustment has been made by the Group in these financial statements in respect of this matter.

Impact on financial statements

Impact on transition

On transition to SFRS(I) 16, the Group recognised additional right-of-use asset and lease liabilities and recognised the difference in retained earnings. The impact on transition is summarised below.

	1 April 2019
	S\$'000
The Group	
Increase in right-of-use assets	10,164
Decrease in property, plant and equipment	2,642
Decrease in land use rights	2,930
Increase in lease liabilities	5,611
Decrease in borrowings	871
Increase in accumulated losses	148

When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using the applicable incremental borrowing rate at 1 April 2019. The rate applied is 5.00%.

	1 April 2019
	S\$'000
The Group	
Operating lease commitments as at 31 March 2019 as disclosed under SFRS(I) 1-17 in the financial statements	5,574
(Less)/Add effects of:	
Leases with lease term ending within 12 months from the date of initial application	(339)
Discounting based on the weighted average incremental borrowing rate	(495)
Obligations under finance leases at 31 March 2019 reclassified to lease liabilities	871
Lease liabilities recognised at 1 April 2019	5,611

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(C) INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS EFFECTIVE IN 2020 (CONTINUED)

SFRS(I) INT 23 *Uncertainty over Income Tax Treatments*

The Group has adopted SFRS(I) INT 23 for the first time in the current year. SFRS(I) INT 23 sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. The Interpretation requires the Group to:

- determine whether uncertain tax positions are assessed separately or as a group; and
- assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings, as follows:
 - if yes, the Group should determine its accounting tax position consistently with the tax treatment used or planned to be used in its income tax filings; or
 - if no, the Group should reflect the effect of uncertainty in determining its accounting tax position using either the most likely amount or the expected value method.

There is no material impact to the Group's and the Company's financial statements.

2(D) NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

The following are the new or amended SFRS(I) and SFRS(I) INT issued that are not yet effective but may be early adopted for the current financial year. However, the Group has not early adopted the new or amended SFRS(I) and SFRS(I) INT in preparing these financial statements:

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8	Definition of Material	1 January 2020
Amendments to SFRS(I) 3	Definition of a Business	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7	Interest Rate Benchmark Reform	1 January 2020
Various	Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020
Amendments to SFRS(I) 16	COVID-19-Related Rent Concessions	1 June 2020
Amendments to SFRS(I) 1-16	Property, plant and equipment – Proceeds before Intended Use	1 January 2022
Amendments to SFRS(I) 1-37	Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Amendments to SFRS(I) 3	Reference to the Conceptual Framework	1 January 2022
Annual Improvements to SFRS(I)s 2018 – 2020 Cycle:		
- Amendments to SFRS(I) 1-41	Taxation in Fair Value Measurements	1 January 2022
- Amendments to SFRS(I) 1	Subsidiary as a First-time Adopter	1 January 2022
- Amendments to SFRS(I) 9	Fees in the '10 per cent' Test for Derecognition of Financial Liabilities	1 January 2022
- Amendments to Illustrative Examples accompanying SFRS(I) 16	Lease Incentives	1 January 2022
SFRS(I) 17	Insurance Contracts	1 January 2023
Amendments to SFRS(I) 1-1	Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to SFRS(I) 10 and SFRS(I) 1-28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(D) NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED (CONTINUED)

Management does not anticipate that the adoption of the above SFRS(I) in future periods will have a material impact on the financial statements of the Group and the Company in the period of their initial adoption, except for the following:

Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 *Definition of Material*

The amendments clarify the definition of material and how it should be applied by including in the definition guidance. The new definition of material states that "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information. An entity will need to assess whether the information, either individually or in combination with other information, is material in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

The amendments are effective for annual reporting periods beginning on or after 1 January 2020. Earlier application is permitted.

Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*

The amendments specify that the conditions which exist at the end of the reporting period are those which will be used to determine if a right to defer settlement of a liability exists. Management expectations about events after the balance sheet date, for example on whether a covenant will be breached, or whether early settlement will take place, are not relevant. The amendments also clarify the situations that are considered settlement of a liability.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023. Earlier application is permitted.

Amendments to SFRS(I) 1-37 *Onerous Contracts – Cost of Fulfilling a Contract*

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are effective for annual reporting periods beginning on or after 1 January 2022. Earlier application is permitted.

Amendments to SFRS(I) 16 *COVID-19-Related Rent Concessions*

The amendments introduce an optional practical expedient that simplifies how a lessee accounts for rent concessions that are a direct consequence of COVID-19. A lessee that applies the practical expedient is not required to assess whether eligible rent concessions are lease modifications, and accounts for them in accordance with other applicable guidance. The resulting accounting will depend on the details of the rent concession. For example, if the concession is in the form of a one-off reduction in rent, it will be accounted for as a variable lease payment and be recognised in profit or loss.

The practical expedient will only apply if:

- the revised consideration is substantially the same or less than the original consideration;
- the reduction in lease payments relates to payments due on or before 30 June 2021; and
- no other substantive changes have been made to the terms of the lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(D) NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED (CONTINUED)

Amendments to SFRS(I) 16 *Covid-19-Related Rent Concessions (Continued)*

Lessees applying the practical expedient are required to disclose:

- that fact, if they have applied the practical expedient to all eligible rent concessions and, if not, the nature of the contracts to which they have applied the practical expedient; and
- the amount recognised in profit or loss for the reporting period arising from application of the practical expedient.

No practical expedient is provided for lessors. Lessors are required to continue to assess if the rent concessions are lease modifications and account for them accordingly.

The amendments are effective for annual reporting periods beginning on or after 1 June 2020. Earlier application is permitted.

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries 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.

Profit or loss and each component of other comprehensive income are attributable to the owners of the Company and to the non-controlling interests even if that results in the non-controlling interests having a deficit balance.

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. Thus, the Group controls an investee, if and only if, the Group has all of the following:

- power over the investee;
- exposure, or rights or variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any non-controlling interest. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation (Continued)

Consolidation of the subsidiary in the PRC is based on the subsidiary's financial statements prepared in accordance with SFRS(I). Profits reflected in the financial statements prepared in accordance with SFRS(I) may differ from those reflected in the statutory financial statements of the subsidiary prepared for PRC reporting purposes. In accordance with the relevant laws and regulations, profits available for distribution by the subsidiary, if any, are based on the amounts stated in the statutory financial statements.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives as follows:

Property on leasehold land	8 to 30 years
Plant and equipment	2 to 20 years
Office equipment, furniture and fittings	3 to 10 years
Motor vehicles	5 to 10 years

No depreciation is provided for construction in progress.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Subsequent expenditure relating to property, plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits in excess of the standard of performance of the asset before the expenditure was made will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is recognised in profit or loss from the month that the property, plant and equipment are installed and are available for use, and to the month of disposal, respectively. Fully depreciated property, plant and equipment are retained in the books of accounts until they are no longer in use.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at the end of each reporting period as a change in estimates.

Land use rights

Land use rights represent upfront payments to acquire long-term interest in the usage of land. Land use rights are stated at cost less accumulated amortisation and impairment losses, if any. Amortisation is calculated on the straight-line basis to write off the cost of the land use rights over the lease period of 50 years. From 1 April 2019, land use rights are classified under right-of-use assets.

Subsidiaries

In the Company's separate statement of financial position, subsidiaries are stated at cost less allowance for any impairment losses on an individual subsidiary basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Club membership

Club membership represents transferable membership in recreational club. The club membership is assessed as having an indefinite useful life as it entitles the members to enjoy the club facilities for its lifetime, and there is no foreseeable limit to the period over which the membership is expected to be used by the Group. Since it is with an indefinite useful life, it is tested for impairment annually or more frequently if the events and circumstances indicate that its carrying value may be impaired either individually or at the cash-generating unit level. The useful life of the club membership with an indefinite life is reviewed annually to determine whether the assessment of useful life continues to be supportable.

Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the entity becomes party to the contractual provisions of the instruments. Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), and fair value through profit or loss ("FVTPL").

The classification of financial assets, at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit or loss, transaction costs. 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. Refer to the accounting policy on "Revenue from contracts with customers".

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Group does not hold any financial assets at FVOCI.

Financial assets at amortised cost (debt instruments)

Subsequent measurement of debt instruments depends on the Group's business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual cash terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at amortised cost (debt instruments) (Continued)

Financial assets that are held for the collection of contractual cash flows where those cash flows represent SPPI 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.

The Group's financial assets at amortised cost comprise trade and other receivables and cash and bank balances and fixed deposits.

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Financial assets at FVTPL

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch. A gain or loss on a debt instruments that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss statement in the period in which it arises. Interest income from these financial assets is included in the finance income.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes listed equity investments which the Group had not irrevocably elected to classify at FVOCI. Dividends on listed equity instruments are also recognised as other income in profit or loss when the right of payment has been established.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses ("ECLs") associated with its debt instrument assets carried at amortised cost and FVOCI. 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 (12-month ECLs). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECLs).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Impairment of financial assets (Continued)

For trade and other receivables, the Group measures the loss allowance at an amount equal to lifetime ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at the end of each reporting period. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 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.

At the end of each reporting period, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of these assets.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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.

Financial liabilities are recognised initially at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

The Group's financial liabilities comprise borrowings, lease liabilities and trade and other payables.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss, such as interest-bearing borrowings, are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Borrowings

Borrowings which are due to be settled more than 12 months after the end of the reporting period are included in current borrowings in the statement of financial position if the loan facility agreements include an overriding repayment on demand clause which gives the lender the right to demand repayment at any time at its sole discretion and irrespective of whether a default event has occurred, or when the Group has defaulted or breached a provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the borrowings become payable on demand, even if the lender agreed after the reporting period and before the authorisation of the financial statements for issue not to demand payment as a consequence of the breach. These borrowings are classified as current because, at the end of the reporting period, the Group does not have an unconditional right to defer its settlement for at least twelve months after that date.

However, those borrowings with breaches or defaults of loan agreement terms are classified as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least twelve months after the reporting period, within which the Group can rectify the breach and or during which the lender cannot demand immediate repayment. Other borrowings due to be settled more than 12 months after the end of the reporting period are included in non-current borrowings in the statement of financial position.

Financial guarantees

The Company has issued corporate guarantees to financial institutions for the borrowings of its subsidiaries. A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantees. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of the loss allowance determined in accordance with the impairment model under SFRS(I) 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Convertible bonds

When convertible bonds are issued at fair value, the fair value of the liability portion is determined using a market interest rate for an equivalent non-convertible bond; this amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option, which is recognised net of income tax effects and included in shareholders' equity. The carrying amount of the conversion option is not changed in subsequent periods. Any directly attributable transaction costs are allocated to the liability portion and conversion option in proportion to their initial carrying amounts.

When the conversion option is exercised, the carrying amount of the conversion option will be reclassified to share capital. When the conversion option is allowed to lapse, the carrying amount of the conversion option will be reclassified to retained earnings.

Interest and gains and losses relating to the liability portion are recognised in profit or loss. On conversion, the liability portion is reclassified to equity; no gain or loss is recognised on conversion.

A gain or loss is recognised on the extinguishment of convertible bonds. The consideration paid is allocated to the debt and equity components of the existing convertible bonds at the date of the transaction using the same allocation method as on initial recognition. The amount of gain or loss relating to the liability component is recognised in profit or loss, while the amount of consideration relating to the equity component is recognised in equity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (Continued)

Derecognition

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from a customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liability is recognised as revenue when the Group performs under the contract.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis, and includes all costs in bringing the inventories to their present location and condition. In the case of manufactured products, cost includes all direct expenditure and production overheads based on the normal level of activity.

Allowance is made for obsolete, slow-moving and defective inventories in arriving at the net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and bank deposits.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents exclude cash restricted in use and fixed deposits pledged, and are presented net of bank overdrafts which are repayable on demand and which form an integral part of cash management.

Disposal groups held-for-sale and discontinued operations

Disposal groups are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sales transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Disposal groups held-for-sale and discontinued operations (Continued)

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

- (a) represents a separate major line of business or geographical area of operations;
- (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- (c) is a subsidiary acquired exclusively with a view to resale.

Share capital

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

Dividends

Final dividends proposed by the directors are not accounted for in shareholders' equity as an appropriation of retained earnings, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the articles of association of the Company grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised directly as a liability when they are proposed and declared.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. Present obligations arising from onerous contracts are recognised as provisions.

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. Where discounting is used, the increase in the provision due to the passage of the time is recognised as finance costs.

Leases

Policy applicable from 1 April 2019

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in SFRS(I) 16. This policy is applied to contracts entered into, on or after 1 April 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

Policy applicable from 1 April 2019 (Continued)

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

Policy applicable from 1 April 2019 (Continued)

As a lessor

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from SFRS(I) 16, except when the Group is an intermediate lessor and the sublease is assessed as a finance lease.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. If an arrangement contains lease and non-lease components, then the Group applies SFRS(I) 15 to allocate the consideration in the contract.

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. If an arrangement contains lease and non-lease components, then the Group applies SFRS(I) 15 to allocate the consideration in the contract.

Policy applicable before 1 April 2019

As a lessee

Finance leases

Where assets were financed by lease agreements that give rights approximating to ownership, the assets were capitalised as if they had been purchased outright at values equivalent to the lower of the fair values of the leased assets and the present value of the total minimum lease payments during the periods of the leases. The corresponding lease commitments were included under liabilities. The excess of lease payments over the recorded lease obligations were treated as finance charges which are amortised over each lease to give a constant effective rate of charge on the remaining balance of the obligation.

The leased assets were depreciated on a straight-line basis over their estimated useful lives as detailed in the accounting policy on "Property, plant and equipment".

Operating leases

Leases of assets in which a significant portion of the risks and rewards of ownership were retained by the lessor were classified as operating leases.

Rentals on operating leases were charged to profit or loss on a straight-line basis over the lease term. Lease incentives, if any, were recognised as an integral part of the net consideration agreed for the use of the leased asset. Penalty payments on early termination, if any, were recognised in profit or loss when incurred.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

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

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity.

Employee benefits

Defined contribution plans

The Group participates in the defined contribution national pension schemes as provided by the laws of the countries in which it has operations. The subsidiary in the PRC is required to provide certain staff pension contributions to its employees under existing PRC regulations. Pension contributions are provided at rates stipulated by the PRC regulations and are contributed to a pension fund managed by government agencies, which are responsible for administering these amounts for the subsidiary's employees. The Company and its Singapore-incorporated subsidiaries make contributions to the Central Provident Fund, a defined contribution pension scheme regulated and managed by the Government of Singapore.

A defined contribution national pension scheme is a post-employment benefit plan under which an entity pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts. The contributions to national pension schemes are charged to profit or loss in the period to which the contributions relate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (Continued)

Defined benefit plans

A defined benefit plan is a pension plan that defines an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation.

The subsidiary with a branch office in Sri Lanka operates an unfunded defined benefit plan. The liability in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period together with adjustments for actuarial gains/losses and past service cost. The Group determines the present value of the defined benefit obligation with sufficient regularity such that the amounts recognised in the financial statements do not differ materially from the amounts that would be determined at the end of the reporting period.

The defined benefit obligation, calculated using the projected unit credit method, is determined by considering the estimated future cash outflows using market yields at the end of the reporting period of government securities which have currency and terms to maturity approximating the terms of the related liability.

Actuarial gains and losses arise from experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred) and changes in actuarial assumptions. The amount of net actuarial gains and losses is charged or credited to profit or loss over the average remaining service lives of the related employees participating in the defined benefit plans.

Re-measurements of the net defined benefit liability comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Group recognises them immediately in other comprehensive income and all expenses related to defined benefit plans in profit or loss.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. Accrual is made for the unconsumed leave as a result of services rendered by employees up to the end of the reporting period.

Related parties

A related party is defined as follows:

- a) A person or a close member of that person's family is related to the Group and the Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Group or the Company or of a parent of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

- b) An entity is related to the Group and the Company if any of the following conditions applies:
- (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) both entities are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and certain management executives are considered key management personnel.

Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal and value in use, based on an internal discounted cash flow evaluation. Impairment loss recognised for a cash-generating unit is charged pro rata to the assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

Any impairment loss is charged to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets (Continued)

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

A reversal of an impairment loss is recognised as income in profit or loss.

Revenue from contracts with customers

Revenue from sale of goods and services in the ordinary course of business is recognised when the Group satisfies a performance obligation ("PO") by transferring control of a promised good or service to the customer. The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised goods or services. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

The transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

The Group performs laying of pipes and roads on long-term contracts. The Group has assessed that these construction contracts qualify for recognition of revenue over time as (i) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; (ii) the Group's performance creates or enhances an asset (work in progress) that the customer controls as the asset is created or enhanced; and (iii) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The stage of completion is assessed by reference to the contract costs incurred till date in proportion to the total estimated contract costs of each contract.

For such construction contracts, the customer is invoiced on a milestone payment schedule. The Group will previously have recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the milestone payment exceeds the revenue recognised to date, the Group recognises a contract liability for the difference.

Revenue from short-term projects and maintenance services is recognised at a point in time when the services are rendered.

Revenue from sale of construction materials is recognised by the Group at a point in time when the goods are delivered to the customer, all criteria for acceptance have been satisfied, and the customer obtains control of the goods.

Interest income

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

Rental income

Rental income receivable under operating leases is recognised in profit or loss on a straight-line basis over the term of the lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividend income

Dividend income is recognised on the date that the Group's right to receive payment is established.

Income from training services

Income from training services is recognised when the service is rendered.

Government grants

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

Government grants are recognised as a receivable at their fair value where there is reasonable assurance that the grants will be received and all attaching conditions will be complied with.

Functional currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements of the Group and the Company are presented in Singapore dollar, which is also the functional currency of the Company.

Conversion of foreign currencies

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss.

Foreign currency gains and losses are reported on a net basis as either other income or other expenses depending on whether foreign currency movements are in a net gain or net loss position.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transactions.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2(E) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Conversion of foreign currencies (Continued)

Group entities

The results and financial positions of all the entities (none of which has the currency of a hyperinflationary economy) within the Group that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities are translated at the closing exchange rates at the end of each reporting period;
- (ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e. including comparatives) are translated at exchange rates at the dates of the transactions; and
- (iii) All resulting currency translation differences are recognised as other comprehensive income in the currency translation reserve in equity.

Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer ("CEO") to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available. Additional disclosures on each of these segments are shown in Note 30 to the financial statements, including the factors used to identify the reportable segments and the measurement basis of segment information.

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

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

Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares which comprise convertible bonds.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3 PROPERTY, PLANT AND EQUIPMENT

The Group	Property on leasehold land S\$'000	Plant and equipment S\$'000	Office equipment, furniture and fittings S\$'000	Motor vehicles S\$'000	Construction in progress S\$'000	Total S\$'000
Cost						
At 1 April 2018	29,522	69,419	2,378	16,074	329	117,722
Additions	-	447	30	281	38	796
Disposals	-	(717)	-	(1,714)	-	(2,431)
Exchange difference on translation	(176)	(427)	(7)	(27)	(12)	(649)
At 31 March 2019	29,346	68,722	2,401	14,614	355	115,438
Adoption of SFRS(I) 16						
- Reclassification to right-of-use assets (Note 4)	-	(3,784)	-	(182)	-	(3,966)
At 1 April 2019 (adjusted)	29,346	64,938	2,401	14,432	355	111,472
Additions	3	1,014	51	225	-	1,293
Disposals/Write-offs	-	(941)	-	(439)	-	(1,380)
Transfer to disposal group classified as held-for-sale (Note 12)	(4,991)	(4,601)	-	(58)	(350)	(10,000)
Exchange difference on translation	(5)	(91)	(2)	(8)	(5)	(111)
At 31 March 2020	24,353	60,319	2,450	14,152	-	101,274
Accumulated depreciation and impairment losses						
At 1 April 2018	9,080	38,805	2,067	11,857	-	61,809
Depreciation for the period (Note 25)						
- Continuing operations	2,138	4,271	153	1,371	-	7,933
- Discontinued operation	198	511	-	3	-	712
Total depreciation for the period	2,336	4,782	153	1,374	-	8,645
Disposals	-	(495)	-	(1,429)	-	(1,924)
Impairment losses made/(reversed) (Note 22)	-	297	22	(198)	-	121
Exchange difference on translation	(20)	(150)	(4)	(20)	-	(194)
At 31 March 2019	11,396	43,239	2,238	11,584	-	68,457
Adoption of SFRS(I) 16						
- Reclassification to right-of-use assets (Note 4)	-	(1,282)	-	(42)	-	(1,324)
At 1 April 2019 (adjusted)	11,396	41,957	2,238	11,542	-	67,133
Depreciation for the period (Note 25)						
- Continuing operations	2,138	3,683	86	1,015	-	6,922
- Discontinued operation	198	429	-	1	-	628
Total depreciation for the period	2,336	4,112	86	1,016	-	7,550
Disposals/Write-offs	-	(910)	-	(338)	-	(1,248)
Impairment losses made (Note 22)	-	49	7	155	-	211
Transfer to disposal group classified as held-for-sale (Note 12)	(961)	(2,696)	-	(58)	-	(3,715)
Exchange difference on translation	(1)	(41)	(2)	(7)	-	(51)
At 31 March 2020	12,770	42,471	2,329	12,310	-	69,880
Carrying amount						
At 31 March 2020	11,583	17,848	121	1,842	-	31,394
At 31 March 2019	17,950	25,483	163	3,030	355	46,981

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 March 2019, the carrying amount of property, plant and equipment held under finance leases for the Group comprises plant and equipment and motor vehicles of S\$2,502,000 and S\$140,000, respectively (Note 16). From 1 April 2019, leased assets are presented within a separate line item "right-of-use assets" in the statement of financial position.

The carrying amount of property, plant and equipment mortgaged or pledged to financial institutions to secure loans comprises property on leasehold land, plant and equipment and motor vehicles of S\$11,583,000 (2019: S\$13,719,000), S\$17,969,000 (2019: S\$23,311,000) and S\$1,842,000 (2019: S\$3,029,000), respectively (Note 16).

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

The Group's businesses in Singapore had incurred significant operating losses and cash outflows for the financial years ended 31 March 2020 and 2019. Accordingly, management assessed that there were indications of impairment of the related property, plant and equipment and right-of-use assets, and the assets were tested for impairment.

Management engaged independent professional valuers to carry out valuations on the property, plant and equipment and right-of-use assets to determine their fair values, having considered the appropriate professional qualifications and recent experience of the valuers in the location and category of the property, plant and equipment right-of-use assets being valued. In determining the fair values of the property on leasehold land, the valuers used the income approach. In determining the fair values of the remaining plant and equipment, the valuers used the market comparison and depreciated replacement cost approach. Accordingly, net impairment losses amounting to S\$211,000 (2019: S\$121,000) and S\$291,000 were recognised for property, plant and equipment and right-of-use assets, respectively for the financial year ended 31 March 2020.

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring the Level 3 fair value hierarchy, as well as the significant unobservable inputs used:

<u>Valuation method</u>	<u>Basis</u>	<u>Key unobservable inputs</u>	<u>Inter-relationship between key unobservable inputs and fair value measurement</u>
Property on leasehold land			
Income approach	Income capitalisation rate	Capitalisation rate of 12%	A significant increase in income capitalisation rate would result in a significantly lower fair value measurement, and vice versa.
Plant and equipment, office equipment, furniture and fittings, motor vehicles and construction in progress			
Market comparison and depreciated replacement cost approach	Current market selling/purchase prices of comparable assets are available	Current market selling/purchase prices	A significant increase in market selling/purchase prices would result in a significantly higher fair value measurement, and vice versa.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

4 RIGHT-OF-USE ASSETS

	Leasehold land S\$'000	Plant and equipment S\$'000	Motor vehicles S\$'000	Total S\$'000
The Group				
<u>Cost</u>				
At 1 April 2018 and 31 March 2019	–	–	–	–
Adoption of SFRS(I) 16				
- Initial recognition	4,382	210	–	4,592
- Transfer from property, plant and equipment (Note 3)	–	3,784	182	3,966
- Transfer from land use rights (Note 5)	3,368	–	–	3,368
At 1 April 2019 (adjusted)	7,750	3,994	182	11,926
Addition	–	2,095	1,235	3,330
Effect of changes in market rental rates	(40)	–	–	(40)
Exchange difference on translation	(5)	–	–	(5)
Transfer of assets of disposal group classified as held-for-sale (Note 12)	(3,363)	–	–	(3,363)
At 31 March 2020	4,342	6,089	1,417	11,848
<u>Accumulated depreciation and impairment losses</u>				
At 1 April 2018 and 31 March 2019	–	–	–	–
Adoption of SFRS(I) 16				
- Transfer from property, plant and equipment (Note 3)	–	1,282	42	1,324
- Transfer from land use rights (Note 5)	438	–	–	438
At 1 April 2019 (adjusted)	438	1,282	42	1,762
Depreciation for the period (Note 25)				
- Continuing operations	1,447	359	113	1,919
- Discontinued operation	68	–	–	68
Total depreciation for the period	1,515	359	113	1,987
Impairment losses made (Note 22)	–	230	61	291
Exchange difference on translation	(1)	–	–	(1)
Transfer of assets of disposal group classified as held-for-sale (Note 12)	(505)	–	–	(505)
At 31 March 2020	1,447	1,871	216	3,534
<u>Carrying amount</u>				
At 31 March 2020	2,895	4,218	1,201	8,314
At 1 April 2019	7,312	2,712	140	10,164

Included in leasehold land are six parcels of land located in Singapore at which the Group's office premise and warehouses are located. Details of the leasehold land are as follows:

	Gross land area (square metres)	Tenure
Leasehold Land I	9,370.0	Till 31 May 2021
Leasehold Land II	4,006.1	Till 31 May 2021
Leasehold Land III	15,000.0	Till 31 July 2021
Leasehold Land IV	4,155.6	Till 14 January 2022
Leasehold Land V	13,135.5	Till 8 September 2025
Leasehold Land VI	4,161.1	Till 8 September 2025

There were impairment indicators for the Group's right-of-use assets. Refer to Note 3 for the impairment assessment on property, plant and equipment and right-of-use assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

5 LAND USE RIGHTS

The Group	2020 S\$'000	2019 S\$'000
<u>Cost</u>		
At beginning of year	3,368	3,487
Transfer to right-of-use assets on implementation of SFRS(I) 16 (Note 4)	(3,368)	–
Exchange difference on translation	–	(119)
At end of year	–	3,368
<u>Accumulated amortisation</u>		
At beginning of year	438	382
Transfer to right-of-use assets on implementation of SFRS(I) 16 (Note 4)	(438)	–
Amortisation (Note 25)	–	69
Exchange difference on translation	–	(13)
At end of year	–	438
<u>Carrying amount</u>		
At beginning of year	2,930	3,105
At end of year	–	2,930

As at 31 March 2019, the land use rights represent lease prepayments for two parcels of land located in the PRC on which the plant and equipment of the PRC subsidiary are erected. The land use rights are as follows:

	<u>Commencement date</u>	<u>Period of lease</u>
Land use right I	December 2012	50 years
Land use right II	April 2013	50 years

6 SUBSIDIARIES

The Company	2020 S\$'000	2019 S\$'000
<u>Unquoted equity investments, at cost</u>		
At beginning of year	185,540	180,540
Capital contribution in a subsidiary	–	5,000
Transfer to assets of disposal group classified as held-for-sale (Note 12)	(25,440)	–
At end of year	160,100	185,540
<u>Allowance for impairment losses</u>		
At beginning of year	106,806	97,586
Allowance made	32,327	9,220
Transfer to assets of disposal group classified as held-for-sale (Note 12)	(17,440)	–
At end of year	121,693	106,806
<u>Carrying amount</u>		
At beginning of year	78,734	82,954
At end of year	38,407	78,734

On 31 March 2020, the Company classified its wholly-owned subsidiary, Ley Choon (Yantai) Eco-Green Construction Material Ltd. to disposal group classified as held-for-sale (Note 12).

On 28 February 2019, the Company contributed S\$5,000,000 in the capital of Ley Choon Constructions and Engineering Pte Ltd, comprising 5,000,000 shares of S\$1 each, amounting to S\$5,000,000.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

6 SUBSIDIARIES (CONTINUED)

Impairment testing of investments in subsidiaries

In view of the operating losses and cash outflows incurred by the subsidiaries in Singapore for the financial year ended 31 March 2020 and 2019, management has assessed that there are indications of impairment of the Company's investments in the subsidiaries. Accordingly, the assets are tested for impairment.

The recoverable amount is determined based on fair value less costs of disposal, which is based on the revalued net assets of the subsidiaries. In deriving the revalued net assets of the subsidiaries, the fair values of the underlying assets are estimated based on their expected selling prices, and the fair values of the underlying liabilities are based on the estimated cash outflows to settle the obligations. Based on the assessment, the Company recognised impairment losses amounting to S\$21,829,000. For disposal group classified as held-for-sale, the fair value less costs of disposal is determined based on the sale consideration of the proposed disposal of Ley Choon (Yantai) Eco-Green Construction Material Ltd. which is expected to complete within one year from the reporting date. Based on the assessment, an impairment loss of S\$10,498,000 is recognised. Thus, the Company recognised total impairment losses amounting to S\$32,327,000 (2019: S\$9,220,000) for the financial year ended 31 March 2020.

The valuation techniques used in measuring the Level 3 fair value hierarchy of the property, plant and equipment of the subsidiaries, as well as the significant unobservable inputs used are disclosed in Note 3 to the financial statements.

Details of the subsidiaries are:

Name	Principal activities	Country of incorporation/ Principal place of business	Percentage of equity held	
			2020 %	2019 %
<u>Held by the Company</u>				
Ley Choon Constructions and Engineering Pte Ltd ⁽¹⁾	Non-building construction and manufacture of asphalt premix	Singapore	100	100
LC International Trading Co Pte. Ltd. ⁽¹⁾	Trading of building materials, consumable tools, machinery and equipment spare parts and accessories (inactive)	Singapore	100	100
Ley Choon (Yantai) Eco-Green Construction Material Ltd. ⁽³⁾⁽⁵⁾	Recycling of construction waste and development of eco-green construction products; and production and sale of asphalt concrete, dry mortar concrete, concrete block and sands	People's Republic of China	100	100
Ley Choon (M) Sdn. Bhd. ⁽⁴⁾	Dormant	Malaysia	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

6 SUBSIDIARIES (CONTINUED)

Name	Principal activities	Country of incorporation/ Principal place of business	Percentage of equity held	
			2020 %	2019 %
<u>Held by Ley Choon Constructions and Engineering Pte Ltd</u>				
Multiform Developments & Construction Pte Ltd ⁽¹⁾	Road construction and mixed construction activities	Singapore	100	100
Chin Kuan Engineering and Contractors Pte Ltd ⁽¹⁾	Mixed construction activities and civil engineering	Singapore	100	100
Teacly (S) Pte. Ltd. ⁽²⁾	Non-building construction, building cleaning and maintenance services	Singapore	100	100
<u>Held by Teacly (S) Pte. Ltd.</u>				
Pan Alliance Technology International Pte. Ltd. ⁽¹⁾	Water and gas pipe-line and sewer construction	Singapore	100	100

(1) Audited by Foo Kon Tan LLP, principal member firm of HLB International in Singapore

(2) Audited by Foo Kon Tan LLP, with the branch office in Sri Lanka audited by Nihal Hettiarachchi & Company, a member firm of HLB International in Sri Lanka

(3) Audited by Foo Kon Tan LLP for the purpose of consolidation

(4) Audited by other auditor

(5) Transferred to disposal group classified as held-for-sale (Note 12) in 2020

7 INVENTORIES

	2020 S\$'000	2019 S\$'000
The Group		
Construction materials	6,801	6,882

The costs of inventories recognised in cost of sales amounted to S\$25,424,000 (2019: S\$38,048,000) for the financial year ended 31 March 2020 (Note 25).

Write-down of inventories amounting to S\$122,000 (2019: S\$nil) is included within "other operating expenses" in profit or loss (Note 22).

8 CONTRACT ASSETS

	2020 S\$'000	2019 S\$'000
The Group		
Contract assets	33,070	35,147

As at 1 April 2018, the Group's gross contract assets balance amounted to S\$27,115,000.

The contract assets relate to the Group's rights to consideration for work completed but are not billed or are held by customers as retention at the end of the reporting period. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customers.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

8 CONTRACT ASSETS (CONTINUED)

	2020 S\$'000	2019 S\$'000
The Group		
Contract assets		
Contract assets recognised in trade receivables upon invoicing	83,462	78,008

Significant judgements are used to estimate total contract costs to complete. In making these estimates, the Group has relied on historical experience and contractual arrangements with contractors/suppliers. The estimated total contract costs are reviewed every reporting period and adjusted where necessary, with the corresponding adjustment to profit margin being recognised prospectively from the date of change.

Analysis of credit risk is set out in Note 31.1.

9 TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Trade receivables from third parties	13,341	16,636	–	–
Less: Allowance for impairment losses	(392)	(3,178)	–	–
	12,949	13,458	–	–
Amounts due from subsidiaries (non-trade)	–	–	90	4,118
Deposits	2,662	1,670	–	–
Staff loans	22	32	–	–
Other receivables	578	676	–	–
	16,211	15,836	90	4,118

As at 1 April 2018, the Group's gross trade receivables, from contracts with customers due from third parties amounted to S\$16,249,000.

The movement in allowance for impairment losses in respect of trade receivables is as follows:

	Allowance for impairment losses S\$'000
The Group	
At 1 April 2018	2,320
Continuing operations	
Allowance made	462
Discontinued operation	
Allowance made	675
Allowance reversed	(279)
	396
At 31 March 2019	3,178
Continuing operations	
Allowance made	219
Allowance reversed	(355)
	(136)
Discontinued operation	
Allowance reversed	(236)
	2,806
Transfer to disposal group classified as held-for-sale	(2,414)
At 31 March 2020	392

As at 31 March 2020, the decrease in gross trade receivables from third parties, mainly due to the transfer of balances relating to the discontinued operation, has contributed to the decrease in loss allowance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

9 TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables that have been determined to be impaired at the end of the reporting period relate to debtors that are in financial difficulties or have defaulted on payments. These trade receivables are not secured by any collateral or credit enhancements.

The non-trade amounts due from subsidiaries, which represent advances to and payments on behalf of the subsidiaries, are unsecured, interest-free and repayable on demand.

Trade and other receivables are denominated in the following currencies:

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Singapore dollar	16,104	14,929	90	4,118
Renminbi	–	644	–	–
Sri Lankan rupee	107	263	–	–
	<u>16,211</u>	<u>15,836</u>	<u>90</u>	<u>4,118</u>

The Group generally extends credit period of 30 to 60 days (2019: 30 to 60 days) to customers, depending on the length of business relationship, payment history, background and financial strength of the customers. The Group actively reviews the trade receivable balances and follow up on outstanding debts with the customers.

The credit risk for trade receivables based on the information provided to key management is as follows:

The Group	2020 S\$'000	2019 S\$'000
<u>By geographical area</u>		
Singapore	12,922	13,303
Sri Lanka	27	155
	<u>12,949</u>	<u>13,458</u>

The ageing analysis of trade receivables is as follows:

	Impairment		Impairment	
	Gross 2020 S\$'000	losses 2020 S\$'000	Gross 2019 S\$'000	losses 2019 S\$'000
Not past due	9,159	(4)	8,383	(18)
Past due 0 to 30 days	1,287	–	1,781	(3)
Past due 31 to 60 days	866	(14)	1,640	(2)
Past due 61 to 90 days	418	(10)	1,429	(53)
Past due over 90 days	1,611	(364)	3,403	(3,102)
	<u>13,341</u>	<u>(392)</u>	<u>16,636</u>	<u>(3,178)</u>

Based on historical default rates, the Group believes that no further impairment allowance is necessary in respect of trade receivables as they mainly arise from customers that have a good credit record with the Group.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

10 OTHER INVESTMENTS

	2020 S\$'000	2019 S\$'000
The Group		
Financial assets at fair value through profit or loss:		
At beginning of year	49	58
Fair value loss recognised in profit or loss (Note 22)	(10)	(9)
At end of year	<u>39</u>	<u>49</u>
Represented by:		
Quoted equity investments	<u>39</u>	<u>49</u>

The fair value of quoted equity investments is determined by reference to stock exchange quoted bid prices at the end of the reporting period.

The other investments are denominated in Singapore dollar.

11 CASH AND BANK BALANCES AND FIXED DEPOSITS

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Cash in banks	2,778	3,510	1	5
Cash on hand	56	58	-	-
	<u>2,834</u>	<u>3,568</u>	<u>1</u>	<u>5</u>
Fixed deposits	161	1,601	-	-
Cash and cash equivalents in the statement of financial position	2,995	5,169	1	5
Add: Cash and cash equivalents in disposal group classified as held-for-sale (Note 12)	636	-	-	-
Less: Fixed deposits pledged	(161)	(1,601)	-	-
Cash and cash equivalents in the statement of cash flows	<u>3,470</u>	<u>3,568</u>	<u>1</u>	<u>5</u>

As at 31 March 2019, fixed deposits of S\$1,435,000 for the Group were pledged to financial institutions to secure loans and overdrafts (Note 16) and other banking facilities, such as bankers' guarantees.

The fixed deposits had a weighted average maturity of 392 days (2019: 19 days) from the end of the reporting period with a weighted average effective interest rate of 6.00% (2019: 1.09%) per annum at the end of the reporting period.

Cash and bank balances and fixed deposits are denominated in the following currencies:

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Singapore dollar	2,746	4,811	1	5
Malaysian ringgit	32	34	-	-
Renminbi	-	34	-	-
Sri Lankan rupee	217	290	-	-
	<u>2,995</u>	<u>5,169</u>	<u>1</u>	<u>5</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

12 DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 31 March 2020, the Group's management has approved the disposal of 60% of shareholdings in Ley Choon (Yantai) Eco-Green Construction Material Ltd. ("LCYT") for consideration of S\$4,800,000 and publicly announced the disposal plans. The entire assets and liabilities related to the LCYT was presented as a disposal group held-for-sale as at 31 March 2020, and the entire results from LCYT was presented separately on the statement of comprehensive income as "Discontinued operation" for the year ended 31 March 2020. The business of LCYT is presented within the Group's Construction Materials segment. The disposal has not been completed yet at the date of these financial statements.

(a) The results of the discontinued operation and the re-measurement of the disposal group are as follows:

	2020 S\$'000	2019 S\$'000
The Group		
Revenue	1	531
Cost of sales	(7)	(808)
Gross loss	(6)	(277)
Other income	1,012	515
Expenses	(768)	(1,226)
Profit/(Loss) before tax	238	(988)
Tax (Note 24)	-	8
Profit/(Loss) after tax from discontinued operation	238	(980)

(b) The impact of the discontinued operation on the cash flows of the Group for the financial year ended 31 March 2020 was as follows:

	2020 S\$'000	2019 S\$'000
The Group		
Operating cash inflows	1,877	473
Investing cash inflows	3	68
Financing cash outflows	(1,262)	(151)
Total cash inflows	618	390

(c) Details of the assets of disposal group classified as held-for-sale were as follows:

	2020 S\$'000
The Group	
Property, plant and equipment	6,285
Right-of-use assets	2,858
Trade and other receivables	645
Prepayments	442
Cash and bank balances	636
	10,866

(d) Details of the liabilities directly associated with disposal group classified as held-for-sale were as follows:

	2020 S\$'000
The Group	
Trade and other payables	4,552
Current tax payable	31
	4,583

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

12 DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

- (e) Cumulative income recognised in other comprehensive income relating to disposal group classified as held-for-sale were as follows:

	2020 S\$'000
The Group	
Currency translation differences	(173)

- (f) Details of assets in non-current asset classified as held-for-sale were as follows:

	2020 S\$'000
The Company	
Unquoted equity investment, at cost (Note 6)	25,440
Allowance for impairment loss (Note 6)	17,440
Carrying amount at end of year	8,000

- (g) Earnings per share from discontinued operation is disclosed in the consolidated statement of profit or loss and other comprehensive income.

13 SHARE CAPITAL

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
<u>Issued and fully paid, with no par value</u>				
At beginning and end of year	79,807	79,807	146,026	146,026
			2020	2019
Comprising:				
Number of ordinary shares			1,184,813,992	1,184,813,992

The Group's share capital amount differs from that of the Company as a result of reverse acquisition accounting on the acquisition of Ley Choon Constructions and Engineering Pte Ltd and its subsidiaries (the "LCCE Group") on 25 July 2012 through the issuance of 3,928,571,429 new ordinary shares in the Company to the shareholders of the LCCE Group.

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

14 OTHER RESERVES

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Foreign currency translation reserve	572	364	-	-
Equity component of convertible bonds	243	243	243	243
Assets distributed to entitled shareholders	-	-	(1,127)	(1,127)
Capital reserve	-	-	29,901	-
Reserve of disposal group classified as held-for-sale	(173)	-	-	-
Other reserve	(43)	-	-	-
	599	607	29,017	(884)

Foreign currency translation reserve

Foreign currency translation reserve arises from the translation of financial statements of foreign operations whose functional currencies are different from the Group's presentation currency.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

14 OTHER RESERVES (CONTINUED)

Equity component of convertible bonds

This represents the residual amount of convertible bonds after deducting the fair value of the liability component. This amount is presented net of tax and any transaction costs arising from the convertible bonds.

Assets distributed to entitled shareholders

Entitled shareholders are shareholders of the Company as at 24 July 2012, prior to the completion of the reverse takeover ("RTO") exercise in 2012. Net assets distributed to entitled shareholders relate to trade and other receivables due to the Company prior to the completion of the RTO, which were collected and distributed to the entitled shareholders.

Capital reserve

Capital reserve relates to the waiver of non-trade amounts owing to subsidiaries of the Company which is recorded directly in equity.

Reserve of disposal group classified as held-for-sale

The reserve of disposal group classified as held-for-sale is the cumulative income recognised in other comprehensive income relating to the disposal group reclassified out from the currency translation reserve.

Other reserve

Other reserve relates to the re-measurements of net defined benefit obligations recognised in other comprehensive income.

15 DEFERRED TAXATION

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
At beginning of year	(35)	577	-	-
Recognised in profit or loss (Note 24)	4	(603)	-	-
Exchange difference on translation	-	(9)	-	-
At end of year	(31)	(35)	-	-

Deferred taxation comprises the following:

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Deferred tax liabilities	(31)	(35)	-	-

Deferred tax assets/(liabilities) are attributable to the following:

	Property, plant and equipment S\$'000	Unutilised tax losses S\$'000	Unabsorbed capital allowances S\$'000	Total S\$'000
The Group				
At 1 April 2018	(2,780)	3,335	22	577
Recognised in profit or loss	(214)	(370)	(19)	(603)
Exchange difference on translation	(9)	-	-	(9)
At 31 March 2019	(3,003)	2,965	3	(35)
Recognised in profit or loss	4	-	-	4
At 31 March 2020	(2,999)	2,965	3	(31)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

15 DEFERRED TAXATION (CONTINUED)

Unrecognised temporary differences relating to unused tax losses and credits

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

	2020 S\$'000	2019 S\$'000
The Group		
Unutilised tax losses	48,576	51,361
Unabsorbed capital allowances	7	450
	<u>48,583</u>	<u>51,811</u>

The unutilised tax losses and unabsorbed capital allowances are allowed to be carried forward and used to offset against future taxable profits of the Company and its subsidiaries in which the items arose, subject to agreement by the relevant tax authorities and compliance with the applicable tax regulations in the respective countries in which the Company and its subsidiaries operate. Deferred tax assets have not been recognised in respect of these items due to the uncertainty whether future taxable profits will be available against which the Company and its subsidiaries can utilise the benefits.

The unutilised tax losses and unabsorbed capital allowances have no expiry date under the respective tax jurisdictions, except for the following amounts of unutilised tax losses:

	2020 S\$'000	2019 S\$'000
The Group		
Expiring in:		
– 2020	–	823
– 2021	224	225
– 2022	464	465
– 2023	554	555
– 2024	1,413	1,416
	<u>2,655</u>	<u>3,484</u>

Unrecognised temporary differences relating to investments in subsidiaries

On 22 February 2008, the Ministry of Finance and the State Administration of Taxation of the PRC issued a joint circular Caishui [2008] No. 1 which states that the distribution of dividends after 1 January 2008 from profits derived before 1 January 2008 will be exempted from withholding tax on distribution to non-resident shareholders. Whereas, dividends distributed out of profits generated thereafter, shall be subject to Enterprise Income Tax ("EIT") at 10% and withheld by foreign invested enterprises, pursuant to Articles 3 and 27 of the EIT Law and Article 91 of its Detailed Implementation Regulations. Non-resident shareholders in countries under double tax treaty with the PRC may enjoy a reduced withholding tax at 5% if certain conditions are met.

Accordingly, there would be no deferred tax liabilities arising from any undistributed profits accumulated up till 31 December 2007 (the "exemption period"). After the exemption period, deferred tax liabilities would be required to the extent per SFRS(I) 1-12 *Income Taxes* on profits accumulated from 1 January 2008.

At the end of the reporting period, no deferred tax liabilities have been recognised as the subsidiary in the PRC does not have undistributed earnings.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

16 BORROWINGS

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Non-current				
Obligations under finance leases	–	112	–	–
Loans from financial institutions	–	34,736	–	–
Convertible bonds	–	15,731	–	15,731
	–	50,579	–	15,731
Current				
Obligations under finance leases	–	759	–	–
Loans from financial institutions	38,607	6,710	–	–
Convertible bonds	15,851	–	15,851	–
	54,458	7,469	15,851	–
	54,458	58,048	15,851	15,731

Convertible bonds

	2020 S\$'000	2019 S\$'000
The Group and the Company		
Liability component at beginning of year	15,731	15,614
Add: Accreted interest	120	117
Liability component at end of year	15,851	15,731

The amount of convertible bonds classified as equity of S\$243,000 is net of attributable transaction costs of S\$5,000.

The convertible bonds are in an aggregate amount of S\$15,975,000. They are convertible into fully-paid ordinary shares of the Company at a fixed conversion price of S\$0.081 per share at the option of the holder, at any time until 31 March 2021 on which they shall be fully repaid.

Obligations under finance leases

	2019 S\$'000
The Group	
Minimum lease payments payable:	
Due not later than one year	777
Due later than one year and not later than five years	113
	890
Less: Finance charges allocated to future periods	(19)
Present value of minimum lease payments	871
Present value of minimum lease payments:	
Due not later than one year	759
Due later than one year and not later than five years	112
	871
Represented by:	
Current	759
Non-current	112
	871

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

16 BORROWINGS (CONTINUED)

Obligations under finance leases (Continued)

It is the Group's policy to lease certain plant and equipment and motor vehicles under finance leases. All finance leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

As at 31 March 2019, the finance leases were secured by the underlying assets, comprising plant and equipment and motor vehicles with carrying amount of S\$2,502,000 and S\$140,000, respectively, for the Group (Note 3) and corporate guarantees by the Company.

Obligations under finance leases are reclassified to lease liabilities (Note 17) on 1 April 2019 arising from the adoption of SFRS(I) 16. The impact of adoption is disclosed in Note 2(c).

Terms and debt repayment schedule

The terms and conditions of borrowings at the end of the reporting period are as follows:

	<u>Currency</u>	<u>Nominal interest rate</u>	<u>Year of maturity</u>	<u>Face value S\$'000</u>	<u>Carrying amount S\$'000</u>
The Group					
2020					
Loans from financial institutions	SGD	4.77%	2021	38,607	38,607
Convertible bonds	SGD	6.50%	2021	15,975	15,851
				<u>54,582</u>	<u>54,458</u>
2019					
Obligations under finance leases	SGD	2.69% to 6.14%	2020 to 2021	890	871
Loans from financial institutions	SGD	4.89%	2021	40,237	40,237
Bank loan	RMB	5.78%	2020	1,209	1,209
Convertible bonds	SGD	6.50%	2021	15,975	15,731
				<u>58,311</u>	<u>58,048</u>
The Company					
2020					
Convertible bonds	SGD	6.50%	2021	15,975	15,851
2019					
Convertible bonds	SGD	6.50%	2021	15,975	15,731

Loans from financial institutions are secured by the following:

- legal mortgages over the Group's property on leasehold land (Note 3);
- charges over certain of the Group's plant and equipment (Note 3);
- charges over shares in the Company's subsidiaries;
- charges over certain of the Group's bank accounts;
- fixed deposits of the Group (Note 11);
- floating charges over all other assets; and/or
- corporate guarantees by the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

16 BORROWINGS (CONTINUED)

Financial covenants

The Group had entered into a Debt Restructuring Agreement ("DRA") on 23 September 2016. The material terms of the DRA include, inter alia, the following:

- (a) Eligible Lenders with existing securities over earnings from the Group's ongoing projects shall release current and future Project Proceeds into the Group's operating bank accounts subject to the terms of the DRA;
- (b) The DRA provides for a mechanism for the repayment of the Project Proceeds, as well as other amounts owed to the Eligible Lenders;
- (c) During the tenor of the DRA, the Group shall repay the principal and interest owing to Eligible Lenders according to a cash sweep mechanism. There will be a bullet repayment for all outstanding amounts due to Eligible Lenders on the final repayment date, being 31 March 2021;
- (d) The Group has granted a security package over the Group's operating bank accounts, fixed assets, and shares in the Company's subsidiaries in favour of the Eligible Lenders whose rights over the security are held and will be exercised through a Security Trustee subject to the terms of, inter alia, the DRA;
- (e) The Group shall continue to dispose of its non-core assets and utilise the proceeds received to repay the Eligible Lenders with security over such assets subject to the terms of the DRA; and
- (f) Interest continues to be payable to the Eligible Lenders until 31 March 2021.

Under the DRA, the Group is required to comply with financial covenants for each six-month testing period as of 31 December 2016 to 31 December 2020. During the financial year ended 31 March 2020, the Group did not meet the financial covenants for the periods ended 30 June 2019 and 31 December 2019, which the Group had subsequently obtained waivers of compliance from the relevant lenders before the end of the financial year. The Group had also obtained waivers of compliance with the financial covenants relating to 30 June 2020 and 31 December 2020 from the relevant lenders before the date of authorisation of the financial statements.

As described in Note 2(a), the Group is currently in discussions with the lenders on certain amendments to the terms, including the financial covenants, and extension of repayment period from 2021 to 2024 in the debt restructuring agreement.

Carrying amounts and fair values

The carrying amounts of short-term borrowings approximate their fair values. The carrying amounts and fair values of long-term borrowings at the end of the reporting period are as follows:

	Carrying amount S\$'000	Fair value S\$'000
The Group		
2019		
Obligations under finance leases	871	908
Loans from financial institutions	40,237	39,752
Convertible bonds	15,731	15,803
	<u>56,839</u>	<u>56,463</u>
The Company		
2019		
Convertible bonds	15,731	15,803
	<u>15,731</u>	<u>15,803</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

16 BORROWINGS (CONTINUED)

Carrying amounts and fair values (Continued)

The fair values are determined from the discounted cash flow analyses, using the discount rates based on the borrowing rates which the directors expect would be available to the Group and the Company at the end of the reporting period, as follows:

	The Group		The Company	
	2020 %	2019 %	2020 %	2019 %
Obligations under finance leases	-	4.28	-	-
Loans from financial institutions and bank overdrafts	-	4.89	-	-
Convertible bonds	-	6.90	-	6.90

The fair value hierarchy of the above long-term borrowings is Level 2. The fair values are estimated using discount rates derived from SIBOR, an observable market interest rate used for similar borrowings with similar risk.

17 LEASE LIABILITIES

	Leasehold land S\$'000	Plant and equipment S\$'000	Motor vehicles S\$'000	Total \$'000
The Group				
At 1 April 2019 (as previously stated)	-	747	124	871
Adjustment on application of SFRS(I) 16	4,530	210	-	4,740
At 1 April 2019 (adjusted)	4,530	957	124	5,611
Addition	-	1,594	1,268	2,862
Accreted interest (Note 23)	189	72	39	300
Effect of changes in market rental rates	(40)	-	-	(40)
Effect of exchange rate differences	-	11	-	11
Payment of lease liabilities and interest	(1,610)	(1,581)	(239)	(3,430)
At 31 March 2020	3,069	1,053	1,192	5,314
Represented by:				
- Non-current	1,576	258	906	2,740
- Current	1,493	795	286	2,574
	3,069	1,053	1,192	5,314

Rental expenses not capitalised in lease liabilities but recognised within "administrative expenses" in profit or loss are set out below:

	2020 S\$'000
The Group	
Short-term leases	748

As at 31 March 2020, the Group's short-term lease commitments at the reporting date are not substantially dissimilar to those giving rise to the Group's short-term lease expense for the year.

Obligations under finance leases (Note 16) are reclassified to lease liabilities on 1 April 2019 arising from the adoption of SFRS(I) 16.

Further information about the financial risk management are disclosed in Note 31.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

18 TRADE AND OTHER PAYABLES

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Trade payables to third parties	22,130	26,338	172	199
Amounts due to subsidiaries (non-trade)	–	–	595	33,052
Accrued expenses	3,795	4,329	14	16
Interest payable	1,218	1,013	1,218	967
Other payables	–	718	113	113
Financial liabilities at amortised cost	27,143	32,398	2,112	34,347
Output taxes, net	908	685	–	–
Provision for retirement benefits	57	–	–	–
	<u>28,108</u>	<u>33,083</u>	<u>2,112</u>	<u>34,347</u>

The average credit period taken to settle trade payables is approximately 60 days (2019: 60 days).

The non-trade amounts due to subsidiaries, which represent advances from and payments on behalf of the Company by the subsidiaries, are unsecured, interest-free and repayable on demand.

As at 31 March 2019, other payables of the Group bear interest ranging from 3.3% to 6.0% per annum.

Trade and other payables are denominated in the following currencies:

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Singapore dollar	27,146	28,145	2,112	34,347
Malaysian ringgit	2	2	–	–
Renminbi	–	4,101	–	–
Sri Lankan rupee	960	835	–	–
	<u>28,108</u>	<u>33,083</u>	<u>2,112</u>	<u>34,347</u>

19 PROVISIONS

The Group	2020 S\$'000	2019 S\$'000
Provision for legal claims and damages	–	541
Provision for liquidated damages	1,799	1,700
Provision for fines and penalty	–	200
	<u>1,799</u>	<u>2,441</u>

The movement in provisions is as follows:

The Group	Provision for legal claims and damages S\$'000	Provision for liquidated damages S\$'000	Provision for fines and penalty S\$'000	Total S\$'000
At 1 April 2018 and 31 March 2019	541	1,700	200	2,441
Provision reversed	(541)	–	(200)	(741)
Provision made (Note 25)	–	99	–	99
At 31 March 2020	<u>–</u>	<u>1,799</u>	<u>–</u>	<u>1,799</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

19 PROVISIONS (CONTINUED)

Provision for legal claims and damages

As at 31 March 2019, the provision relates to a claim by a subcontractor for its work done on a project for the construction of aircraft parking apron, which the Group was disputing and had not made payment. The provision made represents management's estimate of the settlement consideration.

During the financial year ended 31 March 2020, the High Court of The Republic of Singapore passed the judgment to clear the Group of any outstanding liabilities with regards to the claim by the subcontractor. Consequently, the Group has reversed the provision made for legal claims and damages.

Provision for liquidated damages

Provision for liquidated damages is estimated based on the expected potential claim from a customer of the Group.

Provision for fines and penalty

The provision for fines and penalty is estimated based on the amount expected to be paid to a customer. During the financial year ended 31 March 2020, the Group has performed rectification works on the damaged item, which has been verified by the customer. Consequently, the Group has reversed the provision made for fines and penalty.

20 REVENUE

Significant categories of revenue, excluding inter-company transactions and applicable goods and services tax and value-added tax, are detailed as follows:

	Continuing operations		Discontinued operation		Total	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
The Group						
Revenue from contracts with customers						
- Rendering of services	85,148	90,849	-	-	85,148	90,849
- Sale of construction materials	9,231	11,169	1	531	9,232	11,700
	94,379	102,018	1	531	94,380	102,549
Rental of motor vehicles and machinery	69	424	-	-	69	424
	94,448	102,442	1	531	94,449	102,973
Timing of transfer of goods and services						
- Over time	37,888	46,721	-	-	37,888	46,721
- At a point in time	56,491	55,297	1	531	56,492	55,828
	94,379	102,018	1	531	94,380	102,549

21 OTHER INCOME

	Continuing operations		Discontinued operation		Total	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
The Group						
Dividend income from other investments	1	1	-	-	1	1
Foreign exchange gain, net	86	-	17	-	103	-
Gain on disposal of property, plant and equipment	40	-	-	-	40	-
Government grants	144	271	593	41	737	312
Income from training services	490	541	-	-	490	541
Insurance compensation received	184	45	-	-	184	45
Interest income	58	32	-	-	58	32
Rental income	341	671	-	-	341	671
Reversal of other payables	-	124	-	-	-	124
Sale of scrap materials	787	845	-	-	787	845
Subcontract income	-	-	402	352	402	352
Sundry income	27	41	-	122	27	163
	2,158	2,571	1,012	515	3,170	3,086

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

22 OTHER OPERATING EXPENSES

	Continuing operations		Discontinued operation		Total	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
The Group						
Fair value loss on other investments (Note 10)	10	9	–	–	10	9
Foreign exchange loss, net	–	769	–	(347)	–	422
Impairment losses on property, plant and equipment (Note 3)	211	121	–	–	211	121
Impairment losses on right-of-use assets (Note 4)	291	–	–	–	291	–
Miscellaneous expenses	216	21	–	–	216	21
Loss on disposal of property, plant and equipment	–	171	–	–	–	171
Write-down on inventories (Note 7)	122	–	–	–	122	–
	<u>850</u>	<u>1,091</u>	<u>–</u>	<u>(347)</u>	<u>850</u>	<u>744</u>

23 FINANCE COSTS

	Continuing operations		Discontinued operation		Total	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
The Group						
Interest expenses on:						
- loans from financial institutions	1,923	1,802	53	108	1,976	1,910
- finance leases	–	41	–	–	–	41
- convertible bonds	1,091	1,089	–	–	1,091	1,089
- lease liabilities (Note 17)	300	–	–	–	300	–
	<u>3,314</u>	<u>2,932</u>	<u>53</u>	<u>108</u>	<u>3,367</u>	<u>3,040</u>

24 TAXATION

	2020 S\$'000	2019 S\$'000
The Group		
<u>From continuing operations</u>		
Current taxation		
- current year	–	–
- changes in estimates related to prior years	24	(129)
	<u>24</u>	<u>(129)</u>
Deferred taxation (Note 15)		
- origination and reversal of temporary differences	(9)	311
- changes in estimates related to prior years	5	300
	<u>(4)</u>	<u>611</u>
	<u>20</u>	<u>482</u>
<u>From discontinued operation</u>		
Current taxation	–	–
Deferred taxation		
- changes in estimates related to prior years	–	(8)
	<u>–</u>	<u>(8)</u>
	<u>20</u>	<u>474</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

24 TAXATION (CONTINUED)

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the applicable rate of income tax on (losses)/profits as a result of the following:

	2020 S\$'000	2019 S\$'000
The Group		
(Loss)/Profit before taxation		
– Continuing operations	(4,810)	(8,143)
– Discontinued operation (Note 12)	238	(988)
	<u>(4,572)</u>	<u>(9,131)</u>
Tax at statutory rates applicable to different jurisdictions	(849)	(1,554)
Tax effect on non-deductible expenses	1,068	1,006
Tax effect on non-taxable income	(166)	(205)
Tax exempt income and incentives	(296)	–
Deferred tax assets on temporary differences not recognised	636	1,072
Utilisation of previously unrecognised tax losses	(429)	–
Changes in estimates of current taxation related to prior years	24	(129)
Changes in estimates of deferred taxation related to prior years	5	292
Others	27	(8)
	<u>20</u>	<u>474</u>

Singapore

The corporate income tax rate applicable to the Company and the Singapore-incorporated subsidiaries is 17% (2019: 17%) for the financial year ended 31 March 2020.

People's Republic of China ("PRC")

In accordance with the Enterprise Income Tax ("EIT") Law of the PRC, Ley Choon (Yantai) Eco-Green Construction Material Ltd. is subject to the applicable EIT rate of 25% (2019: 25%) for the financial year ended 31 March 2020.

Malaysia

The corporate income tax rate applicable to Ley Choon (M) Sdn. Bhd. is 24% (2019: 24%) for the financial year ended 31 March 2020.

Sri Lanka

The corporate income tax rate applicable to Sri Lanka branch office of Teacly (S) Pte. Ltd. in respect of construction works is 12% (2019: 12%) for the financial year ended 31 March 2020.

For the financial years ended 31 March 2020 and 2019, non-deductible expenses mainly relate to depreciation of non-qualifying property, plant and equipment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

25 LOSS FOR THE YEAR

	Note	Continuing operations		Discontinued operation		Total	
		2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
The Group							
Loss for the year has been arrived at after charging:							
Amortisation of land use rights	5	–	–	–	69	–	69
Cost of inventories recognised in cost of sales	7	25,417	37,529	7	519	25,424	38,048
Depreciation of property, plant and equipment	3	6,922	7,933	628	712	7,550	8,645
Depreciation of right-of-use assets	4	1,919	–	68	–	1,987	–
Operating lease expenses		–	2,107	–	–	–	2,107
Provision for fines and penalty	19	99	–	–	–	99	–
Provision for onerous contracts		–	107	–	–	–	107
Write-down on inventories	7	122	–	–	–	122	–
Audit fees paid/payable to:							
– auditor of the Company		255	255	–	–	255	255
– other auditors		6	6	4	4	10	10
<u>Staff costs</u>							
Directors:							
Directors' fees		190	190	–	–	190	190
Directors' remuneration other than fees:							
– salaries and other related costs		473	514	–	–	473	514
– contributions to defined contribution plans		12	21	–	–	12	21
		<u>675</u>	<u>725</u>	<u>–</u>	<u>–</u>	<u>675</u>	<u>725</u>
Key management personnel (other than directors):							
– salaries and other related costs		1,718	1,819	–	–	1,718	1,819
– contributions to defined contribution plans		114	127	–	–	114	127
		<u>1,832</u>	<u>1,946</u>	<u>–</u>	<u>–</u>	<u>1,832</u>	<u>1,946</u>
Total key management personnel compensation		<u>2,507</u>	<u>2,671</u>	<u>–</u>	<u>–</u>	<u>2,507</u>	<u>2,671</u>
Other than key management personnel:							
– salaries and other related costs		27,044	27,898	81	113	27,125	28,011
– contributions to defined contribution plans		850	1,014	–	–	850	1,014
		<u>27,894</u>	<u>28,912</u>	<u>81</u>	<u>113</u>	<u>27,975</u>	<u>29,025</u>
		<u>30,401</u>	<u>31,583</u>	<u>81</u>	<u>113</u>	<u>30,482</u>	<u>31,696</u>

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FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

26 (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share was based on the loss attributable to ordinary shareholders of S\$4,592,000 (2019: S\$9,605,000) and a weighted average number of ordinary shares outstanding of 1,184,814,000 (2019: 1,184,814,000), calculated as follows:

Loss attributable to ordinary shareholders (basic and diluted)

	Continuing operations S\$'000	Discontinued operation S\$'000	Total S\$'000
The Group			
2020			
(Loss)/Profit for the year attributable to ordinary shareholders	(4,830)	238	(4,592)
2019			
Loss for the year attributable to ordinary shareholders	(8,625)	(980)	(9,605)

Weighted average number of ordinary shares

	2020 '000	2019 '000
The Group		
Weighted average number of ordinary shares in issue during the year (Note 13)	1,184,814	1,184,814

As at 31 March 2020 and 31 March 2019, the convertible bonds were excluded from the calculation of the diluted weighted average number of ordinary shares in issue as their effect would have been anti-dilutive.

27 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

The Ley Choon Performance Share Plan 2018 was approved by the Shareholders at the Annual General Meeting held on 30 July 2018.

The objectives of the Ley Choon Performance Share Plan 2018 are as follows:

- (a) to give the Company the option and flexibility to pay eligible employees' bonuses in the form of cash, shares or a combination of cash and shares, resulting in a better and more flexible salary and cash-flow management for the Company;
- (b) to give the Company the flexibility to impose specific or medium-term performance targets or to impose time-based service conditions, or a combination of both, as a means to reward and steer its executives to better performance and to retain employees with suitable skill sets and talents to drive the growth of the Group;
- (c) to incentivise participants of the Ley Choon Performance Share Plan 2018 to excel in their performance and encourage greater dedication and loyalty to the Company;
- (d) to recognise and reward past contributions and services and motivate participants of the Ley Choon Performance Share Plan 2018 to continue to strive for the Company's long-term prosperity;
- (e) to further strengthen and enhance the Company's competitiveness in attracting and retaining employees with suitable talents; and
- (f) to foster an ownership culture within the Company, and align the interests of participants of the Ley Choon Performance Share Plan 2018 with the interests of the Shareholders.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

27 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

The Ley Choon Performance Share Plan 2018 shall continue to be in force at the discretion of the Remuneration Committee, subject to a maximum period of ten (10) years from the date on which the Ley Choon Performance Share Plan 2018 is adopted by Shareholders, provided always that the Ley Choon Performance Share Plan 2018 may continue beyond the above stipulated period with the approval of the Company's Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

No performance shares have been allotted and issued to any employees or Directors of the Company since the Ley Choon Performance Share Plan 2018's commencement.

28 SIGNIFICANT RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in the financial statements, transactions with related parties based on terms agreed between parties are as follows:

	2020 S\$'000	2019 S\$'000
The Group		
Rental paid to an entity with a common director as the Company	23	23

The directors are of the opinion that the transactions above have been entered in normal course of businesses and have been established on terms and conditions that are not materially different from those obtainable in transactions with third parties.

29 LEASES

As at 31 March 2019, the Group was committed to making the following payments in respect of non-cancellable operating leases of land, buildings and offices:

	2019 S\$'000
The Group	
Not later than one year	2,073
Later than one year and not later than five years	3,047
Later than five years	454
	<u>5,574</u>

As at 31 March 2019, the leases on which rentals are payable expires between 30 April 2019 and 8 September 2025, and the rent payable on the leases ranges from S\$1,000 to S\$44,000 per month.

The leases have no renewal option or contingent rent provision included in the contracts.

As disclosed in Note 2(c), the Group has adopted SFRS(I) 16 on 1 April 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the statement of financial position as at 1 April 2019, except for short-term leases.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

30 OPERATING SEGMENTS

The Group has two reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different marketing strategies.

For each of the strategic business unit, the Group's CEO, who is the chief operating decision maker, monitors the operating results of its business units for the purpose of making decisions about resource allocation and performance assessment. The Group's CEO reviews internal management reports at least on a monthly basis. The following summary describes the operations in each of the Group's reportable segments:

- (i) Pipes and roads segment which comprises underground utilities infrastructure construction and maintenance; sewer pipeline rehabilitation; and road and airfield construction and maintenance.
- (ii) Construction materials segment which comprises asphalt pre-mix production; and construction waste recycling.

There are no operating segments that have been aggregated to form the above reportable operating segments.

Other operations relate to general corporate activities and others.

Information regarding the results of each reportable segment is included in the following tables. Performance is measured based on segment profit (before taxation and unallocated expenses), as included in the internal management reports that are reviewed by the Group's CEO, which in certain respects, as explained in the following tables, is different from profit in the consolidated financial statements. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Inter-segment pricing is determined on an arm's length basis.

The Group's income taxes are managed on a group basis and are not allocated to operating segments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

30 OPERATING SEGMENTS (CONTINUED)

	Continuing operations				Discontinued operation				Total			
	Pipes and roads		Construction materials		Other operations		Construction materials		Other operations			
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019		
\$S'000	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000		
The Group	85,217	91,273	9,231	11,169	-	-	1	531	-	-	94,449	102,973
External revenue	35,493	33,259	7,259	7,976	-	-	-	-	-	-	42,752	41,235
Inter-segment revenue	120,710	124,532	16,490	19,145	-	-	1	531	-	-	137,201	144,208
Total revenue	-	-	-	-	-	-	-	-	-	-	-	-
Interest income	(268)	(42)	-	-	58	32	-	-	-	-	58	32
Interest expense	-	-	-	-	(3,046)	(2,890)	(53)	(108)	-	-	(3,367)	(3,040)
Amortisation of land use rights	-	-	-	-	-	-	-	-	(69)	-	-	(69)
Depreciation of property, plant and equipment	(4,152)	(5,090)	(297)	(308)	(2,473)	(2,535)	(628)	(712)	-	-	(7,550)	(8,645)
Depreciation of right-of-use assets	(1,919)	-	-	-	-	-	-	-	(68)	-	(1,987)	-
Impairment losses on property, plant and equipment	(101)	(55)	(101)	(44)	(9)	(22)	-	-	-	-	(211)	(121)
Impairment losses on right-of-use assets	(291)	-	-	-	-	-	-	-	-	-	(291)	-
Reportable segment profit/(loss) before tax	2,765	994	1,868	1,656	(9,443)	(10,793)	238	(988)	-	-	(4,572)	(9,131)
Reportable segment assets	73,498	72,431	7,368	1,695	21,067	31,349	10,866	11,417	-	-	112,799	116,892
Capital expenditure	1,150	688	-	-	143	108	-	-	-	-	1,293	796
Reportable segment liabilities	25,801	23,647	3,498	3,375	60,465	61,329	4,583	4,132	-	1,209	94,347	93,692

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FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

30 OPERATING SEGMENTS (CONTINUED)

Reconciliations of segment amounts to consolidated financial statements

	2020 S\$'000	2019 S\$'000
Revenue		
Total revenue for reportable segments	137,201	144,208
Elimination of inter-segment revenue	(42,752)	(41,235)
Elimination of discontinued operation	(1)	(531)
Consolidated revenue from continuing operations	<u>94,448</u>	<u>102,442</u>
Profit or loss before tax		
Total profit before tax for reportable segments	4,871	1,662
Other corporate expenses	(9,443)	(10,793)
Elimination of discontinued operation	(238)	988
Consolidated loss before tax from continuing operations	<u>(4,810)</u>	<u>(8,143)</u>
Assets		
Total assets for reportable segments	91,732	85,543
Property, plant and equipment	11,663	18,452
Other unallocated assets	9,404	12,897
Consolidated total assets	<u>112,799</u>	<u>116,892</u>
Liabilities		
Total liabilities for reportable segments	33,882	31,154
Borrowings	54,458	57,177
Other unallocated liabilities	6,007	5,361
Consolidated total liabilities	<u>94,347</u>	<u>93,692</u>

Geographical information

The pipes and roads and construction materials businesses are managed on a worldwide basis and the Group operates principally in Singapore, PRC and Sri Lanka.

In presenting information on the basis of geographical areas of operations, segment revenue is based on the geographical locations of customers and segment assets are based on the geographical locations of the assets.

	2020 S\$'000	2019 S\$'000
Revenue		
Singapore	90,824	97,745
Sri Lanka	3,624	4,697
Consolidated revenue from continuing operations	<u>94,448</u>	<u>102,442</u>
Non-current assets*		
Singapore	38,720	38,691
PRC	-	9,852
Sri Lanka	1,217	1,597
Consolidated non-current assets	<u>39,937</u>	<u>50,140</u>

* Non-current assets comprise property, plant and equipment, right-of-use assets, land use rights and club membership.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

30 OPERATING SEGMENTS (CONTINUED)

Major customers

During the financial year ended 31 March 2020, revenue from three customers (2019: two customers) in respect of the Group's pipes and roads segment amounted to S\$72,352,000 (2019: S\$70,435,000). The details of these customers which individually contributed 10 percent or more of the Group's revenue are as follows:

	2020	2020	2019	2019
	S\$'000	%	S\$'000	%
Customer A	46,145	48	60,263	59
Customer B	14,346	15	10,172	10
Customer C	11,861	12	*	*
Total	<u>72,352</u>	<u>75</u>	<u>70,435</u>	<u>69</u>

* Below 10 percent

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group has documented financial risk management policies. These policies set out the Group's overall business strategies and its risk management philosophy. The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

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

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. Market risk exposures are measured using sensitivity analysis for interest rate risk (Note 31.3) and foreign currency risk (Note 31.4).

The Group does not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rates and foreign exchange.

31.1 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's exposure to credit risk arises primarily from trade and other receivables. For trade receivables, the Group adopts the practice of dealing only with those customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

The Group's objective is to seek continual growth while minimising losses incurred due to increased credit risk exposure.

The Group has established a credit policy under which the creditworthiness of each new customer is evaluated individually before the Group grants credit to the customer. Credit limits are established for each customer, which represents the maximum open amount without requiring approval from the directors. Payments will be required to be made upfront by customers which do not meet the Group's credit requirements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

31.1 Credit risk (Continued)

Amounts due from customers are closely monitored and reviewed on a regular basis to identify any non-payment or delay in payment, and to understand the reasons, so that appropriate actions can be taken promptly. Through on-going credit monitoring and existing collection procedures in place, credit risk is mitigated substantially.

Amount not paid after the credit period granted will be considered past due. The credit terms granted to customers are based on the Group's assessment of their creditworthiness and in accordance with the Group's policy.

The Group's trade receivables comprise two major debtors (2019: two major debtors) that represented 69% (2019: 61%) of net trade receivables.

The Group and the Company have contract assets, trade and other receivables and cash and bank balances and fixed deposits that are subject to the expected credit loss model. While contract assets, other receivables and cash and bank balances and fixed deposits are subject to the impairment requirements of SFRS(I) 9, the identified impairment loss is insignificant.

Trade receivables

The Group applies the SFRS(I) 9 simplified approach to measuring expected credit losses ("ECLs") which uses a lifetime ECL allowance for all trade receivables.

To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 36 months and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the trade receivables. The Group has identified the GDP and the unemployment rate of the countries in which it operates to be the most relevant factors and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, below is the information about the credit risk exposure on the Group's trade receivables using provision matrix:

	Current S\$'000	Past due 0 to 30 days S\$'000	Past due 31 to 60 days S\$'000	Past due 61 to 90 days S\$'000	Past due more than 90 days S\$'000	Total S\$'000
The Group						
2020						
Gross carrying amount	9,159	1,287	866	418	1,611	13,341
Expected credit loss rate (%)	0.04	–	1.62	2.39	22.59	
Loss allowance	4	–	14	10	364	392
2019						
Gross carrying amount	8,383	1,781	1,640	1,429	3,403	16,636
Expected credit loss rate (%)	0.22	0.17	0.13	3.71	91.15	
Loss allowance	18	3	2	53	3,102	3,178

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

31.1 Credit risk (Continued)

Contract assets and other receivables

Loss allowance for contract assets and other receivables is measured at an amount equal to lifetime ECLs which is consistent with the approach adopted for trade receivables. The ECLs on contract assets and other receivables are estimated by reference to track record of the counterparties, their business and financial conditions where information is available, and knowledge of any events or circumstances impeding recovery of the amounts. At the end of the reporting period, no loss allowance for contract assets and other receivables was required.

Amounts due from subsidiaries (non-trade)

The amounts due from subsidiaries are considered to have low credit risk as the Company has control over the operating, investing and financing activities of its subsidiaries. The use of advances to assist with the subsidiaries' cash flow management is in line with the Group's capital management. There has been no significant increase in the credit risk of the amounts due from subsidiaries since initial recognition. In determining the ECLs, management has taken into account the financial position of the subsidiaries, and a forward-looking analysis of the financial performance of operations of the subsidiaries.

Management has assessed that the Company is not exposed to significant credit losses in respect of the amounts due from subsidiaries.

Exposure to credit risk

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statements of financial position, except for letters of financial support and corporate guarantees issued by the Company to and on behalf of subsidiaries.

At the end of the reporting period, the Company has issued corporate guarantees to financial institutions for the borrowings undertaken by its subsidiaries (Note 16). These borrowings amounted to S\$38,607,000 (2019: S\$42,317,000) at the end of the reporting period. The credit risk, being the principal risk to which the Company is exposed, represents the loss that would be recognised upon a default by the subsidiaries.

The current interest rates charged by the lenders on the loans to the subsidiaries are at market rates and are consistent with the borrowing costs of the subsidiaries without any corporate guarantee.

At the end of the reporting period, the Company does not consider it probable that a claim will be made against it under the corporate guarantees.

To mitigate credit risk arising from corporate guarantees, management continually monitors the risk and has established processes including performing credit evaluations of the parties for which the Group provides corporate guarantees. Corporate guarantees are only for intra-group financing purposes and given by the Company on behalf of its subsidiaries.

The Group's and the Company's major classes of financial assets are bank deposits and or trade receivables. Cash is held with established financial institutions. Further details of credit risks on trade and other receivables are disclosed in Note 9.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

31.2 Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows:

	Carrying amount S\$'000	Contractual undiscounted cash flows S\$'000	Less than 1 year S\$'000	Between 1 and 5 years S\$'000
The Group				
2020				
<u>Non-derivative financial liabilities</u>				
Trade and other payables * (Note 18)	27,143	27,143	27,143	-
Borrowings (Note 16)	54,458	56,295	56,295	-
Lease liabilities (Note 17)	5,314	5,759	2,779	2,980
	<u>86,915</u>	<u>89,197</u>	<u>86,217</u>	<u>2,980</u>
2019				
<u>Non-derivative financial liabilities</u>				
Trade and other payables * (Note 18)	32,398	32,398	32,398	-
Borrowings (Note 16)	58,048	66,031	10,793	55,238
	<u>90,446</u>	<u>98,429</u>	<u>43,191</u>	<u>55,238</u>
The Company				
2020				
<u>Non-derivative financial liabilities</u>				
Trade and other payables (Note 18)	2,112	2,112	2,112	-
Borrowings (Note 16)	15,851	15,975	15,975	-
	<u>17,963</u>	<u>18,087</u>	<u>18,087</u>	<u>-</u>
Intragroup financial guarantees	<u>38,607</u>	<u>40,320</u>	<u>40,320</u>	<u>-</u>
2019				
<u>Non-derivative financial liabilities</u>				
Trade and other payables (Note 18)	34,347	34,347	34,347	-
Borrowings (Note 16)	15,731	19,277	973	18,304
	<u>50,078</u>	<u>53,624</u>	<u>35,320</u>	<u>18,304</u>
Intragroup financial guarantees	<u>42,317</u>	<u>46,754</u>	<u>9,820</u>	<u>36,934</u>

* Excluding output taxes and provision for retirement benefits

Except for the Company's cash flows arising from its intra-group corporate guarantees (Note 31.1), it is not expected that the cash flows included in the maturity analysis of the Group and the Company could occur significantly earlier, or at significantly different amounts.

At the end of the reporting period, the Company does not consider it probable that a claim will be made against it under the intra-group corporate guarantees.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

31.2 Liquidity risk (Continued)

There are no terms and conditions attached to the guarantee contracts that would have a material effect on the amount, timing and uncertainty of the Company's future cash flows.

The Group and the Company ensure that there are adequate funds to meet all their obligations in a timely and cost-effective manner. The Group and the Company maintain sufficient level of cash and bank balances to meet their working capital requirements.

31.3 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 loans from financial institutions at floating rates. Finance leases, lease liabilities, convertible bonds and fixed deposits bear interest at fixed rates. All other financial assets and liabilities are interest-free.

At the end of the reporting period, the carrying amount of the interest-bearing financial instruments is as follows:

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Fixed rate instruments				
Financial assets				
– fixed deposits	161	1,601	–	–
Financial liabilities				
– obligations under finance leases	–	(871)	–	–
– convertible bonds	(15,851)	(15,731)	(15,851)	(15,731)
– lease liabilities	(5,314)	–	–	–
	<u>(21,165)</u>	<u>(16,602)</u>	<u>(15,851)</u>	<u>(15,731)</u>
	<u>(21,004)</u>	<u>(15,001)</u>	<u>(15,851)</u>	<u>(15,731)</u>
Variable rate instruments				
Financial liabilities				
– loans from financial institutions	(38,607)	(41,446)	–	–

Fair value sensitivity analysis for fixed rate instruments

The Group and the Company do not account for any fixed rate assets or liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

At the end of the reporting period, if interest rates had been 100 (2019: 100) basis points higher/lower with all other variables held constant, the Group's results net of tax and equity would have been S\$386,000 (2019: S\$414,379,000) lower/higher, arising mainly as a result of higher/lower interest expenses on floating rate loans from financial institutions and bank overdrafts, offset by higher/lower interest income from floating rate bank balances.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

31.3 Interest rate risk (Continued)

Cash flow sensitivity analysis for variable rate instruments (Continued)

The magnitude represents management's assessment of the likely movement in interest rates under normal economic conditions. This analysis has not taken into account the associated tax effects and assumes that all other variables, in particular foreign currency rates, remain constant.

The Group's and the Company's policy is to obtain the most favourable interest rates available without increasing its interest rate exposure.

31.4 Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk arises when transactions are denominated in foreign currencies.

The Group has transactional currency exposures arising from transactions that are denominated in a currency other than the respective functional currencies of group entities, namely Sri Lankan rupee, Malaysian ringgit and Renminbi for the branch office in Sri Lanka and subsidiaries in Malaysia and the PRC, respectively, and Singapore dollar for the Company and its Singapore-incorporated subsidiaries. The foreign currency in which these transactions are denominated is primarily Singapore dollar for the branch office in Sri Lanka and subsidiary in the PRC. Consequently, the Group is exposed to movements in foreign currency exchange rates.

The Group's exposures in financial instruments (including intra-group balances) to the various foreign currencies (other than the respective functional currencies of group entities) are mainly as follows:

	Singapore dollar S\$'000
The Group	
2020	
Trade and other receivables	18,722
Cash and bank balances	4
Trade and other payables	(26,775)
Net exposure	<u>(8,049)</u>
2019	
Trade and other receivables	25,991
Cash and bank balances	4
Trade and other payables	(25,212)
Net exposure	<u>783</u>

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the Singapore dollar ("SGD") exchange rate (against Renminbi and Sri Lankan rupee), with all other variables held constant, of the Group's profit net of tax and equity.

		2020 S\$'000	2019 S\$'000
The Group			
SGD	- strengthened 5% (2019: 5%)	(402)	39
	- weakened 5% (2019: 5%)	402	(39)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

31.5 Market price risk

Market price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices.

The Group is exposed to market price risks arising from its investment in equity securities listed on the Singapore Exchange Securities Trading Limited and Bursa Malaysia Securities Berhad. Such investments are designated at fair value through profit or loss. The Group does not actively trade the investments.

Market price sensitivity

At the end of the reporting period, if the Straits Times Index and Bursa Malaysia KLCI Index had been 5% (2019: 5%) higher/lower with all other variables held constant, the Group's results net of tax and equity would have been S\$2,000 (2019: S\$2,000) higher/lower, arising as a result of an increase/decrease in the fair value of the quoted equity securities.

32 CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are:

- (a) To safeguard the Group's and the Company's ability to continue as going concern;
- (b) To support the Group's and the Company's stability and growth;
- (c) To provide capital for the purpose of strengthening the Group's and the Company's risk management capability; and
- (d) To provide an adequate return to shareholders.

The Group and the Company actively and regularly review and manage its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and the Company, and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group and the Company currently do not adopt any formal dividend policy.

There were no changes in the Group's and the Company's approach to capital management during the financial year.

The Group and the Company are not subject to externally imposed capital requirements, except as disclosed below.

In the last financial year, the subsidiary in the PRC is required to make appropriation to a Statutory Reserve Fund ("SRF"). At least 10% of the statutory net profit for each year, 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 at least 50% of the registered capital. Subject to approval from the relevant PRC authority, the SRF may be used to offset any accumulated losses or increase the registered capital. The SRF is not available for dividend distribution to owners. The directors have decided that 10% of the net profit, if any, reported in the statutory financial statements of the PRC subsidiary, be appropriated each year to the SRF. As the PRC subsidiary has not generated any profits, there have been no contributions to the SRF.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

32 CAPITAL MANAGEMENT (CONTINUED)

The Group and the Company monitor capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt comprises trade and other payables and borrowings, less cash and bank balances and fixed deposits. Total capital represents equity attributable to owners of the Company.

	The Group		The Company	
	2020 S\$'000	2019 S\$'000	2020 S\$'000	2019 S\$'000
Trade and other payables (Note 18)	28,108	33,083	2,112	34,347
Borrowings (Note 16)	54,458	58,048	15,851	15,731
Lease liabilities (Note 17)	5,314	–	–	–
Total debt	87,880	91,131	17,963	50,078
Less: Cash and bank balances and fixed deposits (Note 11)	(2,995)	(5,169)	(1)	(5)
Net debt	84,885	85,962	17,962	50,073
Equity attributable to owners of the Company	18,452	23,200	28,592	32,794
Total capital	18,452	23,200	28,592	32,794
Total capital and net debt	103,337	109,162	46,554	82,867
Gearing ratio	82%	79%	39%	60%

33 FINANCIAL INSTRUMENTS

Accounting classifications of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities in each category are as follows:

	Amortised cost S\$'000	Mandatorily at FVTPL S\$'000	Other financial liabilities at amortised cost S\$'000	Total S\$'000
The Group				
2020				
<u>Financial assets</u>				
Trade and other receivables (Note 9)	16,211	–	–	16,211
Other investments (Note 10)	–	39	–	39
Cash and bank balances (Note 11)	2,834	–	–	2,834
Fixed deposits (Note 11)	161	–	–	161
	<u>19,206</u>	<u>39</u>	<u>–</u>	<u>19,245</u>
<u>Financial liabilities</u>				
Borrowings (Note 16)	–	–	54,458	54,458
Lease liabilities (Note 17)	–	–	5,314	5,314
Trade and other payables * (Note 18)	–	–	27,143	27,143
	<u>–</u>	<u>–</u>	<u>86,915</u>	<u>86,915</u>
2019				
<u>Financial assets</u>				
Trade and other receivables (Note 9)	15,836	–	–	15,836
Other investments (Note 10)	–	49	–	49
Cash and bank balances (Note 11)	3,568	–	–	3,568
Fixed deposits (Note 11)	1,601	–	–	1,601
	<u>21,005</u>	<u>49</u>	<u>–</u>	<u>21,054</u>
<u>Financial liabilities</u>				
Borrowings (Note 16)	–	–	58,048	58,048
Trade and other payables * (Note 18)	–	–	32,398	32,398
	<u>–</u>	<u>–</u>	<u>90,446</u>	<u>90,446</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

33 FINANCIAL INSTRUMENTS (CONTINUED)

Accounting classifications of financial assets and financial liabilities (Continued)

	Amortised cost S\$'000	Mandatorily at FVTPL S\$'000	Other financial liabilities at amortised cost S\$'000	Total S\$'000
The Company				
2020				
<u>Financial assets</u>				
Trade and other receivables (Note 9)	90	-	-	90
Cash and bank balances (Note 11)	1	-	-	1
	<u>91</u>	<u>-</u>	<u>-</u>	<u>91</u>
<u>Financial liabilities</u>				
Borrowings (Note 16)	-	-	15,851	15,851
Trade and other payables (Note 18)	-	-	2,112	2,112
	<u>-</u>	<u>-</u>	<u>17,963</u>	<u>17,963</u>
2019				
<u>Financial assets</u>				
Trade and other receivables (Note 9)	4,118	-	-	4,118
Cash and bank balances (Note 11)	5	-	-	5
	<u>4,123</u>	<u>-</u>	<u>-</u>	<u>4,123</u>
<u>Financial liabilities</u>				
Borrowings (Note 16)	-	-	15,731	15,731
Trade and other payables (Note 18)	-	-	34,347	34,347
	<u>-</u>	<u>-</u>	<u>50,078</u>	<u>50,078</u>

* Excluding output taxes and provision for retirement benefits

Fair values

The carrying amount of financial assets and liabilities with a maturity of less than one year is assumed to approximate their fair values.

However, the Group and the Company do not anticipate that the carrying amounts recorded at the end of the reporting period would be significantly different from the values that would eventually be received or settled.

The face value less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year, comprising trade and other receivables, cash and bank balances and fixed deposits, borrowings (which are short-term or repayable on demand), and trade and other payables, are assumed to approximate their fair values. The fair value of financial liabilities is estimated by discounting the future contractual cash flows at the current market interest rate available to the Group and the Company for similar financial instruments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

33 FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as is prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs).

Financial assets measured at fair value

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
The Group				
2020				
Quoted equity investments at FVTPL	39	–	–	39
2019				
Quoted equity investments at FVTPL	49	–	–	49

The fair value of financial instruments traded in active markets (quoted equity investments) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

Financial assets and liabilities not measured at fair value but for which fair values are disclosed *

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
The Group				
2019				
Obligations under finance leases	–	908	–	908
Loans from financial institutions	–	39,752	–	39,752
Convertible bonds	–	15,803	–	15,803
	–	56,463	–	56,463
The Company				
2019				
Convertible bonds	–	15,803	–	15,803

* Exclude financial assets and financial liabilities whose carrying amounts measured on the amortised cost basis approximate their fair values due to their short-term or repayable on demand nature and where the effect of discounting is immaterial.

The carrying amounts of interest-bearing loans that reprice within six months of the end of the reporting period approximate their fair values. The fair values of all other interest-bearing loans are calculated based on discounted expected future principal and interest cash flows.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

34 EVENTS AFTER THE REPORTING PERIOD

On 28 April 2020, the Company announced that its wholly-owned subsidiaries, Ley Choon Constructions and Engineering Pte Ltd and Chin Kuan Engineering and Contractors Pte Ltd, have successfully secured three contracts worth approximately S\$7.20 million in aggregate for urgent repair works of underground services.

On 9 July 2020, the Company announced that its wholly-owned subsidiaries, Pan Alliance Technology International Pte. Ltd., Teacly (S) Pte. Ltd. and Chin Kuan Engineering and Contractors Pte Ltd have successfully secured four contracts worth approximately S\$36.93 million in aggregate for repairs and maintenance works of underground services and underground infrastructure works.

On 24 August 2020, the Company announced that its wholly-owned subsidiaries, Ley Choon Constructions and Engineering Pte Ltd and Teacly (S) Pte. Ltd., have successfully secured four contracts worth approximate S\$41.98 million in aggregate for underground services installation and construction works.

SHAREHOLDINGS STATISTICS

AS AT 16 OCTOBER 2020

No of Issued Shares	:	1,184,813,992
Class of Shares	:	Ordinary shares
Voting Rights	:	1 vote for each ordinary share (excluding treasury shares and subsidiary holdings)

There are no treasury shares held by the Company or subsidiary holdings as at 16 October 2020.

ANALYSIS OF SHAREHOLDINGS

Range of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	48	1.47	494	0.00
100 – 1,000	1,363	41.76	707,883	0.06
1,001 – 10,000	763	23.38	3,093,546	0.26
10,001 – 1,000,000	1,018	31.19	165,135,659	13.94
1,000,001 and above	72	2.20	1,015,876,410	85.74
	3,264	100.00	1,184,813,992	100.00

SHAREHOLDINGS HELD IN THE HAND OF PUBLIC SHAREHOLDERS

As at 16 October 2020, approximately 34.99% of the shareholdings is held in the hands of the public. At least 10% of the Company's issued ordinary shares are held in the hands of the public at all times and the Company is in compliance with Rule 723 of the Listing Manual Section B: Rules of Catalyst.

TOP 20 SHAREHOLDERS

S/No	Name of Shareholder	No. of Shares	%
1.	ZHENG CHOON HOLDING PTE LTD	588,319,000	49.65
2.	HIAP HOE INVESTMENT PTE LTD	176,536,000	14.90
3.	DBS NOMINEES (PRIVATE) LIMITED	32,195,101	2.72
4.	CITIBANK NOMINEES SINGAPORE PTE LTD	23,552,900	1.99
5.	ANG LAY LEONG	21,000,000	1.77
6.	OCBC SECURITIES PRIVATE LIMITED	12,368,342	1.04
7.	TAN TECK WEI	10,711,935	0.90
8.	RAFFLES NOMINEES (PTE.) LIMITED	9,797,200	0.83
9.	PHILLIP SECURITIES PTE LTD	7,265,953	0.61
10.	SIM TOCK MANG	6,200,000	0.52
11.	NG CHOON YEONG	5,210,200	0.44
12.	DB NOMINEES (SINGAPORE) PTE LTD	5,149,330	0.43
13.	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	4,819,850	0.41
14.	TOH KENG HONG	4,248,000	0.36
15.	WONG NYUK LIAN	4,220,000	0.36
16.	NGIN CHOON KAY	3,996,100	0.34
17.	PEH HOCK SIONG	3,900,000	0.33
18.	CHEN JET HOW	3,860,000	0.33
19.	TENG CHUN YONG PATRICK	3,800,000	0.32
20.	LIM EE CHUAN	3,714,886	0.31
		930,864,797	78.56

SHAREHOLDINGS STATISTICS

AS AT 16 OCTOBER 2020

SUBSTANTIAL SHAREHOLDERS

Name	Number of shares held			
	Direct Interest	%	Deemed Interest	%
Zheng Choon Holding Pte. Ltd.	588,319,000	49.65%	–	–
Toh Choo Huat ⁽¹⁾	794,000	0.07%	588,319,000	49.65%
Toh Swee Kim ⁽²⁾	220,000	0.02%	588,319,000	49.65%
Toh Chew Leong ⁽³⁾	–	–	588,319,000	49.65%
Toh Chew Chai ⁽⁴⁾	–	–	588,319,000	49.65%
Hiap Hoe Investment Pte. Ltd.	176,536,000	14.9%	–	–
Hiap Hoe Limited ⁽⁵⁾	–	–	176,536,000	14.9%

Notes:

- (1) Mr Toh Choo Huat holds 27.2% of the shareholding in Zheng Choon Holding Pte. Ltd. As such, Mr Toh Choo Huat is deemed to be interested in the Shares held by Zheng Choon Holding Pte. Ltd.
- (2) Mr Toh Swee Kim holds 23.7% of the shareholding in Zheng Choon Holding Pte. Ltd. As such, Mr Toh Swee Kim is deemed to be interested in the Shares held by Zheng Choon Holding Pte. Ltd.
- (3) Mr Toh Chew Leong holds 25.4% of the shareholding in Zheng Choon Holding Pte. Ltd. As such, Mr Toh Chew Leong is deemed to be interested in the Shares held by Zheng Choon Holding Pte. Ltd.
- (4) Mr Toh Chew Chai holds 23.7% of the shareholding in Zheng Choon Holding Pte. Ltd. As such, Mr Toh Chew Chai is deemed to be interested in the Shares held by Zheng Choon Holding Pte. Ltd.
- (5) Hiap Hoe Investment Pte. Ltd. is 100% owned by Hiap Hoe Limited. As such, Hiap Hoe Limited is deemed to be interested in the Shares held by Hiap Hoe Investment Pte. Ltd.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by way of electronic means on Friday, 27 November 2020 at 10.00 a.m. to transact the following businesses as set out below.

This Notice has been made available on SGXNet and the Company's website at the URL <https://www.leychoon.com> and may also be accessed at the URL <https://agm.conveneagm.com/leychoon/>. A printed copy of this Notice will NOT be despatched to members.

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' Statement and the Auditors' Report of the Company. (Resolution 1)
2. To re-elect as a Director, Mr Ling Chung Yee who is retiring under Regulation 107 of the Company's Constitution.

Mr Ling Chung Yee will, upon re-election as a Director of the Company, remain an Independent Director of the Company. (Resolution 2)

[See Explanatory Note (I)]
3. To re-elect as a Director, Mr Chia Soon Hin William who is retiring under Regulation 107 of the Company's Constitution.

Mr Chia Soon Hin William will, upon re-election as a Director of the Company, remain an Independent Director of the Company. (Resolution 3)

[See Explanatory Note (I)]
4. To approve the payment of Directors' fees of S\$190,000 for the financial year ending 31 March 2021, to be paid quarterly in arrears. (Resolution 4)
5. To re-appoint Messrs Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 5)
6. To transact any other business that may be transacted at an Annual General Meeting.

SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following Ordinary Resolution with or without any modifications:

"That pursuant to Section 161 of the Companies Act, Cap. 50 ("**Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively "**Instruments**") that might or would require shares to be issued, including but not limited to the creation or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions, for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided always that:

- (I) the aggregate number of shares (including shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the Shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such 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 (I) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the Company at the time of the passing of this Resolution, after adjusting for:
 - (aa) new shares arising from the conversion or exercise of any convertible securities;
 - (bb) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of shares;
- (III) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (IV) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held whichever is the earlier."

(Resolution 6)

[See Explanatory Note (II)]

8. To consider and, if thought fit, pass the following Ordinary Resolution with or without any modifications:

"Resolved that the Board of Directors of the Company be and is hereby authorised to offer and grant awards ("**Awards**") in accordance with the provisions of the Ley Choon Performance Share Plan 2018 (the "**PSP**") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards under the PSP, provided always that the total number of new shares to be allotted and issued pursuant to an Award granted under the PSP, when added to the number of shares issued and issuable in respect of all Awards granted under the PSP and any other share scheme, shall not exceed 15% of the issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding the date of the Award."

(Resolution 7)

[See Explanatory Note (III)]

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Joint Company Secretaries
5 November 2020

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- I. For details of Mr Ling Chung Yee and Mr Chia Soon Hin William's disclosures pursuant to Rule 720(5) of the Catalist Rules, please refer to pages 70 to 76 of the Company's Annual Report for the financial year ended 31 March 2020.
- II. The Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and any subsequent bonus issue, consolidation or subdivision of shares.

- III. The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company pursuant to the vesting of awards granted under the PSP of up to a number which when added to the number of new shares issued and issuable in respect of all awards granted under the PSP or any other share scheme shall not exceed in total 15% of the issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) from time to time. The PSP was first approved by the shareholders of the Company at the Annual General Meeting held on 30 July 2018. Please refer to the Company's Letter to Shareholders dated 13 July 2018 for further details.

Notes:

- (1) Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting ("AGM") are set out in the Company's announcement dated 5 November 2020 entitled "Important Notice to Shareholders Regarding the Company's Annual General Meeting on 27 November 2020" which has been uploaded together with this Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the URL <https://www.leychoon.com>.

In particular, the AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM through a "live" webcast or listen to these proceedings through a "live" audio feed via his/her/its mobile phones, tablets or computers. In order to do so, a member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by 10.00 a.m. on 24 November 2020, at the URL <https://agm.conveneagm.com/leychoon/>, to create an account and enable the Company to verify their members' status. Following authentication of their status as members, authenticated members will receive an email on their authentication status by 26 November 2020 and will be able to watch the "live" webcast or listen to the "live" audio feed using the account created. Members who have received the email must not forward the email to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the "live" webcast or "live" audio feed. Shareholders who do not receive an email by 10.00 a.m. on 26 November 2020, but who have registered by the deadline of 10.00 a.m. on 24 November 2020, should contact the Company at the following email address: agmfy20@leychoon.com.

Non-CPF/SRS holders whose shares are registered under Depository Agents ("DAs") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to watch the AGM proceedings through a "live" webcast or listen through a "live" audio feed.

Corporate shareholders must also submit the Corporate Representative Certificate at agmfy20@leychoon.com, in addition to the registration procedures as set out in the paragraphs above, by 10.00 a.m. on 24 November 2020, for verification purposes.

A member may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 10.00 a.m. on 24 November 2020:

- (a) via the pre-registration website at the URL <https://agm.conveneagm.com/leychoon/>;
- (b) in hard copy by sending personally or by post and lodging the same at the registered office of the Company at No. 3 Sungei Kadut Drive, Kranji Industrial Estate, Singapore 729556; or
- (c) by email to agmfy20@leychoon.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

NOTICE OF ANNUAL GENERAL MEETING

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members either before or during the AGM.

Please note that members will not be able to ask questions at the AGM “live” during the webcast and the audio feed, and therefore it is important for members to submit their questions in advance of the AGM.

- (2) A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

The accompanying proxy form for the AGM may be accessed at the Company’s website at the URL <https://www.leychoon.com> and may also be accessed at the URL <https://agm.convencem.com/leychoon/>, and has also been made available on SGXNet.

- (3) The Chairman of the AGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
- (a) if sent personally or by post, be deposited at the registered office of the Company at No. 3 Sungei Kadut Drive, Kranji Industrial Estate, Singapore 729556; or
 - (b) if submitted by email, be received by the Company at agmfy20@leychoon.com,

in either case, by no later than 10.00 a.m. on 24 November 2020, being not less than 72 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and 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.

- (4) If sent personally or by post, the instrument appointing the Chairman of the AGM as proxy of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the Chairman of the AGM as proxy of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

Where an instrument appointing the Chairman of the AGM as proxy is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
- (5) In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by the The Central Depository (Pte) Limited to the Company.
- (6) Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM (“**Relevant Intermediary Participants**”) by (a) watching and/or listening to the AGM proceedings via the “live” webcast or the “live” audio feed in the manner provided in Note 1 above; (b) submitting questions in advance of the AGM in the manner provided in Note 1 above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM, i.e. by 10.00 a.m. on 18 November 2020 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 72 hours before the time for holding the AGM.
- (7) The Annual Report for the financial year ended 31 March 2020 may be accessed at the Company’s website at the URL <https://www.leychoon.com>. The Annual Report has also been made available on SGXNet.

NOTICE OF ANNUAL GENERAL MEETING

- (8) By attending the AGM and/or any adjournment thereof, submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participants in connection with the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy and the participation of Relevant Intermediary Participants for the AGM (including any adjournment thereof) and the preparation, compilation and publication of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (ii) warrants that where the member discloses the personal data of Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents) of the personal data of such Relevant Intermediary Participants for the Purposes.
- (9) For further information on the conduct of the AGM and the alternative arrangements, shareholders can refer to the following URL <https://agm.conveneagm.com/leychoon/>.

IMPORTANT REMINDER: The Company would remind shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check the above URL and SGXNet for updates on the AGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

PROXY FORM

LEY CHOON GROUP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 198700318G)

This form of proxy has been made available on SGXNet and the Company's website at the URL <https://www.leychoon.com> and may also be accessed at the URL <https://agm.conveneagm.com/leychoon/>. A printed copy of this form of proxy will NOT be despatched to members.

IMPORTANT:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting ("AGM") are set out in the Company's announcement dated 5 November 2020 entitled "Important Notice to Shareholders Regarding the Company's Annual General Meeting on 27 November 2020" which has been uploaded together with the Notice of AGM dated 5 November 2020 on SGXNet on the same day. This announcement may also be accessed at the URL <https://www.leychoon.com>.
2. A member will not be able to attend the AGM in person. If a member (individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF/SRS investors who hold ordinary shares through their CPF/SRS funds. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM, i.e. by 10.00 a.m. on 18 November 2020.

I/We _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/members of Ley Choon Group Holdings Limited (the "Company") hereby appoint the Chairman of the Annual General Meeting (the "AGM"), as my/our proxy to vote for me/us on my/our behalf at the AGM of the Company, to be held by way of electronic means on Friday, 27 November 2020 at 10.00 a.m., and at any adjournment thereof. I/We direct my/our proxy to vote for or against, or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific directions as to the manner of voting, or abstentions from voting, are given or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the AGM as proxy for that Resolution will be treated as invalid.

No.	Resolutions Relating To:	For	Against	Abstain
Ordinary Business				
1.	Adoption of the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' Statement and Auditors' Report of the Company			
2.	Re-election of Mr Ling Chung Yee as a Director of the Company			
3.	Re-election of Mr Chia Soon Hin as a Director of the Company			
4.	Approval of Directors' fees for the financial year ending 31 March 2021, to be paid quarterly in arrears			
5.	Re-appointment of Messrs Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration			
Special Business				
6.	Authority to allot and issue new shares			
7.	Authority to allot and issue shares under the Ley Choon Performance Share Plan 2018			

(Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", or "Abstain" from voting on, the relevant Resolution, please mark a "X" within the relevant box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the "Abstain" box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a poll and your votes will not be counted in computing the required majority on a poll.)

Dated this _____ day of _____ 2020.

Total number of Shares held

Signature of Shareholder(s) or Common Seal

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 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares registered in your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
2. A member will not be able to attend the AGM in person. If a member (individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. The Chairman of the AGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the AGM as proxy must:
 - (a) if sent personally or by post, be deposited at the Company's Registered Office at No. 3 Sungei Kadut Drive, Kranji Industrial Estate, Singapore 729556; or
 - (b) if submitted by email, be received by the Company at agmfy20@leychoon.com,

in either case, **by no later than 10.00 a.m. on 24 November 2020, being not less than 72 hours before the time set for the AGM**, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and 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. If sent personally or by post, the instrument appointing the Chairman of the AGM as proxy of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the Chairman of the AGM as proxy of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

Where an instrument appointing the Chairman of the AGM as proxy is submitted by email, it must be authorised in the following manner:

 - (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
6. Where an instrument appointing the Chairman of the AGM as proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject any instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the AGM as proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
8. By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.



LEY CHOON GROUP HOLDINGS LIMITED
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